



## Tasty Bite Eatables Limited

TBEL/SE/2022-23

February 07, 2023

### **BSE Limited**

Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Bldg., P.J. Towers,  
Dalal Street, Mumbai- 400 001  
Scrip Code: **519091**

### **National Stock Exchange of India**

Corporate Services, Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai -400 051  
NSE Symbol: **TASTYBITE**

### **Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Ma'am,

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated 6 February 2023 for seeking approval of Members of the Company through voting by electronic means for the appointment and approval of remuneration of Mr. Pradeep Narendra Poddar (DIN: 00025199) as Non-Executive, Independent director and Chairman of the Company, with effect from 20 December 2022 for the term of 5 years of the Company on the terms and conditions and approval of Material Related Party Transactions.

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, 3 February 2023.

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, 9 February 2023, at 9.00 a.m. (IST) and will end on Friday, 10 March 2023, at 5.00 p.m. (IST)

This Postal Ballot Notice will also be available on the Company's website at <https://www.tastybite.co.in/investors>.

Kindly take it on your Records

Thanking You,

Yours faithfully,

**For Tasty Bite Eatables Limited**

Minal  
Aniruddha  
Wanage

Digitally signed by Minal  
Aniruddha Wanage  
Date: 2023.02.07 17:49:26  
+05'30'

**Minal Talwar**  
**Company Secretary**

**Encl: As above**



## Tasty Bite Eatables Limited

CIN: L15419PN1985PLC037347

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

Tel: +91 20 3021 6000, 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 5 May 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 and 11/2022 dated 28 December 2022 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 5 January 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 / special 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. Pradeep Narendra Poddar (DIN: 00025199) as Non-Executive, Independent director and Chairman of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("**Act**"), and the Rules framed thereunder, Regulation 16, 17, 25 and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any modification(s) or re-enactment(s) thereof) and in accordance with relevant 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, Mr. Pradeep Narendra Poddar (DIN: 00025199), who was appointed as an Additional Director of the Company (in the capacity of non executive and independent director) who is eligible for appointment and who has consented to act as a Director & Chairman of the Company in respect of whom the Company has received a notice from a member under Section 160(1) of the Act proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 20 December 2022 till 19 December 2027.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, and to settle all such questions, difficulties or doubts whatsoever that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the members of the Company."

**2. Approval of remuneration of Mr. Pradeep Narendra Poddar (DIN: 00025199) as Non-executive, Independent Director and Chairman 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 Company be and is hereby accorded for payment of remuneration of INR 48 lakhs per annum (payable quarterly) to Mr. Pradeep Narendra Poddar, for a term of 5 years as

a Non-executive, Independent Director and Chairman w.e.f. 20 December 2022, upon such terms and conditions as are set out in letter of appointment entered into between the Company and Mr. Pradeep Narendra Poddar, 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. Pradeep Narendra Poddar.

**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. Pradeep Narendra Poddar as Non-executive, Independent Director and Chairman 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.”

**3. Approval of Material Related Party Transactions:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, including any

re-enactment, modification, amendment thereof, basis the approval and recommendation of the Audit Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to related party transaction(s)/ arrangement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) proposed to be entered into between the Company and: (a) Preferred Brands International, Inc. (“**PBI**”) (holding company of the Company), and (b) Mars Food US LLC (“**Mars US**”) [fellow subsidiary of the Company] in terms of the table below and explanatory statement to this resolution for the financial year 2023-24.

<b>Name of entity</b>	<b>Transaction</b>	<b>Amount (Indian Rupees)</b>
PBI	Export sales and expenses incurred on behalf of PBI for such sales	300 Crores
Mars US	Export sales and expenses incurred on behalf of Mars US for such sales	50 Crores

**RESOLVED FURTHER THAT** the Board of Directors of the Company and any duly constituted Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit, and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions as may be required to give effect to this resolution.”

