



## Tasty Bite Eatables Limited

CIN: L15419PN1985PLC037347

Registered office: 201/202, Mayfair Tower, Wakdewadi, Shivajinagar, Pune 411 005

Tel: +91 20 3021 6000 / 25531105, Fax: +91 20 3021 6048

E-mail: [secretarial@tastybite.com](mailto:secretarial@tastybite.com), Website: [www.tastybite.co.in](http://www.tastybite.co.in)

### NOTICE OF POSTAL BALLOT

Notice is hereby given to Members of Tasty Bite Eatables Limited ("the Company") pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time ("Companies Rules") read with the General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated May 5, 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 03/2022 dated 5 May, 2022, 11/2022 dated 28 December, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Securities and Exchange Board of India (SEBI) Circular No. SEBI/ HO/ CFD/ PoD2/ P/ CIR/ 2023/ 4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the ordinary resolutions as set out in this Postal Ballot Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ("remote e-voting"):

### SPECIAL BUSINESS:

1. **Appointment of Mr. Shashank Shekhar (DIN 10942818) as a Director, Designated as Whole Time Director of the Company:**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** Mr. Shashank Shekhar (DIN 10942818), who was appointed as an Additional Director with effect from 08 February 2025, on the Board of the Company in terms of Section 161 and 149 of the Companies Act, 2013 ("Act") read with provisions of Article of Association of the Company and who holds such office until the ensuing General Meeting or within a period of three months from the date of appointment whichever is earlier and in respect of whom a notice has been received from a member in writing, under Section 160 of the Act and who is also recommended by the Board of Directors for such appointment, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Schedule V of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s), clarification(s) or reenactment(s) thereof for the time being in force and subject to such approvals, consents, permissions and sanctions as may be required, the Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the Board, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Shashank Shekhar (DIN: 10942818) as Whole Time Director of the Company effect from 8<sup>th</sup> February, 2025, not liable to retire by rotation, on the terms and conditions as detailed in the explanatory statement attached hereto, with powers to the Board of Directors or a duly constituted Committee thereof to alter, amend, vary and modify the terms and conditions

of the said appointment from time to time as it deems fit, in such manner as may be mutually agreed between the Board or such Committee and Mr. Shashank Shekhar.

**RESOLVED FURTHER THAT** the Board and Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

## 2. Fixation of remuneration of Mr. Shashank Shekhar as Whole Time Director of the Company:

To consider and if thought fit to pass the following resolution as **Special resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board"), consent of the members of the Company be and is hereby accorded for remuneration payable to Mr. Shashank Shekhar (DIN: 10942818), Whole Time Director of the Company with effect from 08<sup>th</sup> February, 2025, on the terms and conditions including remuneration, as set in the explanatory statement, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits as mentioned in this resolution, explanatory statement and as specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof.

No. Sr.	Particulars	Amount In INR (Per Annum)
1	Basic	52,50,000 /-
2	HRA	21,00,000/-
3	City Compensatory Allowance	31,50,000/-
4	<b>Gross Annual Salary (A)</b>	<b>1,05,00,000/-</b>
5	Employers Provident Fund	6,30,000/-
6	Gratuity	2,52,525/-
7	<b>Total Statutory Payments (B)</b>	<b>8,82,525/-</b>
8	Variable Pay (C)	33,39,000/-
9	<b>Cost to the Company</b>	<b>1,47,21,525/-</b>

- 1) Variable pay is on target and sees a 0.5 to 2X multiplier.
- 2) Variable pay is purely linked to company performance.
- 3) Medical Insurance as per company policy
- 4) Terms Life Insurance as per company policy
- 5) Other terms as defined in the letter of appointment.

**RESOLVED FURTHER THAT** subject to other applicable provisions, the aforesaid remuneration be considered as the minimum remuneration, notwithstanding that the Company may make losses or inadequate profits during the tenure of Mr. Shashank Shekhar, Whole Time Director of the Company.

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Shashank Shekhar, Whole Time Director of the Company in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including Nomination and Remuneration Committee of Directors) of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary and delegate the authority to file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and

things and take such steps and actions as may be considered necessary and appropriate to give effect to and to implement this Resolution.”

