



## Tasty Bite Eatables Limited

TBEL/SE/2024-25  
27/09/2024

### **BSE Limited**

Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda bldg., P.J. Towers,  
Dalal Street, Mumbai- 400001  
Scrip Code: 519091

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

Corporate Service  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai -400051  
NSE Symbol: TASTYBITE

### **Sub: Postal Ballot Notice**

Dear Sir/Madam,

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice for seeking approval of the members for the matters specified in the postal ballot notice through voting by electronic means.

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, 20 September 2024.

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 Saturday, 28 September 2024, at 9.00 a.m. (IST) and will end on Sunday, 27 October 2024, 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>.

You are requested to kindly take the above on record.

**Thanking You,**  
**For Tasty Bite Eatables Limited**

**Vimal Tank**  
**Company Secretary**



## 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. Approval of Material Related Party Transactions for FY 2025-26

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, the consent of the Members of the Company be and is hereby accorded to material 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, for the financial year 2025-26:

Name of Related Party	Nature of Transaction	Approval Limited (INR in crores)
Preferred Brands International Inc.	Export sales and expenses incurred for and behalf of PBI for such sales	300
Mars Food USA	Export sales and expenses incurred on behalf of Mars Food USA for such sales	75

**RESOLVED FURTHER THAT** the Board and Key Managerial Personnel be and are 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.”

**2. Appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8), 141, 142 and other applicable provisions of Companies Act, 2013 (‘Act’) and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), in accordance with the provisions stipulated by SEBI vide its circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and on the recommendations of the Audit Committee, and duly approved by the Board of Directors of the Company, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountant (FRN: 104607W/W100166), to be appointed as Statutory Auditor of the Company to fill casual vacancy caused by the resignation of M/s B S R & Co. LLP, Chartered Accountants (FRN: 101248W/W-100022), to hold office as the Statutory Auditors of the Company till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held for financial year 2024-2025, on such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors in consultation with the Statutory Auditors of the Company in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

**RESOLVED FURTHER THAT** the Board and Key Managerial Personnel of the Company be and are hereby severally and jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**3. Appointment of Mr. Matthew James Page (DIN: 10788632) as Non-Executive Non-Independent 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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, Mr. Matthew James Page (DIN: 10788632) who was appointed as an Additional Director in the capacity of Non-executive Non-Independent Director of the Company, be and is hereby appointed as a Non-Executive Non-independent Director of the Company, liable to retire by rotation.

**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.”

**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. Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the Company seeks the approval of the Members for entering into the Material Related party transactions, for the financial year 2025-26.
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, 20<sup>th</sup> September, 2024, ("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. 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.
5. 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>.
6. 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, 20<sup>th</sup> September, 2024. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 20<sup>th</sup> September, 2024, 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, 20<sup>th</sup> September, 2024, being the cut-off date fixed for the purpose.
10. The voting period will commence from Saturday, 28<sup>th</sup> September, 2024, IST at 9.00 a.m. and end on Sunday, 27<sup>th</sup> October, 2024, 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, 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, 29<sup>th</sup> October, 2024. The Resolution if passed by requisite majority shall be deemed to have been passed on Sunday, 27<sup>th</sup> October, 2024, being the last date specified by the Company for e-voting.

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

14. 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>.

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. Friday, 20<sup>th</sup> September, 2024 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. Saturday, 28<sup>th</sup> September, 2024 to Sunday, 27<sup>th</sup> October, 2024 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 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/mobileemailreq.aspx> or by writing to the RTA with details of folio number and attaching a self-attested copy of PAN card at [inward.risPKfintech.com](mailto:inward.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
<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. Type in the browser/ click on the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”</p> <p>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>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>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></p> <p>or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-voting page without any further authentication.</p> <p>V. Click on e-voting service provider name to cast your vote.</p>
<p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register, type in browser/ click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS”</p> <p>III. Proceed with completing the required fields.</p> <p>IV. After registration, please follow steps given above to cast your vote.</p>	<p><b>2. User not registered for Easi/Easiest</b></p> <p>I. To register, type in browser/ click on link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/Easi Registration</a></p> <p>II. Proceed with completing the required fields.</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 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><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>



<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>	
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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.

