



## Tasty Bite Eatables Limited

TBEL/SE/2018-19

October 11, 2018

**BSE Limited,**  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Bldg., P.J. Towers,  
Dalal Street, Mumbai, 400001  
Symbol – 519091

**National Stock Exchange of India Ltd,**  
Corporate Services,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400051  
Symbol: TASTYBITE

### Sub: Postal Ballot Notice

Dear Sir / Madam,

Please find enclosed herewith Notice of Postal Ballot seeking approval of shareholders on the following matters

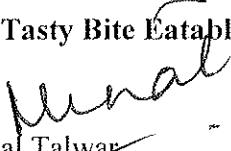
1. Appointment of Mr. Abhijit Upadhye as Managing Director effective from November 03, 2018 till December 31, 2021.
2. Fixation of Remuneration of Mr. Abhijit Upadhye as Managing Director w.e.f. November 3, 2018.

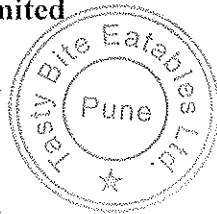
Please find below schedule of postal ballot

Sr. No.	Activity	Date
1	Cut-off Date / Benpos Date for sending the Postal Ballot Notices to the shareholders	October, 05, 2018
2	Voting Start Date	October, 17, 2018
3	Voting End Date	November, 16, 2018
4	Scrutinizers Report	November, 17, 2018
5	Declaration of Results	November, 18, 2018

This is for your information and records.

For Tasty Bite Eatables Limited

  
Minal Talwar  
Company Secretary  
Encl: Postal Ballot Notice



*Meeting concluded at 1.50 pm*



# TASTY BITE EATABLES LIMITED

## POSTAL BALLOT NOTICE

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013 (the "Act"), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the Rules made thereunder, that the resolutions appended below are proposed to be passed by the shareholders through postal ballot (the "Postal Ballot") / electronic voting ("e-voting").

An Explanatory Statement pertaining to the proposed resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, along with a Postal Ballot form (the "Postal Ballot Form") for your consideration.

### 1. Appointment of Mr. Abhijit Upadhye as Managing Director till December 31, 2021:

#### Introduction

Consequent to the acquisition of Tasty Bite Eatables Limited by Mars Incorporated, the Tasty Bite Executive Committee has decided to step down from its role. Mr. Ravi Nigam (DIN:00024577), one of the members of Tasty Bite Executive Committee (TBEL ECOM) will step down from his role as Managing Director of Tasty Bite Eatables Limited. His role as a Managing Director will be filled in by Mr. Abhijit Upadhye.

Pursuant to Sections 196 and 203 of the Act, the Board of Directors in their meeting held on Thursday, October 11, 2018 approved the appointment of Mr. Abhijit Upadhye (DIN 07543741) as additional director and further as Managing Director of the Company both effective from November 03, 2018. The Company hereby seeks your approval for the appointment of Mr. Abhijit Upadhye as the Managing Director of the Company with effect from November 03, 2018 till December 31, 2021.

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Abhijit Upadhye (DIN 07543741), who was appointed as an Additional Director and Managing Director of the Company by the Board with effect from November 03, 2018, and who holds office until the date of the next annual general meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the intention to propose Mr. Abhijit Upadhye as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company not liable to retire by rotation.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof), Articles of Association of the Company, and recommendation of the Nomination and Remuneration Committee and the Board, consent of the shareholders be and is hereby accorded to appoint Mr. Abhijit Upadhye, as the Managing Director of the Company with effect from November 03, 2018 till December 31, 2021 upon such terms and conditions as are set out in the agreement entered into between the Company and Mr. Abhijit Upadhye, briefs of which are mentioned in the explanatory statement annexed herewith.





## TASTY BITE EATABLES LIMITED

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any Committee of directors with power to further delegate to or any other Officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### **2. Fixation of remuneration of Mr. Abhijit Upadhye as Managing Director for a period till March 31, 2021:**

#### **Introduction**

Pursuant to Sections 196, 197 and 203 of the Act, the Board of Directors in their meeting held on Thursday, October 11, 2018 approved the remuneration of Mr. Abhijit Upadhye as Managing Director of the Company with effect from November 03, 2018, till March 31, 2019. The Remuneration & Nominations Committee at their meeting held on Thursday, October 11, 2018 recommended payment of remuneration for a period till March 31, 2019. The remuneration is subject to the approval by the members by way of Special Resolution. The Board of Directors and the Committee agreed that remuneration from April 1, 2019 onwards may be as decided and altered/ modified from time to time within the statutory limits.

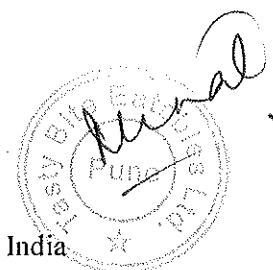
To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 196 and Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), including any statutory modification(s) or re-enactment(s) thereof, and read with Schedule V of the Act, the consent of the shareholders be and is hereby accorded for fixation of remuneration of Mr. Abhijit Upadhye as a Managing Director, for a period from November 3, 2018 till March 31, 2019 and upon such terms and conditions as are set out in the agreement entered into between the Company and Mr. Abhijit Upadhye, briefs of which are mentioned in the explanatory statement annexed herewith, be and is hereby approved with power to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include the Nominations and Remuneration Committee of the Board of Directors) to add, alter and vary such terms and conditions of the said appointment and/or Agreement subject to the applicable provisions of the Act.