**3. To revise terms of payment of remuneration to Mr. Dilen Gandhi, Managing Director of the Company:**

To consider and if thought fit to pass the following resolution as **Special resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board"), consent of the members of the Company be and is hereby accorded to the revision in the payment of remuneration payable to Mr. Dilen Gandhi (DIN: 10298654), Managing Director of the Company with effect from 01 April, 2025, on the terms and conditions including remuneration, as set in the explanatory statement, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits as mentioned in this resolution, explanatory statement and as specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof.

Sr. No.	Particulars	Amount In INR (Per Annum)
1	Basic Salary	1,27,38,168 /-
2	House Rent Allowance /RFHA	63,69,084 /-
3	City Allowances	76,21,208 /-
4	LTA	50,000 /-
5	Gratuity	6,12,706 /-

6	Provident Fund	15,28,580/-
7	Short Term Incentive	2,12,30,281/-
8	<b>Total Cost to Company</b>	<b>5,01,50,028 /-</b>
Encasement of leave as per rules of the Company.		
Other conditions		<ul style="list-style-type: none"> <li>• Employee contribution to Provident Fund will be deducted from payroll in compliance with the Employees' Provident Funds &amp; Miscellaneous Provisions Act, 1952.</li> <li>• Payment of gratuity will be as per Company policy on payment of gratuity.</li> <li>• Medical Insurance for Self and dependents as per Company policy.</li> <li>• Group Accident Policy for Self as per Company policy.</li> </ul>

**RESOLVED FURTHER THAT** subject to other applicable provisions, the aforesaid remuneration be considered as the minimum remuneration, notwithstanding that the Company may make losses or inadequate profits during the tenure of Mr. Dilen Gandhi as a Managing Director of the Company.

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Dilen Gandhi, Managing Director in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including Nomination and Remuneration Committee of Directors) of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary and delegate the authority to file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things and take such steps and actions as may be

considered necessary and appropriate to give effect to and to implement this Resolution.”

**4. Appointment of Mr. Rahul Bhatnagar as a Director and as an Independent Director:**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rahul Bhatnagar (DIN: 07268064), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-executive Director under section 161(1) of the Act, designated as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of Three consecutive years, i.e., with effect from 17th January, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**5. Approval of remuneration of Mr. Rahul Bhatnagar (DIN: 07268064) as Non-executive, Independent Director of the Company:**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 149, 197, 198, Schedule V and such other provisions as may be applicable of the Companies Act, 2013, and Rules framed thereunder, Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), which shall include statutory modification(s) or re-enactment(s) thereof in accordance with relevant provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for payment of remuneration of INR 10,00,000 (10 lakhs) per annum (payable quarterly) to Mr. Rahul Bhatnagar, as Non-executive, Independent Director with the effect from January 17, 2025, upon such terms and conditions as are set out in letter of appointment entered into between the Company and Mr. Rahul Bhatnagar, the terms of which are mentioned in the explanatory statement annexed herewith, be and is hereby specifically approved with an authority to the Board of Directors and the Nomination and Remuneration Committee of the Board of Directors to add, alter and vary the terms and conditions of the said appointment and / or letter of appointment, subject to the relevant provisions of the Act as agreed between the board of directors and Mr. Rahul Bhatnagar.

**RESOLVED FURTHER THAT** subject to other applicable provisions, the aforesaid remuneration be considered as the minimum remuneration, notwithstanding that the Company may make losses or inadequate profits during the tenure of Mr. Rahul Bhatnagar as Non-executive, Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Notes:**

1. The Explanatory Statements and reasons for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories on Friday, 07<sup>th</sup> March, 2025, ("cut-off date") and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 11 & Note No. 16(B).
3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Companies Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has appointed KFin Technologies Limited to provide an e-voting facility to enable the Members to cast their votes electronically.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.tastybite.co.in](http://www.tastybite.co.in), websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/public/Downloads.aspx>.
5. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 07<sup>th</sup> March 2025. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 07<sup>th</sup> March, 2025, being the cut-off date are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 07<sup>th</sup> March, 2025, being the cut-off date fixed for the purpose.
7. The voting period will commence from 14<sup>th</sup> March, 2025, IST at 9.00 a.m. and end on, 12<sup>th</sup> April 2025, IST at 5.00 p.m. The e-voting module shall be disabled by KFin for voting thereafter. Once a vote on the resolution is casted by the Member, no change will be allowed subsequently. Please read the instructions given in the Notice thoroughly before exercising your vote.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [secretarial@tastybite.com](mailto:secretarial@tastybite.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card and self-attested copy of any document (eg. Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/ update their e-mail addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [secretarial@tastybite.com](mailto:secretarial@tastybite.com).
9. The Scrutinizer will submit his report to the Chairman, or in his absence, the Company Secretary of the Company, duly authorised by the Chairman, after completion of the scrutiny and the results of the e-voting will be announced on or before 14<sup>th</sup> April, 2025. The Resolution if passed by requisite majority shall be deemed to have been

passed on 12<sup>th</sup> April 2025, being the last date specified by the Company for e-voting.