- 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).
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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**

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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

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: [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.

**Registered office:**

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

Place: Pune

Date: 27<sup>th</sup> September, 2024

By Order of the Board of Directors

**Tasty Bite Eatables Limited**

**Vimal Tank**

Company Secretary

Membership No. A22370

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

**Item No.1**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), as amended, all Material Related Party Transactions (‘RPTs’) and subsequent material modifications thereto, for an aggregate value exceeding ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of Members by means of an Ordinary Resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the Company and at an arm’s length basis.

The Company had taken approval of members through the postal ballot dated 13th February 2024 of Material RPTs of the Company with Preferred Brands International, Inc (PBI) and Mars Food US LLC (Mars US) through for an aggregate amount not exceeding Rs. 300 crores and Rs. 75 crores respectively for the financial year 2024-25. Since the period for approved limits will over on 31st March 2025, it is proposed to continue with the existing value of the aforesaid Material RPTs for FY 2025-26 as follows:

Name of Related Party	Nature of Transaction	Approval Limited (INR in crore)
Preferred Brands International Inc	Export sales and expenses incurred for and on behalf of PBI for such sales	300
Mars US LLC (Mars US)	Export sales and expenses incurred on behalf of Mars Food USA for such sales	75

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 2025-26 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 2025-26 is equivalent of up to INR 75 Crore which is material related party transactions, hence, approval of the shareholders is being sought.

Details of the material Related Party Transaction(s) including the information required to be disclosed as part of the Explanatory Statement pursuant to the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the proposed material modification(s) thereto, are as follows:

SR. 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 75 Crore;
3	Tenure of the proposed transaction (particular tenure shall be specified)	For the Financial year 2025-26
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 75 crore</li> </ul>

5	The percentage of the listed entity's annual consolidated turnover, considering FY 2023-24 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 - 44%</li> <li>• For the Company's proposed transaction with Mars US- 7%</li> </ul>
6	Name of the director or key managerial personnel who is related, if any	Mr. Sukhdev David Dusangh and Mr. Matthew James Page 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, 70% 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
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	Any other information that may be relevant	All relevant details and information have been mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**Item no. 2**

The Members of the Company at 38th Annual General Meeting held on 21<sup>st</sup> September, 2022 had appointed M/s B S R & Co. LLP, Chartered Accountants, Pune (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company for period of five years (i.e., from the conclusion of this 38th Annual General Meeting till the conclusion of 43<sup>rd</sup> Annual General Meeting to be held for the financial year ended 31st March, 2027 in the Financial Year 2026-27.

M/s B S R & Co. LLP, Chartered Accountants, vide its letter dated 29<sup>th</sup> July, 2024, resigned as the Statutory Auditor of the Company citing its inability to continue as Statutory Auditor of the Company, in view of their adoption of voluntary policy regarding non-assurance services to NFRA regulated audit entities.

Further as per the provisions of clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/ CMD/1/114/2019 dated October 18, 2019, the incumbent auditor had submitted the limited review report for the quarter ended June 30, 2024.

The Audit Committee and Board of Directors at their meeting held on 07<sup>th</sup> August, 2024 had approved the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountant (FRN: 104607W/W100166) as Statutory Auditors till the conclusion of the ensuing 41st Annual General meeting to be held for financial year 2024-2025. The M/s. Kalyaniwalla & Mistry LLP, Chartered Accountant (FRN: 104607W/W100166) have confirmed that their appointment, if made, will be within the limit specified under Section 144 of the Act. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and section 141 (3) of the act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

