# Tasty Bite Eatables Limited

TBEL/SE/2018-19
July 13, 2018

The Executive Director,
**BSE Limited**
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Bldg., P.J.Towers,
Dalal Street, Mumbai 400 001
Scrip Code: **519091**

The Executive Director,
**National Stock Exchange of India Limited**
Corporate Services, Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051
Script Code: **TASTYBIT**

Dear Sir,

**Sub: Notice of 34th Annual General Meeting of Tasty Bite Eatables Limited**

We enclose herewith separately the Notice of 34th Annual General Meeting of the Company scheduled to be held on Thursday, August 9, 2018 at Hotel Sheraton Grand, RBM Road, Pune – 411 001 at 11.00 a.m.

The notice along with annual report is also available on website of the Company (www.tastybite.co.in). Annual Report to stock exchanges, in accordance with Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2011 will be filed after being adopted by the shareholders at 34th Annual General Meeting.

This is for your information and records.

Thanking you
For **Tasty Bite Eatables Limited**

Minal

Minal Talwar
**Company Secretary**

Tasty Bite Eatables Ltd. Pune

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

# NOTICE

Notice is hereby given that the thirty-fourth annual general meeting of the shareholders of Tasty Bite Eatables Limited will be held on Thursday, 9th day of August, 2018 at 11.00 a.m. at Hotel Sheraton Grand Pune, RBM Road, Pune – 411 001 to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of Re. 1 per share on 59,530 1% Non-Cumulative, Non-Convertible Redeemable Preference shares of Rs. 100/- each for the financial year 2017-18.
3. To declare dividend of Rs. 2 per equity share on 25,66,000 equity shares of Rs. 10 each for the financial year 2017-18.
4. To appoint a director in place of Mr. Ashok Vasudevan, who retires by rotation and being eligible offers himself for re-appointment.

## SPECIAL BUSINESS:

5. **Regularization of Additional Director Ms. Dawn Allen:**

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

   **"RESOLVED THAT** Ms. Dawn Allen (DIN 07983206), who was appointed as an additional director under non executive category with effect from November 14, 2017 on the Board of the Company in terms of Section 161 and 149 of the Companies Act, 2013 ("Act") and read with provisions of Article of Association of the Company and who holds such office upto the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Act be and is hereby appointed as a director of the Company liable to retire by rotation."

6. **Regularization of Additional Director Ms. Rama Kannan:**

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

   **"RESOLVED THAT** Ms. Rama Kannan (DIN 08005849), who was appointed as an Additional Director under Independent category with effect from December 22, 2017 on the Board of the Company in terms of Section 161 and 149 of the Companies Act, 2013 ("Act") and read with provisions of Article of Association of the Company and who holds such office upto the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Act be and is hereby appointed as a director of the Company."

7. **Appointment of Ms. Rama Kannan as an Independent Director for a term of 5 years:**

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

   **"RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, read with Schedule IV of the Act and any other applicable provisions of the Act, Ms. Rama Kannan (DIN 08005849), a non executive director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as Independent director of the Company for a term of 5 years effective from August 9, 2018, not liable to retire by rotation."

8. **Regularization of Additional Director Dr. Chengappa Ganapati:**

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

   **"RESOLVED THAT** Dr. Chengappa Ganapati (DIN 06771287), who was appointed as an Additional Director under Independent category with effect from January 17, 2018 on the Board of the Company in terms of Section 161 and 149 of the Companies Act, 2013 ("Act") and read with provisions of Article of Association of the Company and who holds such office upto the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Act be and is hereby appointed as a director of the Company."

9. **Appointment of Dr. Chengappa Ganapati as an Independent Director for a term of 5 years:**

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

**"RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, read with Schedule IV of the Act and any other applicable provisions of the Act, Dr. Chengappa Ganapati (DIN 06771287), a non executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as Independent director of the Company for a term of 5 years effective from August 9, 2018, not liable to retire by rotation."

10. **Fixation of remuneration of Mr. Ravi Nigam as Managing Director for a period of 3 years:**

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

**"RESOLVED THAT** pursuant to Sections 196, 197, 203 and such other provisions as may be applicable, if any, of the Companies Act, 2013 ("Act"), which shall include any statutory modification(s) or re-enactment(s) thereof read with Schedule V of the Act and subject to the approval of the Central Government if necessary, the consent of the Company be and is hereby accorded for fixation of remuneration of Mr. Ravi Nigam as Managing Director, for a period of 3 years w.e.f. July 20, 2018 and upon such terms and conditions as are set out in the agreement entered into between the Company and said Mr. Ravi Nigam, the terms of which are mentioned in the statement setting out material facts annexed herewith, be and is hereby specifically approved with liberty to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include 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 Agreement subject to the relevant provisions of the Act.