10. The declared results along with the report of the scrutinizer shall be available to BSE and NSE.

11. The results of the Postal Ballot and shall be uploaded on the website of the Company i.e. [www.tastybite.co.in](http://www.tastybite.co.in) and the website of KFin i.e. <https://evoting.kfintech.com/public/Downloads.aspx>.

12. In case of shares held by companies, trusts, societies, etc., the copy of relevant Board Resolution/ Authority Letter duly certified / attested by Authorised Signatory (ies) shall be sent to the Scrutiniser by email through its registered email address to vineet.pareek@pvrcs.com with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).

16. The instructions for Members for e-voting are:

**(A) In case a member receives an email from KFin:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password as mentioned in email).
  - In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number.
  - In case of Demat account, User ID will be your DP ID followed by Client ID.
- However, if you are already registered with KFin for E-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and

a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT of TASTY BITE EATABLES LTD "
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Friday, 07<sup>th</sup> March, 2025 under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/ demat accounts shall follow the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you

will not be allowed to modify your vote. During the voting period i.e 14<sup>th</sup> March, 2025, IST at 9.00 a.m. and end on, 12<sup>th</sup> April 2025, IST at 5.00 p.m. members can login any number of times till they have voted on the resolution(s).

- xii. Corporate/ Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [vineet.pareek@pyrcs.com](mailto:vineet.pareek@pyrcs.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Tasty Bite Eatables Limited Event No."

**(B) In case of members who have not registered their email address with the Company/ Depository Participant(s):**

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

**Members holding shares in physical form:**

Members holding shares in physical mode, who have not registered/ updated their email addresses with the RTA, are requested to register/ update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereq/mobileemailreq.aspx> or by writing to

the RTA with details of folio number and attaching a self-attested copy of PAN card at [einward.risPKfintech.com](mailto:einward.risPKfintech.com).

**Members holding shares in electronic mode**

Members are required to register their e-mail address with their respective Depository Participant "DPs" to receive all communications from the Company electronically.

After due verification, KFIN will forward your login credentials to your registered email address.

After registration of e-mail address members would be required to follow steps 16 (A) (i) to (xii).

1. Members can also temporarily update their email address and mobile number with KFIN, by complying with the procedure given below:

(i) Visit the link <https://ris.kfintech.com/clientservices/mobilereq/mobileemailreq.aspx>

(ii) Select the company name: Tasty Bite Eatables Limited

(iii) Enter DP ID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (PAN).

(iv) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.

(v) Enter the email address and mobile number.

(vi) System will check the authenticity of the DP ID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.

(vii) Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).



(viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.

(ix) System will confirm the email address for the limited purpose of serving the Notice of the Postal Ballot and the e-voting instructions along with the User ID and Password.

Alternatively, Members may send an email request to [einward.risPkfintech.com](mailto:einward.risPkfintech.com) along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self-attested copy of PAN or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable the Company to issue the Notice of the Postal Ballot and the e-voting instructions along with the User ID and Password, through electronic mode.

However, Members holding shares in electronic form, will have to register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to [einward.risPkfintech.com](mailto:einward.risPkfintech.com) or [evotingPkfintech.com](mailto:evotingPkfintech.com) or contact KFIN at toll free number: 1800 3094 001.

## 2. Information and Instructions for Remote e-voting by Individual Shareholders holding shares of the Company in Demat Mode:

As per the SEBI circular dated 9 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

### Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
<b>1. User already registered for IDeAS facility:</b> I. Type in the browser/ click on the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting" IV. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.	<b>1. Existing user who have opted for Easi / Easiest</b> I. Type in the browser/ click on the following URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-voting page without any further authentication. V. Click on e-voting service provider name to cast your vote.
<b>2. User not registered for IDeAS e-Services</b> I. To register, type in browser/ click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> II. Select "Register Online for IDeAS" III. Proceed with completing the required fields.	<b>2. User not registered for Easi/Easiest</b> I. To register, type in browser/ click on link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> II. Proceed with completing the required fields.



