



Tasty Bite Eatables Limited

TBEL/SE/2017-18

August 24, 2017

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 Limited
Corporate Services, Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051
Script Code: **TASTYBIT**

Dear Sir,

Sub: Notice of 33rd Annual General Meeting of Tasty Bite Eatables Limited

We enclose herewith separately the Notice of 33rd Annual General Meeting of the Company scheduled to be held on Wednesday, September 20, 2017 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 33rd Annual General Meeting.

This is for your information and records.

Thanking you
For **Tasty Bite Eatables Limited**


Minal Talwar
Company Secretary



NOTICE

Notice is hereby given that the thirty-third Annual General Meeting of the shareholders of Tasty Bite Eatables Limited will be held on Wednesday, 20th day of September 2017 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, 2017 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 2016-17.
3. To declare dividend of Rs. 2 per equity share on 25,66,000 equity shares of Rs. 10 each for the financial year 2016-17.
4. To appoint a Director in place of Mr. Masahiro Sumitomo, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration and to pass with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s BSR & Associates LLP, Chartered Accountants, Pune (Firm Registration No. 116321W/W100024) be and is hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this thirty-third Annual General Meeting till the conclusion of thirty-eighth Annual General Meeting of the Company, subject to the ratification as to the said appointment at every Annual General Meeting on such remuneration and other expenses as may be mutually agreed by and between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT Mr. Ravi Nigam - Managing Director, Mr. Sohel Shikari - Chief Financial Officer, Mr. Gaurav Gupta - Controller Finance and/or Ms. Minal Talwar - Company Secretary be and are hereby severally authorized to take all necessary steps and to do all such acts, deeds, matters and things which may be necessary to give effect to this resolution."

SPECIAL BUSINESS:

6. Related Party Transactions:

To consider and if thought fit, to pass the following Resolution as **Special 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 shareholders be and is hereby accorded to enter into Related Party Transactions, to be entered into with Preferred Brands International Inc, amounting not more than Rs.500 crore per financial year over the period of next three financial years i.e. 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 Company's 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.

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".

BY ORDER OF THE BOARD OF DIRECTORS
TASTY BITE EATABLES LIMITED

Dated : May 16, 2017

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, August 26, 2017 to Wednesday, September 20, 2017 (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 October 20, 2017, 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, August 25, 2017. 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, August 25, 2017. After dispatch of dividend instruments, any request for change in the Bank Account will not be entertained by the Company or its RTA.
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 2017-18.
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- Tasty Bite)
13. Members who have neither received nor encashed their dividend warrant(s) for the financial years 2009-10 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 remain unpaid or unclaimed over a period of seven years, will be transferred to the Investor Education and Protection Fund on October 22, 2017 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, 2017 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 pre 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 of 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 Tuesday, September 19, 2017 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. September 13, 2017 (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	September 16, 2017- from 9.00 am (IST)
End of e-voting	September 19, 2017 - 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 3 working days from conclusion of e-voting period unblock the votes in presence of at least 2 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.
- 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] :
- Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - 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.
 - After entering these details appropriately, click on "LOGIN".
 - 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.**
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVENT" i.e.3268.
 - 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.
 - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - 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 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] :
- 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.

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: xyz) 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 2222 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 holds shares as on the cut-off date for e-voting i.e., September 13, 2017, 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
 - ii. If the mobile number of the member is registered against shares held in physical form the member may send SMS: MYEPWD<space> Event no. + Folio no. to 9212993399.