**RESOLVED FURTHER THAT** subject to other applicable provisions, the aforesaid remuneration be considered as the minimum remuneration, notwithstanding that the Company may make losses or inadequate profits during the tenure of the Agreement for a period of 3 years with effect from July 20, 2018.

**RESOLVED FURTHER THAT** the Board (including the Committees of Directors) be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said remuneration as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and/or officer(s) of the Company to give effect to this resolution."

11. **Approval for declassification of Promoter:**

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

**"RESOLVED THAT** pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("LODR")** and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), if any, the approval of the members be and is hereby accorded for: (a) the de-classification of the status of Kagome Co., Ltd. **("Kagome")** (holding nil shares of the Company) from the 'promoter/ and promoter group' shareholding of the Company **("Kagome De-classification")**, and (b) for the application dated March 3, 2018 filed by the Company with BSE Ltd and National Stock Exchange of India Limited (Stock Exchanges) under LODR in relation to the Kagome De-classification **("De-classification Application").**

**RESOLVED FURTHER THAT** the any of directors or Key Managerial Personnel of the Company, be and are hereby authorized to severally perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation/filings to Stock Exchanges, and to execute all other documents required to be filed in connection with the Kagome De-classification and De-classification Application, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

12. **Revision in overall borrowing powers:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** in supersession of the earlier Resolution passed by the Members at their Meeting held on September 10, 2014 and subject to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies

Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to borrow from time to time any sum or sums of monies (exclusive of interest) on such terms and conditions as may be determined, from anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institution, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licences and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs.200 Crore (Rupees Two Hundred Crore Only).

**RESOLVED FURTHER THAT** in connection with the aforesaid, the Board/Committee of Directors be and is hereby 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 this Resolution and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order."

13. **Creation of charge on assets of the Company:**

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their Meeting held on September 10, 2014 and subject to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (the Board), to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations, if any created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, other lending/ investing agencies/ trustees for holders of debentures/ bonds which may be issued to or subscribed by all or any Financial institutions'/ Banks or any other investing agencies or any other person(s)/ bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as "Lenders") to secure Rupee / Foreign Currency Loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption costs, charges, expenses and all other monies payable by Company in respect of said loans, for which charge, mortgage, hypothecations are created, shall not, at any time exceed the limit of Rs. 200 crore (Rupees Two Hundred Crore only)

**RESOLVED FURTHER THAT** in connection with the aforesaid, the Board/Committee of Directors be and is hereby 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 this Resolution and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order."

14. **Material Related Party transaction approval:**

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

"**RESOLVED FURTHER THAT** pursuant to the 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, consent of the Members be and is hereby accorded to enter into Related Party Transactions, to be entered into with entities mentioned below in the table amounting not more than Rs.500 crore per entity per financial year over the period of three financial years commencing from financial year 2018-19 till financial year 2020-21, notwithstanding the fact that the transactions within these financial years may exceed 10% of the turnover of Company as per last audited financial statement or materiality threshold as may be applicable from time to time under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| Name of entity | Transaction | Amount in crore |
|---|---|---|
| Mars, Incorporated (ultimate holding company) or any other Mars Group Company (being any direct or indirect subsidiary of the ultimate holding company) | Sale / purchase/manufacturing of goods & availing/ providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses. | 500 |
| Effem Holdings Limited (Promoter) | Sale / purchase/manufacturing of goods & availing/ providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses. | 500 |
| Mars Food US, LLC (Group company of ultimate holding company) | Sale / purchase/manufacturing of goods & availing/ providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses. | 500 |
| Mars Food UK Limited (Group company of ultimate holding company) | Sale / purchase/manufacturing of goods & availing/ providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses. | 500 |
| Mars GmbH (Group company of ultimate holding company) | Sale / purchase/manufacturing of goods & availing/ providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses. | 500 |
| Mars Petcare & Food France (Group company of ultimate holding company) | Sale / purchase/manufacturing of goods & availing/ providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses. | 500 |
| Mars Australia Pty Ltd (Group company of ultimate holding company) | Sale / purchase/manufacturing of goods & availing/ providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses. | 500 |
| Mars Canada, Inc (Group company of ultimate holding company) | Sale / purchase/manufacturing of goods & availing/ providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses. | 500 |

**RESOLVED FURTHER THAT** any Director of the Company, Chief Financial Officer and / or Company Secretary be and hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution".

15. **Approval for buyback of 59,530 1% Non-Cumulative, Non-Convertible Redeemable Preference shares:**

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

**"RESOLVED THAT** in accordance with Article 12A of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Share Capital and Debentures) Rules, 2014("Rules") including any amendments, statutory modifications or re-enactments thereof, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the appropriate authorities which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression includes any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) and subject to such conditions and modifications as may be prescribed or imposed by such government, regulatory, statutory or appropriate authorities, the consent of the shareholders is hereby accorded for the buyback ("Buyback") by the Company of its 59,530 fully paid-up 1% Non-Cumulative, Non-Convertible Redeemable Preference shares ("Preference Shares") of a face value of Rs. 100/- each from the preference shareholder of the Company, for an amount not exceeding Rs. 12.21crore (Rupees Twelve Crore Twenty One Lakh only) (hereinafter referred to as the "Buyback Offer Size").