<p>IV. After registration, please follow steps given above to cast your vote.</p> <p><b>3. By visiting the e-voting website of NSDL</b></p> <p>I. Type in the browser/ click on the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. On the login page, enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>V. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>	<p>III. After registration, please follow steps given above to cast your vote.</p> <p><b>3. By visiting the e-voting website of CDSL</b></p> <p>I. Type in the browser/ click on the following URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective e-voting service provider where the e- Voting is in progress.</p>
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**Login method for remote e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode is given below:**

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E - Voting Event Number) 7146, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the event number for Tasty Bite Eatable Limited and click on “Submit”
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - iii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
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**Individual Shareholders (holding securities in demat mode) login through their demat accounts/ website of depository participants.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options available on the websites of Depositories/ Depository Participants.

Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.

3. In case of any query and/ or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact Mr. Sankara Gokavarapu, Manager (Unit: Tasty Bite Eatables Limited), KFin Technologies Limited, Karvy Selenium Building, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Tel. No.: +91 40 6716 2222; Toll Free No.:1800 309 4001; Fax No.: +91 40 2300 1153; E-mail: [einward.risPkfintech.com](mailto:einward.risPkfintech.com) for any further clarifications.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the e-voting instructions mentioned elsewhere in the Notice. Further, members can also use the OTP based login for logging into the e-voting system.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1 & 2**

In accordance with Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Shashank Shekhar shall hold office as an Additional Director until the ensuing General Meeting or within a period of three months from the date of appointment whichever is earlier and is eligible to be appointed as a Director. The Company has received a written notice from a Member, proposing his candidature for the office of Director, in terms of Section 160(1) of the Act, which has been duly reviewed and recommended by the Board of Directors to shareholders for approval.

Furthermore, the appointment of Mr. Shashank Shekhar as a Director, designated as Whole-time Director, with the effect from 08<sup>th</sup> February, 2025 and the terms and conditions of such appointment, including remuneration, are subject to the approval of the shareholders, as per the relevant provisions of the

Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

In light of the aforementioned facts and recognizing the valuable experience and expertise that Mr. Shashank Shekhar brings to the Company, the Board recommends the approval of shareholders for appointment Mr. Shashank Shekhar, designated as a Whole-time Director as detailed out in resolution.

The following are the details of remuneration payable to Mr. Shashank Shekhar as whole time director of the Company:

No. Sr.	Particulars	Amount In INR (Per Annum)
1	Basic	52,50,000/-
2	HRA	21,00,000 /-
3	City Compensatory Allowance	31,50,000 /-
4	<b>Gross Annual Salary (A)</b>	<b>1,05,00,000/-</b>
5	Employers Provident Fund	6,30,000 /-
6	Gratuity	2,52,525 /-
7	<b>Total Statutory Payments (B)</b>	<b>8,82,525 /-</b>
8	Variable Pay (C)	<b>33,39,000/-</b>
9	<b>Cost to the Company</b>	<b>1,47,21,525/-</b>

- 1) Variable pay is on target and sees a 0.5 to 2X multiplier.
- 2) Variable pay is purely linked to company performance as per the terms of the appointment.
- 3) Medical Insurance as per company policy
- 4) Terms Life Insurance as per company policy
- 5) Other terms as defined in the letter of appointment.

### Item No. 3

Mr. Dilen Gandhi was appointed as Managing Director w.e.f. 01 September 2023 (approved by the Board in its Meeting held on 31 August 2023 and by Shareholders via Postal Ballot dated 27 November 2023). Further, considering the contribution of Mr. Dilen Gandhi and the progress made by the Company under his leadership and guidance as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 07<sup>th</sup> February, 2025 has approved the revision in remuneration payable to Mr. Dilen Gandhi, Managing Director with effect from 01 April, 2025 as mentioned in the Resolution no. 3 and other conditions in the explanatory statement. Pursuant to Section 197, 198 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Dilen Gandhi as decided by the Board is required to be approved by the members. The terms of remuneration specified in resolution no. 3 is detailed below:

Sr. No.	Particulars	Amount In INR (Per Annum)
1	Basic Salary	Rs. 1,27,38,168 /-
2	House Rent Allowance/RFHA	Rs. 63,69,084 /-
3	City Allowances	Rs. 76,21,208 /-
4	LTA	Rs.50,000 /-
5	Gratuity	Rs. 6,12,706 /-
6	Provident Fund	Rs. 15,28,580/-
7	Short Term Incentive	Rs. 2,12,30,281/-
8	<b>Total Cost to Company</b>	<b>Rs. 5,01,50,028 /-</b>
Encasement of leave as per rules of the Company.		