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. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
 - k) The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company website Karvy's website (<https://evoting.karvy.com>).
- xii. Any person, who acquires the shares of the Company and becomes a members after dispatch of Notice of AGM (cut-off date for dispatch of Annual Report & Notice is July 28, 2017 end of business hours) and is holding shares as on the cut-off date i.e. September 13, 2017, may obtain the user id and password by sending a request at Karvy's e-mail id evoting@karvy.com/ ramesh.desai@karvy.com or at Company's e-mail id secretarial@tastybite.com or by writing to the Company or Karvy. However, if you are already registered with Karvy for remote e-voting, you shall use your existing User Id and password for casting your vote without any need for obtaining any new User Id or Password.
- xiii. The Scrutinizer shall after the conclusion of the voting at the meeting first count the voting at the meeting and then unblock the votes cast through e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and he shall forthwith make not later than 3 days from conclusion of the meeting a Consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman of the Company or person authorised by Chairman who shall countersigned the same.
- xiv. The Scrutinizers decision on the validity of the vote shall be final and binding.
- xv. The Chairman or person authorised by Chairman shall immediately/forthwith declare the result of the voting.
- xvi. The result on the Resolutions shall be declared on or after the meeting of the Company and the Resolutions shall be deemed to be passed on the meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- xvii. The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company (www.tastybite.co.in) and on website of the Karvy (<https://evoting.karvy.com>) immediately after result is declared by the Chairman and forwarded to Stock Exchanges where the shares of the Company are listed.
18. **Brief resume of the director, proposed to be re-appointed vide item No 4 as mentioned in the Notice calling AGM, pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Mr. Masahiro Sumitomo, Director in the Company, has been a non-executive director since February 10, 2016. He is proposed to be re-appointed as a Director. Mr. Masahiro Sumitomo is not related with any other Director / Key Managerial Personnel of the Company.

A brief profile of Mr. Masahiro Sumitomo is as follows:

Date of Birth & Age	February 3, 1961- 56 years
Date of Appointment	February 10, 2016
Qualifications	Mr. Sumitomo holds a Bachelor of Science, Bio. Chemistry degree from Aoyama Gakuin University, Japan.
Expertise in specific functional areas	Mr. Sumitomo has experience in various fields of more than 30 years. His experience includes working and heading various departments such as Quality Control, Process Engineering, Business Development and Corporate Management.
Directorship in other Companies as on March 31, 2017 (including Private limited companies and excluding foreign companies)	Kagome Foods India Private Limited - Director
Chairmanship/ Membership of Committees of above mentioned Companies	NIL
Shareholding in the Company	NIL

Apart from him, no other Director or Key Managerial Personnel or their relatives are interested in the Resolution. Mr. Sumitomo is not related with any other Director or Key Managerial Personnel of the Company.

BY ORDER OF THE BOARD OF DIRECTORS
TASTY BITE EATABLES LIMITED

Dated : May 16, 2017
Place : Pune

Ravi Nigam
Managing Director
DIN: 00024577

ANNEXURE TO NOTICE

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

Item No 6 :

As per Regulation 23, a transaction with a related party shall be considered as material if the transaction/ transactions to be entered into individually or taken together with previous transactions during any financial year exceed 10% of the annual consolidated turnover of the company as per the last audited financial statements.

The Company manufactures and exports ready-to-eat food products to Preferred Brands International Inc. (PBI) in USA. PBI is a marketing and distribution company which in turn sells products to various customers in US, Canada, etc. This arrangement is approved by Audit Committee and the Board of Directors as required under the Companies Act, 2013.

Management seeks approval of shareholders for Material Related Party Transaction to be entered in financial years from 2018-19 till 2020-21. The transactions in financial years from 2018-19 till 2020-21 are expected to exceed the limits mentioned in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above transactions are at arm's length and also in ordinary course of business and hence exempt from provisions of section 188 (1) of the Companies Act, 2013. The Audit Committee and the Board have granted approval for the transactions proposed to be entered into with PBI for financial year 2017-18. The Company already has approval of shareholders to enter into material related party transaction with PBI till March 2018.

Accordingly, consent of the members is being sought for item no. 6 to be passed as Special Resolution. Mr. Ashok Vasudevan and Mr. Masahiro Sumitomo being Directors in PBI are interested in the Resolution. None of the other directors, key managerial personnel and their relatives is interested in this Resolution.

The Members may please note that in terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties as defined thereunder will need to abstain from voting on Resolution under item no.6.

BY ORDER OF THE BOARD OF DIRECTORS
TASTY BITE EATABLES LIMITED

Dated : May 16, 2017
Place : Pune

Ravi Nigam
Managing Director
DIN: 00024577