

Tasty Bite Eatables Limited

TBEL/SE/2021-22

February 9, 2022

BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 001
Symbol – 519091

National Stock Exchange Limited,
Corporate Services,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Symbol: TASTYBITE

Sub: Postal Ballot for appointment of Mr. Gaurav Gupta as Whole Time Director of the Company and for fixation of remuneration of Mr. Gaurav Gupta as Whole Time Director of the Company.

Dear Sir,

Further to our letter dated 25 November 2021, pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated 8 February 2022 for seeking approval of Members of the Company through voting by electronic means for the appointment and fixation of remuneration of Mr. Gaurav Gupta as Whole Time Director of the Company, with effect from 1 January 2022 until the next Annual General Meeting of the Company.

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 4 February 2022.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

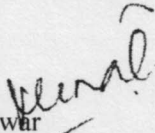
The e-voting period will commence from Thursday, 10 February 2022, at 9.00 a.m. (IST) and will end on Friday, 11 March 2022, at 5.00 p.m. (IST)

We request you to take the above information on record.

Thanking You,

Yours faithfully,

For Tasty Bite Eatables Limited


Minal Talwar
Company Secretary



Encl.: As above

Regd. Off. : 201/202, Mayfair Tower, Wakdewadi, Shivajinagar, Pune - 411 005, India.
Tel.: + 91 20 3021 6000, 2553 1105 Fax: + 91 20 3021 6048, E-mail : info@tastybite.com
Factory : Gat No. 490, Bhandgaon, Pune Solapur Highway, Tal. Daund, Dist. Pune - 412214. Tel.: + 91 2117 306500
Website : www.tastybite.co.in, CIN : L15419PN1985PLC037347



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, Website: 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, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021 and 20/2021 dated 8 December 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") 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 special resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ("e-voting"):

Special Business:

1. Appointment of Mr. Gaurav Gupta as Whole Time Director of the Company:

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

"RESOLVED 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 re-enactment(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. Gaurav Gupta (DIN: 07529010) as Whole Time Director of the Company, until the next Annual General Meeting ("AGM") of the Company 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. Gaurav Gupta.

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

2. Fixation of remuneration of Mr. Gaurav Gupta as Whole Time Director of the Company:

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

"RESOLVED THAT pursuant to Sections 196, 197, 203 and such other provisions as may be applicable, if any, of the Companies Act, 2013, which shall include any statutory modification(s) or re enactment(s) thereof read with Schedule V of the Act, the consent of the Company be and is hereby accorded for remuneration of Mr. Gaurav Gupta as Whole Time Director from 1 January 2022 until the next Annual General Meeting of the Company, upon such terms and conditions as are set out in letter of appointment entered into between the Company and Mr. Gaurav Gupta, the terms of which are mentioned in the statement setting out material facts 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.

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. Gaurav Gupta as a Whole Time Director of the Company from 1 January 2022 till the next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorised 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 Ordinary Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. Vineet Ramoo Pareek, Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. 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, 4 February 2022, ("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).
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. 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 Private Limited for providing e-voting facility to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at 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 and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com/public/Downloads.aspx>.
7. All the material documents referred to Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on secretarial@tastybite.com.
8. 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, 4 February 2022. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 4 February 2022, 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.
9. 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, 4 February 2022, being the cut-off date fixed for the purpose.
10. The voting period will commence from **Thursday, 10 February 2022, IST at 9.00 a.m** and end on **Friday, 11 March 2022, 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.
11. 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 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 dematerialised 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.
12. 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 **Tuesday 15 March 2022** at the Registered Office of the Company at 201/202, Mayfair Tower, Wakdewadi, Shivajinagar, Pune 411 005. The Resolution if passed by requisite majority shall be deemed to have been passed on **Friday, 11 March 2022**, being the last date specified by the Company for e-voting.
13. The declared results along with the report of the scrutinizer shall be forwarded to the BSE and NSE and shall be uploaded on the website of the Company i.e. www.tastybite.co.in. and the website of KFin i.e. <https://evoting.kfintech.com/public/Downloads.aspx>.
14. The results of the Postal Ballot shall also be published in at least one English newspaper and one vernacular language newspaper.
15. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory(ies). The said resolutions/ authorization shall be sent to the Scrutinizer by email through its registered email address to vineet.pareek@pvrcs.com with a copy marked to 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. 4 February 2022 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. 10 February 2022 to 11 March 2022, 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@pvrcs.com with a copy marked to 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 pre-paid 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/mobilereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and attaching a self-attested copy of PAN card at inward.ris@kfintech.com.