Other conditions	<ul style="list-style-type: none"> <li>• Employee contribution to Provident Fund will be deducted from payroll in compliance with the Employees' Provident Funds &amp; Miscellaneous Provisions Act, 1952.</li> <li>• Payment of gratuity will be as per Company policy on payment of gratuity.</li> <li>• Medical Insurance for Self and dependents as per Company policy.</li> <li>• Group Accident Policy for Self as per Company policy.</li> </ul>
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None of the other Directors, Key Managerial Personnel of the Company and/or their relatives except Mr. Dilen Gandhi are in any way concerned or interested, financially or otherwise in the said Resolution. The Board recommends the Resolutions at Item no. 3 of the Notice for approval of the Members by means of **Special Resolution**.

#### **Item No. 4 & 5**

The Board of Directors on recommendation of the Nomination and Remuneration Committee approved the appointment of Mr. Rahul Bhatnagar (DIN: 07268064) as Non-executive, Independent Director of the Company w.e.f. 17th January 2025, not liable to retire by rotation, for a term of 3 years. The Company has received from Mr. Rahul Bhatnagar: (a) Consent in writing to act as director (b) Intimation to the effect that he is not disqualified under Section 164(2) of the Act, (c) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), and (d) Declaration pursuant to BSE Circular dated 20 June 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

The appointment of Mr. Rahul Bhatnagar as Non-executive, Independent Director of the Company is subject to approval of members by way of Special Resolution. Further, pursuant to Regulation 17 of Listing Regulations, the appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, this resolution is being proposed to be passed by way of Postal Ballot. Further, the Company has, in terms of Section 160(1) of the Companies Act, 2013, received a notice in writing proposing the candidature of Mr. Rahul Bhatnagar for the office of director.

The Nomination and Remuneration Committee recommended payment of remuneration of INR 10,00,000 (10 Lakhs) per annum payable on quarterly basis and sitting fees separately for meetings irrespective of adequacy of the profits or loss of the Company. The recommendation was approved by the Board of Directors at its meeting held on 17th January 2025. The payment of remuneration to Mr. Rahul Bhatnagar is subject to the approval of Members by way of a Special Resolution.

In consideration of the duties and obligations undertaken by the Non-executive, Independent Director herein above, the Company shall pay him the remuneration as per the terms and conditions detailed in this explanatory statement w.e.f. 17th January 2025, subject to the approval of shareholders. Approval for remuneration shall however be taken in every financial year pursuant to Regulation 17 of Listing Regulations, if needed.

The following key terms and conditions have been proposed to be applicable to Mr. Rahul Bhatnagar as Non- executive, Independent Director of the Company:

No.	Particulars	Remarks
1.	Fees / Remuneration	<ul style="list-style-type: none"> <li>• INR 10,00,000 (10 lakhs) per annum payable on quarterly basis.</li> <li>• Sitting fees for attending the Board or any other Committee meetings as approved by the Board.</li> </ul>
2.	Other Benefits & terms of appointment	Reimbursement of expenses for all reasonable documented expenses that may be incurred in performing the role and for attending the meetings of the Board/ Committees thereof.

1. The terms and conditions of appointment of Non-executive, Independent Director and Chairman may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required.

2. The above may be treated as an abstract as required under the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for managerial personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings ("SS-2") of the Institute of Companies Secretaries of India.

#### GENERAL INFORMATION:

1. Nature of industry: Prepared food consisting Ready - to - Eat, Formed Frozen Product and specialty Sauces.
2. Commencement of commercial production: 1987.
3. In case of new companies expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus: Not Applicable

Financial performance of the Company in previous 2 financial years:

(INR in Million)

Highlights	F.Y. 2023-24	F.Y. 2022-23
Total Revenue	5581.96	4894.29
Profit before tax	555.41	407.67
Profit after tax	415.17	302.10

Export performance and net foreign collaborations:

(INR in Million)

Highlights	F.Y. 2023-24	F.Y. 2022-23
F.O.B. value of exports (inflow)	4,043.60	3111.88

Foreign investments or collaborations, if any:

The shareholding of Non - Resident Investors as on 31 March 2024 is 11,333 shares (0.44%), Foreign Promoter holds 300 shares (0.01%) and Foreign Portfolio Investors hold 105,780 shares (4.12%).