**RESOLVED FURTHER THAT** the Buyback Offer Size is exclusive of transaction costs, applicable taxes, stamp duty, filing fees, advisors' fees and other incidental and related expenses. The Buyback Offer Size is 12.49% of the total paid-up equity capital and free reserves of the Company as per the latest audited Balance Sheet as of March 31, 2018 at a price Rs. 2,050 (Rupees Two Thousand and Fifty only) per Preference Share.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback out of its Securities Premium Account and/ or Free Reserves & surplus account and that the Buyback shall be from existing preference shareholder and in such manner as may be prescribed under the Act and the Rules and on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board and / or Chief Financial Officer and / or Controller Finance and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in their absolute discretion deem necessary, expedient or proper, for the implementation of the Buyback, including but not limited to creation of Capital Redemption Reserve, the appointment of lawyers, bankers, advisors, scrutinizers, consultants, representatives, intermediaries, agencies and others as may be required, for the implementation of the Buyback; executing and delivering a purchase agreement and carrying out incidental documentation as may be required to give effect to the Buyback and as also to make applications to the appropriate authorities for requisite approvals, if required, and to initiate all necessary actions for the preparation and issuance of various documents, opening of accounts, letters of offer, extinguishing the share certificates and such other undertakings, agreements, papers, documents, correspondence and instruments as may be necessary for the lawful and effective implementation of the Buyback.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s) and modification(s) to the terms and conditions of the Buyback as it may deem necessary, subject to and in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all lawful acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

BY ORDER OF THE BOARD OF DIRECTORS
**TASTY BITE EATABLES LIMITED**

**Dated :** July 6, 2018
**Place :** Pune

Ravi Nigam
**Managing Director**
DIN: 00024577

# NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (meeting) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the meeting duly stamped and signed. Members are requested to note that a person can act as proxy for not more than 50 members and not exceeding 10% of total share capital

2. Members / Proxies should bring duly-filled Attendance Slips/ Proxy Forms sent herewith to attend the meeting. Members who hold shares in dematerialized form are requested to mention their Client ID and DP ID and those who hold shares in physical form are requested to mention their Folio Number in the attendance slip for attending the meeting.

3. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf, at the meeting.

4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting facility by first holder.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 21, 2018 to Thursday, August 9, 2018 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.

6. The dividend, upon declaration by the members at the AGM shall be credited / dispatched before September 8, 2018, to those members whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar & Transfer Agents (RTA) on or before Friday, July 20, 2018. In respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories as on the closing hours of business on Friday, July 20, 2018. After dispatch of dividend instruments, any request for change in the Bank Account will not be entertained by the Company or its RTA. The Company has as per SEBI Guidelines, issued letters to physical shareholders for updation of PAN and Bank details.

7. Members desirous of obtaining any detailed information concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary so as to reach the Company at least seven days before the date of the meeting so that the required information may be made available at the meeting. The Auditors have issued audit report with unmodified opinion (without any qualification).

8. Members are requested to bring their own copy of the Annual Report to the meeting. No extra copies of the Annual Report will be distributed at the meeting.

9. All the documents referred to in the Notice, if any, and Statutory Registers are open for inspection at the registered office of the Company on all working days viz. from Monday to Friday between 10:00 am to 1:00 pm up to the date of meeting. Notice calling meeting and Annual Report are available on Company's website www.tastybite.co.in.

10. Shareholders/investors may contact the Company on designated e-mail id: secretarial@tastybite.com for speedy action from Company's end.

11. The Company has paid the annual listing fee to BSE Ltd, National Stock Exchange of India Limited, National Securities Depositories Ltd (NSDL) and Central Depositories Securities Ltd (CDSL) for financial year 2018-19.

12. Members are requested to notify changes, if any, in their registered addresses and all correspondences, including dividend matters to the Company's Registrar and Transfer Agent (RTA) – M/s. Karvy Computershare Pvt. Ltd. at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. (Unit- TastyBite)

13. Members who have neither received nor encashed their dividend warrant(s) for the financial years 2010-11 onwards, are requested to write to the Company or its RTA, mentioning the relevant folio number(s)/ DP ID and Client ID, for issuance of demand draft.

14. The amount of the dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (the "Fund") set up by the Government of India.

It may be noted that the dividend for the financial year ended March 31, 2010 (declared on September 16, 2010) which remained unpaid or unclaimed over a period of seven years, was transferred to the Investor Education and Protection Fund as required under Section 124(5) of the Companies Act, 2013.