<b>Proposed audit fee payable to auditors</b>	The fees proposed to be paid to M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursement) for conducting audit of financial year 2024-25 is Rs. 24.50 Lakh (Rupees Twenty Four Lakhs and Fifty Thousand Only)
<b>Terms of appointment</b>	To hold the office till the conclusion of the 41st Annual General Meeting of the Company to be held for the financial year 2024-25
<b>Material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change</b>	There are no significant changes in the fees payable to the new statutory auditor compared to those paid to the outgoing auditors, except for a slight reduction in the audit fees.
<b>Basis of recommendation and auditor credentials</b>	<p>The Audit Committee and the Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 recommends the appointment of M/s. Kalyaniwalla &amp; Mistry LLP as Statutory Auditors of the Company.</p> <p><b>Profile:</b> Kalyaniwalla &amp; Mistry LLP, Chartered Accountants (K &amp; M / the Firm) was established in 1928 and has presence in Pune, Mumbai, Bangalore, Chennai, Delhi, Kolkata, Gurgaon, Ahmedabad, Hyderabad and Bangalore and has associates in other major cities in India. The Firm represents separate service verticals– Audit &amp; Assurance, Corporate Tax &amp; Advisory, AOS and Consulting. The Firm has expertise in central statutory audits of various nationalized banks and private banks and also has NBFCs audit clients. The firm has assurance engagements for clients in other fields such as automobile / auto ancillary, manufacturing, ITES, chemicals and so on.</p>

The Audit Committee and Board of the Company noted that the exiting Statutory Auditors i.e. B S R & Co. LLP have not raised any concern or issue and there is no reason other than as mentioned in their resignation letter. A copy of the said letter which has been filed with stock exchanges is available on the Company’s website.

None of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board commends the ordinary resolution set forth in Item No. 2 of the notice for approval of the members.

**Item No. 3**

**ADDITIONAL DISCLOSURES PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SS-2**

The Board of Directors on recommendation of the Nomination and Remuneration Committee in their meeting held on 7<sup>th</sup> August 2024 appointed Mr. Matthew James Page(DIN: 10788632) as Additional Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

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.

The Company has received requisite consent and declarations from Mr. Matthew James Page in accordance with the provision of the Companies Act, 2013 ('the Act') and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('SEBI Listing Regulations') He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

Background and details as per Secretarial Standard 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

<b>DIN</b>	10788632
<b>Date of Birth &amp; Age</b>	26 <sup>th</sup> September, 1974
<b>Date of first Appointment</b>	25 <sup>th</sup> September, 2024
<b>Background details / Nature of expertise in specific functional area / Brief resume</b>	Mr. Matthew James Page is currently Chief Financial Officer of Mars Veterinary Health International since October 2023. Through its 70,000 Associates and network of nearly 3,000 veterinary clinics worldwide, Mars Veterinary Health provides preventive, general, specialty and emergency veterinary care. He has been with Mars for 14 years and has a breadth of experience across different Mars Segments. Mr. Matthew James Page joined Mars in 2009 as the UK Factory Finance Manager in the Mars Chocolate business. He then progressed to Mars Petcare and Food Poland in 2012 as the Chief Financial Officer. Mr. Matthew James Page then returned to Mars Chocolate UK and Mars Global Travel Retail in 2014 as VP of Finance, where he delivered significant value creation through strong business partnering, before being appointed as the Chief Financial Officer for Mars Multisales in 2017. During his time in Multisales, he focused on driving strategic resource allocation across both markets and portfolio whilst taking forward the digitalisation agenda.



	Mr. Matthew James Page joined Mars from retail, having been at Tesco from 2005 to 2009 and Safeway from 2000 to 2005, holding a range of finance and store support roles.
<b>Disclosure of relationships between directors inter-se (in case of appointment of a director)</b>	No other Directors or Key Managerial Personnel are related to Mr. Matthew James Page
<b>Directorship in other listed companies and committee membership</b>	NIL
<b>Shareholding of non-executive director in the Company</b>	NIL

The Board of Directors recommends the resolution regarding appointment of Mr. Matthew James Page, as Non-Executive Non-Independent Director of the Company for consideration and approval of the Members of the Company by way of an Ordinary Resolution.

**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: 27<sup>th</sup> September, 2024

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