#### INFORMATION ABOUT APPOINTEE

1. Background and details as per Schedule V of the Companies Act, 2013, Secretarial Standard 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118 (10) of the Companies Act, 2013, as applicable and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:



<u>Name of the Director</u>	Shashank Shekhar	Dilen Gandhi	Rahul Bhatnagar
<u>DIN</u>	10942818	10298654	07268064
<u>Date of Birth &amp; Age</u>	(04 January 1979, 46 years)	(04 January 1979, 46 years)	(29 March 1958, 66 years)
<u>Date of Appointment</u>	08 February, 2025	01 September 2023	17th January 2025
Background details/Nature of expertise in specific functional area/Brief Resume	<p>Mr. Shashank Shekhar brings with him over 20 years of rich and diverse experience across the FMCG, consumer healthcare, and B2B sectors. He has an exceptional track record in supply chain management and operational excellence, having consistently delivered impactful results in customer service, cost efficiency, quality, and sustainability initiatives. His professional journey spans multiple geographies, including the UAE, Singapore, South Africa, and India, offering him a well-rounded global perspective that will greatly enhance our strategic capabilities.</p>	<p>The shareholders of the Company have already approved the appointment of Mr. Dilen Gandhi through postal ballot dated 27th November 2023. The approval of shareholder is required pursuant to revision in the existing remuneration.</p> <p>Mr. Dilen Gandhi is a well-regarded business leader and award-winning international marketing specialist with a vast experience of 19 years in brand building of blue chip FMCGs, like Reckitt, PepsiCo, and P&amp;G. He believes in building customer centric, brand driven businesses.</p> <p>He has delivered unprecedented results in building multi-million-dollar businesses, and record market shares in different business situations from new launches to accelerating base businesses to</p>	<p>Mr. Rahul Bhatnagar is a Chartered Accountant and MBA from Wharton. He is a seasoned executive and accomplished board member with over four decades of experience across diverse industries, including FMCG, telecommunications, consulting, insurance, and real estate. He has held senior leadership roles in global organizations such as Bharti Enterprises, PepsiCo, and Seagram, where he drove significant business transformation and growth initiatives. In his most recent role as Managing Director and CFO at Bharti Enterprises, Mr. Bhatnagar led a portfolio generating \$1.2 billion in revenue, spanning multiple industries and engagement models. His boardroom expertise includes serving as Chair and Audit Committee member for prominent organizations i.e</p>

		<p>turning around struggling brands. His comprehensive commercial experience includes sales management, commercial marketing, P&amp;L management, brand strategy &amp; innovation across multiple product categories like Personal Care, OTC drugs, Diapers, Sanitary Napkins, Fabric Care and Male Grooming. He has proven adaptability across diverse markets like India, ASEAN, Middle East and Africa. He is an outstanding leader and team builder, with experience in leading and developing large multifunctional teams with diverse multicultural backgrounds.</p>	<p>Whirlpool India Limited, Sanofi India Limited, TBO Tek Limited and Rossell India Limited.</p>
Disclosure of relationship between directors inter-se	Mr. Shashank is not related with any director of the Company	Mr. Dilen Gandhi is not related with any director of the Company	Mr. Rahul Bhatnagar is not related to any Director(s) of the Company as defined under the provisions of Section 2(77) of Companies Act, 2013
Directorship in other listed companies	N/A	N/A	<p>Mr. Rahul Bhatnagar is director in below mentioned listed entities:</p> <ol style="list-style-type: none"> <li>1. Sanofi India Limited</li> <li>2. Tbo Tek Limited</li> <li>3. Whirlpool of India Limited</li> </ol> <p>Rossell India Limited</p>