**Registered office:**

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

Place: Pune

Date: 06 February 2023

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

**Minal Talwar**  
Company Secretary  
Membership No: A27285

**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. The Company has appointed M/s. Pareek V. R. & Associates, Practicing Company Secretary, Pune, 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, 3 February 2023, ("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 Postal Ballot 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 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](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>.
  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](mailto: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, 3 February 2023. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 3 February 2023, 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.
- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Friday, 3 February 2023, being the cut-off date fixed for the purpose.
10. The voting period will commence from **Thursday, 09 February 2023, IST at 9.00 a.m.** and end on **Friday, 10 March 2023, 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](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).
  12. The Scrutinizer will submit his report to the Chairman, or in his absence, to 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, 14 March 2023**. The Resolution if passed by requisite majority shall be deemed to have been passed on **Friday, 10 March 2023**, 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 BSE and NSE 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>.
  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 copy of relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory(ies) shall be sent to the Scrutinizer by email through its registered email address to [vineet.pareek@pvrcs.com](mailto: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. 3 February 2023 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. 9 February 2023 to 10 March 2023, 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](mailto:vineet.pareek@pvrcs.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 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/mobilereq/mobileemailreq.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](mailto: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/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.ris@kfintech.com](mailto: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](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto: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><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Type in the browser/ click on the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register, type in browser/ click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS”</li> <li>III. Proceed with completing the required fields.</li> <li>IV. After registration, please follow steps given above to cast your vote.</li> </ol>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>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></li> <li>II. Click on New System Myeasi</li> <li>III. Login with user id and password.</li> <li>IV. Option will be made available to reach e-voting page without any further authentication.</li> <li>V. Click on e-voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>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></li> <li>II. Proceed with completing the required fields.</li> <li>III. After registration, please follow steps given above to cast your vote.</li> </ol>

**NSDL**

**3. By visiting the e-voting website of NSDL**

- I. Type in the browser/ click on the following URL: <https://www.evoting.nsdl.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.

**CDSL**

**3. By visiting the e-voting website of CDSL**

- I. Type in the browser/ click on the following URL: [www.cdslindia.com](http://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.

**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:**

**A. In case a Member receives an email from KFin [for Members whose email IDs are registered with the Company / Depository Participants(s)]:**

- 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) XXXX, 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.
- viii. 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).
- 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](mailto:vineet.pareek@pvrcs.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. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-Voting instructions cannot be serviced, will have to follow the following process:**

Members who have not registered their email address and in consequence, Postal Ballot Notice and e-Voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the postal ballot notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

Alternatively, member may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter

providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-Voting instructions.

After receiving the e-Voting instructions, please follow all steps above to cast your vote by electronic means.

**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.

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**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.

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**Members facing any technical issue – NSDL**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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**Members facing any technical issue – CDSL**

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 22-23058542-43.

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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: [inward.ris@kfintech.com](mailto:inward.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

Place: Pune  
Date: 06 February 2023

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

**Minal Talwar**  
Company Secretary  
Membership No: A27285



## STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

### Item No. 1 & 2:

The Board of Directors on recommendation of the Nomination and Remuneration Committee approved the appointment of Mr. Pradeep Narendra Poddar (DIN: 00025199) as Non-executive, Independent Director and Chairman of the Company w.e.f. 20 December 2022, not liable to retire by rotation, for a term of 5 years. The Company has received from Mr. Pradeep Narendra Poddar: (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. Pradeep Narendra Poddar as Non-executive, Independent Director and Chairman 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. Pradeep Narendra Poddar for the office of director.

The Nomination and Remuneration Committee at its meeting held on 19 December 2022, recommended payment of remuneration of INR 48 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 19 December 2022. The payment of remuneration to Mr. Pradeep Narendra Poddar 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 and Chairman hereinabove, the Company shall pay him the remuneration as per the terms and conditions detailed in this explanatory statement w.e.f. 20 December 2022 for a term of 5 years of the Company, 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. Pradeep Narendra Poddar as Non- executive, Independent Director and Chairman of the Company:

No.	Particulars	Remarks
1.	Fees / Remuneration	<ul style="list-style-type: none"> <li>INR 48,00,000 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	<ul style="list-style-type: none"> <li>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.</li> <li>Notice period - Not Applicable</li> </ul>

- 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.
- 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.