Any person/ Member who has not claimed the dividend in respect of the financial year ended March 31, 2011 or any year thereafter, is requested to approach the Company/ Registrar and Transfer Agent of the Company for claiming the same.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment.

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended March 31, 2018 on the website of the Company: www.tastybite.co.in.

15. Securities and Exchange Board of India ("SEBI") has made it mandatory for transferees requesting for transfer of shares of listed companies in physical form, to furnish a copy of their PAN, duly self attested to the RTA, whilst lodgment of such shares.

16. In support of the "Green Initiative" announced by the Government of India, electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Depository Participants/ Company, unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, will be sent to them in the permitted mode.

    Members holding shares in physical form are requested to submit their e-mail address to the RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA.

    Please note that the said documents will be uploaded on the website of the Company viz. www.tastybite.co.in and made available for inspection at the registered office of the Company during business hours.

17. **Voting through electronic means:**

    i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other rule as may be applicable including amendments thereof, a member may exercise right to vote by electronic means (remote e-voting) in respect of the Resolutions contained in this notice.

    ii. The Company is providing the e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of M/s. Karvy Computershare Private Limited ('Karvy') as the authorised agency to provide e-voting facility which is approved by Ministry of Corporate Affairs and has also obtained a Certificate from the Standardisation Testing and Quality Certification Directorate, Department of Information Technology, Ministry of Communications and Information Technology, Government of India, as prescribed under the Companies (Management and Administration) Amendments Rules, 2015.

    iii. The notice calling meeting is placed on the website of the Company (www.tastybite.co.in) and on the website of the 'Karvy' (https://evoting.karvy.com) agency appointed for conducting the voting by electronic means.

    iv. The members who opt to cast their votes by remote e-voting prior to the meeting, may attend the meeting however, shall not be entitled to cast their vote again.

    v. The Board of Directors has appointed Mr. Abhishek Jagdale, Practicing Company Secretary, Pune as the Scrutinizer for conducting e-voting process in fair and transparent manner.

    vi. Members are requested to carefully read the instructions for e-voting before casting their vote.

    vii. The e-voting module shall be disabled for voting on Wednesday, August 08, 2018 at 5.00 pm. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently. **The voting right of the shareholders shall be in proportion to their share in the paid up capital of the Company as on the cut-off date i.e. August 2, 2018 (end of day).**

viii. The remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

| | |
|---|---|
| **Commencement of e-voting** | **August 4, 2018- from 9.00 am (IST)** |
| **End of e-voting** | **August 8, 2018 - upto 5.00 pm (IST)** |

ix. **Contact details for issues relating to e-voting:** M/s. Karvy Computershare Services Pvt Ltd at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032; Toll free no. 1800-345-4001; E-mail- evoting@karvy.com/ ramesh.desai@karvy.com. Or visit FAQ's section available at Karvy's website https://evoting.karvy.com.

x. **Details of Scrutinizer:** Mr. Abhishek Jagdale, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process in fair and transparent manner. The Scrutinizer shall within a period of not exceeding three working days from conclusion of e-voting period unblock the votes in presence of at least two witnesses not in employment of the Company and present his report of votes cast in favour and against the resolutions to Chairman of the Company or any other person as authorized by him.

xi. The procedure and instructions for remote e-voting are as under:

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

i. Launch internet browser by typing the URL: https://evoting.karvy.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) 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 Karvy 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 utmostcare 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" i.e., Tasty Bite Eatables Limited '

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 abhishek@csjagdale.com email with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

B. In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

   i. E-Voting Event Number – XXXX (EVEN), User ID and Password as provided on the cover page of notice.

   ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

C. Voting at AGM : The members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The company will make necessary arrangements in this regard at the AGM venue. The facility for voting shall be made available at the meeting. Members who have already cast their votes by Remote e-voting are eligable to attend the meeting, however those members are not entitled to cast their vote again in the meeting.

   A member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

## Other Instructions

I. 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.karvy.com (Karvy Website) or contact Mr. G Ramesh Desai, (Unit: Tasty Bite ) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

III. In case any person becomes member of the Company after dispatch of Notice of AGM and Annual Report i.e. June 22, 2018 and holds shares as on the cut-off date for e-voting i.e., August 2, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :

   i. If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD<space> DP ID Client ID to 9212993399

      Example for NSDL:
      MYEPWD <SPACE> IN12345612345678

      Example for CDSL:
      MYEPWD <SPACE> 1402345612345678

      Example for Physical:
      MYEPWD <SPACE> XXXX1234567890

   iii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

   iv. Member may call Karvy's toll free number 1800-3454-001.

   v. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.

h) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to modify it subsequently. The Company shall also provide facility for voting through polling at the Meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the AGM.A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

i) The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

j) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being August 2, 2018. A person who is not a member as on the cut-off date should treat this notice for information purpose only.