Chairmanship/ Membership of Committees of above- mentioned Companies	N/A	N/A	<p><b>Sanofi India Limited :</b> Chairmanship: Audit Committee, Stakeholder Relationship Committee Membership: Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee</p> <p><b>Tbo Tek Limited:</b> Chairmanship: Audit Committee Membership: Risk Management Committee, Nomination and Remuneration Committee</p> <p><b>Whirlpool of India Limited:</b> Chairmanship: Audit Committee Membership: Nomination and remuneration committee, Corporate Social Responsibility Committee</p> <p><b>Rossell India Limited</b> Chairmanship: Audit Committee Membership: Nomination and remuneration committee, Risk Management Committee, Corporate Social Responsibility Committee</p>
Shareholding in the Company	N/A	N/A	N/A
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Shashank Shekhar is comparable to that drawn by the Director peers in the similar capacity in the industry and is commensurate with the size of the	The remuneration of Mr. Dilen Gandhi is comparable to that drawn by the Director peers in the similar capacity in the	The remuneration of Mr. Rahul Bhatnagar is comparable to that drawn by the Director peers in the similar capacity in the industry and is commensurate with

	Company and diverse nature of its business. In order to compensate with increased responsibility, it is proposed to remunerate the Executive Director with appropriate remuneration.	industry and is commensurate with the size of the Company and diverse nature of its business. In order to compensate with increased responsibility, it is proposed to remunerate the Managing Director with appropriate remuneration.	the size of the Company and diverse nature of its business. In order to compensate with increased responsibility, it is proposed to remunerate the Director with appropriate remuneration.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	N/A	N/A	N/A
Past Remuneration / Remuneration last Drawn	N/A	40.99 Mn plus on time joining bonus	N/A
Recognitions or awards	NA	He is an award-winning international marketer with over 19 years of brand-building experience at bluechip FMCGs like Reckitt, PepsiCo, and P&G. Delivered unprecedented results, such as building multi-million dollar businesses and has record market shares in different business situations from new launches to accelerating base businesses to turning around struggling brands. Outstanding leader and team builder, with experience in leading and developing large multifunctional teams with diverse multicultural backgrounds. *Accelerated Lay's TM, to make India among the fastest growing markets for Lay's in the	

		world behind awardwinning campaigns like Lay's Smile and Lay's #Heartwork *Led flagship Lay's to its fastest growth in 7 years behind execution of PepsiCo's largest investment on snacks while maintaining margins despite commodity inflation *Launched Doritos successfully with a holistic marketing program, sharp price-pack play and on-ground activation. Fastest growing snacks brand in India, reaching #1 share position within Nacho chips category within 7 months of launch	
Job Profile and Suitability	Mr. Shashank Shekhar brings with him over 20 years of rich and diverse experience across the FMCG, consumer healthcare, and B2B sectors.	Mr. Dilen has an experience of 19+ years with several Global and Indian Companies as brand builder and is a well-regarded business leader	Independent Director of the Company
Number of meetings of the Board of Directors attended during the year	NIL	4	1
Listed entities from which Director resigned in the past three years	NIL	Nil	NIL

#### OTHER INFORMATION:

##### 1. Reasons for loss or inadequate profits:

The Company has not incurred losses and has made profits over the past many years. However, this is an enabling provision in the event that the proposed remuneration was to breach the limit set under the Act.

##### 2. Steps taken or proposed to be taken for improvement:

Our consumer business is on a growth path as most of the inventory is diluted. We are also working to further improve Tasty Bite Food Service (TFS) sales. The Company is on a growth path and is expected to make profits in future.

**3. Expected increase in productivity and profits in measurable terms:**

Our consumer business is on a growth path as most of the inventory is diluted. We are also working to further improve Tasty Bite Food Service (TFS) sales. The Company is on a growth path and is expected to make profits in future.

The Board recommends Resolutions as set out at Item no. 4 & 5 of this Notice for approval of the Members as a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, are concerned or interested in the Resolutions set out at Item no. 4 & 5 except Mr. Rahul Bhatnagar.

**DISCLOSURES:** The Board of Directors recommends the resolutions for approval of the members. None of the other Directors and Key Managerial Personnel or their relatives in anyway, concerned or interested in the said resolutions.

Above may also be treated as an abstract of the terms and conditions governing the appointment and remuneration of the Managerial Personnel pursuant to Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Registered office:**

201/202, Mayfair Tower,  
Wakdewadi, Shivajinagar,  
Pune 411 005, India

By Order of the Board of Directors  
**Tasty Bite Eatables Limited**

Place: Pune  
Date: 07<sup>th</sup> February, 2025

**Vimal Tank**  
**Company Secretary**  
**Membership No. A22370**