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.

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

4. Financial performance of the Company in previous 2 financial years:

(INR in Million)

Highlights	F.Y. 2021-22	F.Y. 2020-21
Total Revenue	3,855.60	4,042.89
Profit before tax	144.76	525.75
Profit after tax	103.28	393.42

Export performance:

(INR in Million)

Highlights	F.Y. 2021-22	F.Y. 2020-21
F.O.B. value of exports (inflow)	2,455.24	3,127.13

5. Foreign investments or collaborations, if any:

The shareholding of Non - Resident Investors as on 31 March 2022 is 16,084 shares (0.63%), Foreign Promoter holds 300 shares (0.01%) and Foreign Portfolio Investors hold 94,258 shares (3.67%).

## II. INFORMATION ABOUT MR. PRADEEP NARENDRA PODDAR:

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:

DIN	00025199
Date of Birth & Age	9 September 1954 (68 years)
Date of first Appointment	20 December 2022
Qualifications	Mr. Pradeep Narendra Poddar is a Bachelor of Chemical Engineering from Mumbai University, Institute of Chemical Technology in 1976 and also holds a PGDM (MBA) from Indian Institute of Management, Ahmedabad, 1978.
Background details / Nature of expertise in specific functional area / Brief resume	Mr. Pradeep Narendra Poddar is a well-regarded business leader and a brand builder with an illustrious professional career spanning over 38 years with Indian and Global companies like Glaxo India, Heinz India and Tata Global Beverages. A business leader with expertise in consumer strategy & marketing, he has a demonstrated history of exceptional performance, innovation and brand creation.  Mr. Poddar is a veteran in the FMCG sector and in his executive capacity, he has built, led and scaled businesses for leading Indian and multinational companies. He brings solid understanding of the Foods and Beverages business having led businesses for companies like Mount Everest Mineral Water (Tata Group), Heinz and GlaxoSmithKline. He brings a solid grounding across Marketing, Brand Management, Product Innovation and General Management roles. Mr. Poddar has significant experience of serving on the boards as an Independent Director and Advisor.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company / Disclosure of relationship between directors inter-se	Mr. Poddar is not related to any other director or KMP in the Company.
Directorship in other listed companies	Mr. Poddar is director in below mentioned listed entities 1. Welspun India Limited 2. Polycab India Limited 3. Uflex Limited
Directorship in other unlisted public companies	1. Sresta Natural Bioproducts Limited 2. Welspun Flooring Limited