Members holding shares in electronic mode

Members are required to register their e-mail address with their respective Depository Participant "DPs" for receiving 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/mobilereg/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.ris@kfintech.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.ris@kfintech.com or evoting@kfintech.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
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Type in the browser/ click on the following URL: https://eservices.nsdl.com 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register, type in browser/ click on link: https://eservices.nsdl.com II. Select “Register Online for IDeAS” III. Proceed with completing the required fields. IV. After registration, please follow steps given above to cast your vote. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Type in the browser/ click on the following URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com 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. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. To register, type in browser/ click on link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. After registration, please follow steps given above to cast your vote.

NSDL	CDSL
<p>3. By visiting the e-voting website of NSDL</p> <ol style="list-style-type: none"> I. Type in the browser/ click on the following URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 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>3. By visiting the e-voting website of CDSL</p> <ol style="list-style-type: none"> I. Type in the browser/ click on the following URL: www.cdslindia.com II. Provide demat Account Number and PAN III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective e-voting service provider where the e-Voting is in progress.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 Private 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.ris@kfintech.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.

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

By Order of the Board of Directors
Tasty Bite Eatables Limited

Place: Pune
Date: 8 February 2022

Minal Talwar
Company Secretary
Membership No: A27285

EXPLANATORY STATEMENT FOR ITEMS 1 AND 2 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As stated in our disclosure dated 25 November 2021 to the stock exchanges, Mr. Abhijit Upadhye, the former Managing Director had resigned with effect from 31 December 2021 in order to pursue other opportunities. While the Company searches for a new Managing Director, the Board of Directors had in the interim, on the recommendation of the Nomination and Remuneration Committee approved the appointment of Mr. Gaurav Gupta (DIN: 07529010), Chief Financial Officer of the Company as Additional Director and Whole-time Director with effect from 1 January 2022 until the next Annual General Meeting of the Company. Mr. Gaurav Gupta is not disqualified from holding the office of Whole Time Director.

The appointment of Mr. Gaurav Gupta as Whole Time Director of the Company is subject to approval of members by way of Ordinary Resolution.

The Nomination and Remuneration Committee at their meeting held on 25 November 2021, recommended payment of remuneration for the period of 1 January 2022 till next Annual General Meeting irrespective of adequacy of the profits or loss of the Company. The recommendation was approved by the Board of Directors at their meeting held on 25 November 2021.

The payment of remuneration to Mr. Gaurav Gupta is subject to the approval of Members by way of a Special Resolution.

In consideration of the duties and obligations undertaken by the Whole Time Director herein above, the Company shall pay him the remuneration as per the terms and conditions detailed w.e.f. 1 January 2022 till the next Annual General Meeting of the Company, subject to the approval of shareholders.

The following terms and conditions have been proposed to be applicable to Mr. Gaurav Gupta as Whole Time Director of the Company:

No.	Remuneration	Slab (amount in INR)
1.	Monthly Gross Salary	5,39,616
2.	Monthly Perquisites	<ul style="list-style-type: none"> • Leave Travel Allowance - INR 25,000 • Books & Periodicals - INR 20,833 • Vehicle Maintenance & Fuel - INR 63,167 • Driver Reimbursement - Nil • Car Allowance - Nil • Meal Voucher - INR 2,200 • Gift Voucher - INR 417 • Leave encashment as per Company policy
3.	Other Benefits	<ul style="list-style-type: none"> • Contribution to Provident Fund as per applicable rules & Company policy • Gratuity as per Company policy • Medical insurance & Group Accident as per Company policy shall not be considered as perquisite.
4.	Performance Bonus (including performance criteria)	NA
5.	Cash based long term incentives	NA
6.	Other terms of appointment	<ul style="list-style-type: none"> • Notice period is of 3 months in case of resignation by Mr. Gupta. • Age of retirement is 60 years. • Notice period in case of termination of employment by Company is 1 month. • All conditions in Non Disclosure Agreement entered between the Company and Mr. Gupta need to be abided with. • Mr. Gupta has no stock options or any shares in the Company. • There is no variable pay component in salary of Mr. Gupta.

1. In case of absence or inadequacy of profit in financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Gaurav Gupta as minimum remuneration.
2. The terms and conditions of appointment of Whole Time Director 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.
3. Mr. Gaurav Gupta shall not be paid any sitting fee for attending the Board or any other Committee meetings.

4. The above may be treated as an abstract as required under Section 190 of 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.