Chairmanship/ Membership of Committees of above mentioned Companies	<ol style="list-style-type: none"> <li><b>Welspun India Limited:</b> Membership: Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Risk Management Committee</li> <li><b>Polycab India Limited:</b> Membership: Audit Committee, Nomination and Remuneration Committee and Chairmanship of Stakeholders Relationship Committee</li> <li><b>Uflex Limited:</b> Membership: Audit Committee, Nomination and Remuneration Committee</li> <li><b>Sresta Natural Bioproducts Limited:</b> Membership: Audit Committee, Nomination and Remuneration Committee</li> <li><b>Welspun Flooring Limited:</b> Chairmanship: Audit Committee</li> </ol>
Shareholding in the Company	Nil
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>The remuneration of Mr. Pradeep Poddar is comparable to that drawn by the Director 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 Chairman, he has assumed responsibilities as Non-executive, Independent Director and Chairman.</p> <p>Erstwhile Chairman (non executive capacity) Mr. Ashok Vasudevan received no remuneration from the Company.</p>
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Mr. Poddar does not have any pecuniary relationship with any other director / KMP in the Company.
Past Remuneration / Remuneration last drawn	Not applicable as Mr. Poddar was first appointed on 20 December 2022.
Remuneration proposed / sought to be paid	INR 48 lakhs per annum, payable quarterly.
Recognitions or awards	<ul style="list-style-type: none"> <li>* One of the chosen few 'Young Global Leaders' - Glaxo India , 1989</li> <li>* 'Youngest CEO' in Heinz at 41 years - H. J. Heinz , 1996</li> <li>* On the advisory Board of Heinz China guiding the turnaround - H. J. Heinz , 1996</li> <li>* Invited to present to the Heinz Global Board the emergence of new markets as an 'Emerging Young Leader ' - H. J. Heinz , 1996</li> <li>* 'Only Asian Panelist' invited to present at Brussels on building Intellectual capital - Europe Conference Board and Hewitt Worldwide , 1999</li> <li>* In 'top 5 percentile' among North American Executives - Personnel Decisions International, New York, 2000</li> <li>* In 'elite top Global Performers' in Heinz, conferred by the Global Chairman with a significant Cash award - H. J. Heinz, 2000</li> <li>* Invited by Heinz Global Chairman to speak to top Wall Street Analysts on the India Growth Opportunity - H. J. Heinz , 2000</li> <li>* 'Udyog Ratna' for distinguished contribution to the Food Industry in India - Karnataka State Govt and Wisitex Foundation, 2002</li> <li>* Invited to present the India story to H. J. Heinz Board - H. J. Heinz, 2003</li> <li>* On the Board of Advisors of Economist Corporate Network for five years</li> <li>* Headed the Mumbai Chapter of the American Chamber of Commerce, AMCHAM for two terms</li> </ul>
Job Profile and Suitability	<p>Mr. Poddar has an experience of 38 plus years with several Global and Indian Companies as brand builder and is a well-regarded business leader.</p> <p>Mr. Poddar is a veteran in the FMCG sector and in his executive capacity, he has built, led and scaled businesses for leading Indian and Multinational companies. He brings solid understanding of the Foods and Beverages business having led businesses for companies like Mount Everest Mineral Water (Tata Group), Heinz and GlaxoSmithKline. He brings a solid grounding across Marketing, Brand Management, Product Innovation and General Management roles. Mr. Poddar has significant experience of serving on the boards as an Independent Director and Advisor.</p>

Number of meetings of the Board of Directors attended during the year	1 out of 1 meeting after his appointment
Listed entities from which Mr. Poddar has resigned in the past three years	NIL
Justification for choosing Mr. Pradeep Narendra Poddar for appointment as an Independent Director	Mr. Poddar is a FMCG sector veteran and in his executive capacity, he has built, led and scaled businesses for leading Indian and Multinational companies. He brings solid understanding of the Foods and Beverages business having led businesses for companies like Mount Everest Mineral Water (Tata Group), Heinz and GlaxoSmithKline. He brings a solid grounding across Marketing, Brand Management, Product Innovation and General Management roles. From boards perspective, he brings significant experience of serving on the boards as an Independent Director and Advisor.
Skills and capabilities required for the role and the manner in which Mr. Poddar meets such requirements	Mr. Poddar meets requirements of Business development, sales & marketing, Finance, Science & technology, Global economics understanding, Corporate Governance, Manufacturing, Supply Chain and Quality. With his experience in FMCG sector, Board believes his expertise and valuable guidance are extremely beneficial to the Company.

### III. OTHER INFORMATION:

- Reasons for loss or inadequate profits:** The Company has not incurred loss and has had profits over the past many years. However, in financial year 2021-22, the Company faced dip in demand on account of inventory built up at US and other markets.

Also, 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). New scheme called Remission of Duties and Taxes over Exported Products (RoDTEP) is introduced in place of MEIS, however the incentive rates are much lower than MEIS rates.

- Steps taken or proposed to be taken for improvement:** Our Consumer Business is on the growth path. Also Tasty Bite Foods Service (TFS) has been performing well.
- Expected increase in productivity and profits in measurable terms:** With normal demand from market, the management expects that the Company will be able to churn out the profits with economies of scale.

The Board recommends Resolutions as set out at Item no. 1 & 2 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. 1 & 2 except Mr. Pradeep Narendra Poddar.

### Item No. 3

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related party transactions exceeding INR 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity (whichever is lower), are considered as material. As per audited financial statements of the Company of the previous financial year, INR 38.5 crore (i.e. 10% of the annual consolidated turnover of the Company) is the materiality limit.

The Company manufactures and exports ready-to-eat food products to various markets through Preferred Brands International, Inc (“PBI”) and Mars Food US LLC (“Mars US”).

PBI, the holding company of the Company is primarily engaged in marketing & distribution of ready-to-eat food products in the United States of America. The proposed transaction value with PBI for FY 2023-24 is equivalent of up to INR 300 Crore, which is a material related party transaction, and hence, approval of the shareholders is being sought.

Mars US is the fellow subsidiary of the Company ultimately held by Mars, Incorporated (the ultimate holding company of the Company). The Company also manufactures ready-to-eat food products which are sold to Mars US marketed/ distributed in the United States of America by Mars US. The proposed transaction value with Mars US for FY 2023-24 is equivalent of up to INR 50 Crore which is material related party transactions, hence, approval of the shareholders is being sought.

The Audit Committee and the Board of Directors of the Company have reviewed the relevant details, as required under the law, of the proposed related party transactions described above, and thereafter approved and recommended to the shareholders for their approval, the material related party transaction as detailed in the resolution at their meetings held on 06 February 2023.

Information pursuant to SEBI Circular No. SEBI/HO/CFD/CM1/CIR/P/2021/662 dated 22 November 2021 and the Companies Act, 2013:

No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<ul style="list-style-type: none"> <li>PBI is the holding company of the Company.</li> <li>Mars US is a fellow subsidiary of the Company</li> </ul>
2	Type, material terms and particulars of the proposed transaction	Sale of Ready-to-Eat (“RTE”) food products to: (a) PBI for upto INR 300 Crore; and (b) Mars US for upto INR 50 Crore;
3	Tenure of the proposed transaction (particular tenure shall be specified)	1 financial year effective 1 April 2023 until 31 March 2024
4	Value of the proposed transaction	<ul style="list-style-type: none"> <li>For sales to PBI – Up to INR 300 crore</li> <li>For sales to Mars US – Up to INR 50 crore</li> </ul>
5	The percentage of the listed entity’s annual consolidated turnover, considering FY 2021-22 as the immediately preceding financial year, that is represented by the value of the proposed transaction	<ul style="list-style-type: none"> <li>For the Company’s proposed transaction with PBI - 78%</li> <li>For the Company’s proposed transaction with Mars US - 13%</li> </ul>
6	Name of the director or key managerial personnel who is related, if any	Mr. Sukhdev David Dusangh and Ms. Emmanuelle Celia Orth are directors of the Company and employees of Mars group.
7	Justification as to why the RPT is in the interest of the listed entity	The Company manufactures ready-to-eat food products and other food products. PBI and Mars entities are marketing/ distributing these products. Approximately, 68% of revenue of the Company is generated by RTE business.
8	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. details of the source of funds in connection with the proposed transaction</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>nature of indebtedness;</li> <li>cost of funds; and</li> <li>tenure;</li> </ul> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Not Applicable
9	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable





No.	Particulars	Details
10	A statement that the valuation or other external party report, if any such report has been relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	<ul style="list-style-type: none"><li>• For PBI - 54.5%</li><li>• For Mars US - 1.4%</li></ul>
12	Any other information that may be relevant	-

The Board recommends Resolution as set out at Item no. 3 of this Notice for approval of the Members as an **Ordinary Resolution**.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, are concerned or interested in the Resolution set out at Item No. 3 except Mr. Sukhdev David Dusingh and Ms. Emmanuelle Celia Orth.

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

Place: Pune  
Date: 06 February 2023

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

**Minal Talwar**  
Company Secretary  
Membership No: A27285