The other information required is given as follows:

I. GENERAL INFORMATION:

- Nature of industry: Prepared food consisting Ready - to - Eat, Formed Frozen Product and specialty Sauces
- Commencement of commercial production: 1987
- 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. 2020-21	F.Y. 2019-20
Total Revenue	4,042.89	4,548.30
Profit before tax	525.75	533.54
Profit after tax	393.42	408.62

- Export performance and net foreign collaborations: (INR in Million)

Highlights	F.Y. 2020-21	F.Y. 2019-20
F.O.B. value of exports (inflow)	3,127.13	2,818.03
Foreign exchange outflow	737.79	871.40

- Foreign investments or collaborations, if any:

There is no direct foreign equity participation. The shareholding of Non - Resident Investors as on 31 March 2021 is 14,011 shares (0.55%), Foreign Promoter holds 300 shares (0.01%) and Foreign Portfolio Investors hold 93,353 shares (3.64%).

II. INFORMATION ABOUT MR. GAURAV GUPTA:

- Background and details as per Schedule V of the Companies Act, 2013, Secretarial Standard II on General Meetings and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Date of Birth & Age	21 April 1982 (39 years)
Date of Appointment	1 January 2022
Qualifications	Mr. Gaurav Gupta is a Chartered Accountant by profession, a Certified Public Accountant (CPA), Certified Information Security Manager (C.I.S.M.), Certification in Control Self-Assessment (C.C.S.A) and a Certified Fraud Examiner (C.F.E.)
Nature of expertise in specific functional areas / Brief resume	Mr Gaurav Gupta joined Tasty Bite Eatables Limited in July 2015 as Controller Finance and was subsequently appointed Chief Financial Officer in November 2018. Over the last 18 years, Mr. Gupta has performed in key roles at various leading companies including FMCG companies like Nestle. As part of the Company, Mr. Gupta has been the front lead in integration with KAGOME, Japan in 2015 and MARS Inc. in 2017. He has helped strengthen the ‘Controls Environment’ through specific business insights and handled the biggest client relationships of the Company.
Disclosure of relationship between directors inter-se	Mr. Gaurav Gupta is not a director in any other listed company and is not inter-se related with any other Director, Manager or Key Managerial Personnel of the Company. He is a director of the Sadhy Foundation and Preferred Brands Foods (India) Private Limited.
Directorship in other listed companies	N/A
Chairmanship/Membership of Committees of above mentioned Companies	N/A
Shareholding in the Company	Nil
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Gaurav Gupta is comparable to that drawn by the CFO peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business. With resignation of erstwhile Managing Director, he has assumed additional responsibilities as Whole Time Director till a new Managing Director is appointed.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	N/A
Past Remuneration / Remuneration last drawn	INR 7.74 million for financial year 2020-21 as Chief Financial Officer of the Company
Recognitions or awards	Awarded by ICAI as best CA Chief Financial Officer in emerging corporates manufacturing & infrastructure category in 2022.
Job Profile and Suitability	Mr. Gupta is Chief Financial Officer of Tasty Bite Eatables Limited. He is a Chartered Accountant by profession, a Certified Public Accountant (CPA), Certified Information Security Manager (C.I.S.M.), Certification in Control Self-Assessment (C.C.S.A.), and a Certified Fraud Examiner (C.F.E.) He has 18+ years of experience spanning various industries including FMCG like Nestle, with mix of international stints in business development, finance, accounting and other related areas. He joined the company as Contoller Finance six years ago and has acted as alternate director to the Chairman of the Company.
Date of first appointment on the Board of Directors	Appointed as Alternate director for first time on 12 November 2018 and as Additional Director and Whole Time Director on 1 January 2022
Number of meetings of the Board of Directors attended during the year	Nil as director and 6 as CFO (invitee)
Listed entities from which Mr. Gupta has resigned in the past three years	N/A

III. OTHER INFORMATION:

- Reasons for loss or inadequate profits:** The Company has not incurred losses and has had profits over the past many years. However, in this financial year 2021-22 there is a dip in Consumer Business owing to drop in demand on account of inventory build-up in the US and other markets.

Secondly, due to change in government policies, profit is highly impacted. This is due to discontinuation of Transport and Marketing Assistance Scheme (TMA) and Merchandise Exports from India Scheme (MEIS). A new scheme called Remission of Duties and Taxes over Exported Products (RoDTEP) has been introduced in current year in place of MEIS, however the incentives rate in RODTEP is much lower than MEIS rate.

- Steps taken or proposed to be taken for improvement:** Our consumer business is on the growth path as most of the inventory is diluted. We are also working to further improve Tasty Bite Food Service (TFS) sales.
- Expected increase in productivity and profits in measurable terms:** Management expects with normal demand from market we will be able to churn out the profit in line with budgeted estimates drawn by economies of scale.

None of the Directors (other than Mr. Gaurav Gupta) or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution as set out at item number 1 for approval by the Members.

The Board recommends the Special Resolution as set out at item number 2 for approval by the Members.

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: 8 February 2022

Minal Talwar
Company Secretary
Membership No: A27285