**RESOLVED FURTHER THAT** the said remuneration shall be considered as the minimum remuneration, notwithstanding the losses or inadequacy of profits of the Company during the period ended March 31, 2019.

**RESOLVED FURTHER THAT** the remuneration from April 1, 2019 onwards may be decided, modified, altered by the Nominations and Remuneration Committee and the Board of Directors, however within the limits as mentioned in the Companies Act, 2013 and any other Acts, Rules, Regulation or approvals, as may be applicable.

**RESOLVED FURTHER THAT** any among the directors or Company Secretary 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."





# TASTY BITE EATABLES LIMITED

## Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013) for item 1 and 2

Mr. Abhijit Upadhye was appointed as Additional Director and Managing Director of the Company by the Board of Directors in their meeting held on Thursday, October 11, 2018, w.e.f. November 03, 2018 till December 31, 2021. The Board of Directors also approved the remuneration payable to Mr. Abhijit Upadhye for a period effective from November 03, 2018 till March 31, 2019. The Nominations and Remunerations Committee at their meeting held on Thursday, October 11, 2018 recommended payment of remuneration for a period w.e.f. November 03, 2018 till March 31, 2019. And appointment from November 3, 2018 till December 31, 2021. The appointment and remuneration is subject to the approval by members.

The Board of Directors on recommendation of Nominations and Remuneration Committee may decide, alter, vary or modify the remuneration of Mr. Upadhye w.e.f. April 1, 2019 onwards, subject to limits mentioned in Companies Act, 2013 and any other Acts, regulations, rules, approvals, etc.

The main terms of their appointments are:

- 1. Period of appointment:** Approval of shareholders is sought for appointment for a period starting from November 03, 2018 till December 31, 2021, unless terminated by either side with three months' notice in writing. He shall not be liable to retire by rotation.
- 2. Powers:** Subject to the superintendence of the Directors and control of the Board, he shall have all powers of the Board as delegated to him for running of day to day business of the Company or by Power of Attorney except those vested in the members in the General Meeting by law and more specifically described in agreement entered between the Company and him.

### 3. PROPOSED REMUNERATION:

In consideration of the duties and obligations undertaken by the Managing Director hereinabove, the Company shall pay him the remuneration as per the terms and conditions detailed below w.e.f. November 03, 2018 till March 31, 2019, subject to the approval of shareholders.

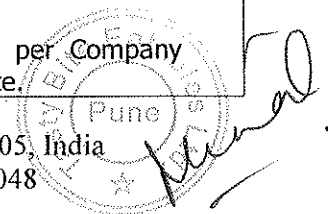
The proposed remuneration from November 3, 2018 till March 31, 2019 is as follows:

No	Remuneration	Slab (amount in Rs) per annum
1	Annual gross salary	Rs. 2,01,03,800 (Rupees Two Crore One Lakh Three Thousand Eight Hundred only)
2	Perquisites Yearly	<ul style="list-style-type: none"> <li>• Leave Travel allowance for self, spouse and children for travel to any place in India upto Rs. 27,600</li> <li>• Books &amp; periodicals upto Rs. 50,000</li> <li>• Petrol Rs. 1,20,000</li> <li>• Car allowance &amp; chauffer reimbursement- Rs. 9,97,428</li> <li>• Leave encashment as per Company Policy</li> </ul>
3	Other Benefits	<ul style="list-style-type: none"> <li>• Contribution to Provident Fund as per applicable rules &amp; Company Policy</li> <li>• Gratuity as per Company Policy</li> <li>• Medical insurance &amp; Group Accident as per Company policy shall not be considered as perquisite.</li> </ul>

Regd off: 201-202, Mayfair Towers, Wakdewadi, Shivajinagar, Pune -411005, India

Tel: 020 3021 6000; E-mail: [info@tastybite.com](mailto:info@tastybite.com); Fax no: 020 3021 6048

Website: [www.tastybite.co.in](http://www.tastybite.co.in); CIN: L15419PN1985PLC037347





## TASTY BITE EATABLES LIMITED

4	Performance bonus	Rs. 70,00,000 (Rupees Seventy Lakhs only) per annum is assured on a pro rata basis from July 12, 2018 (date of appointment as Chief Operating Officer) subject to achievement of the Company's objective for financial year 2018-19.
5	Cash based long term incentives	Maximum amount of *Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakh only) as long-term incentive amount payable in January 2022 subject to achievement of company's performance targets for 3-year (CY2019 -CY2021) operating plan and approved by Board

3. In case of absence or inadequacy of profit in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Abhijit Upadhye as minimum remuneration.
4. The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.
5. The Managing Director shall not be paid any sitting fee for attending the Board any other Committee meetings.

The other information required is given as follows:

### I. GENERAL INFORMATION:

1. Nature of industry: Food Processing consisting of ready to serve products
2. Commencement of commercial production: In 1987, the Company started its commercial production.
3. In case of new companies expected date of commencement of activities as per project approved by the financial Institutions appearing in the prospectus. : Not Applicable
4. Financial performance of the Company in previous 2 financial years:

Particulars	(Rs. In Lakhs)	
	FY 2017-18	FY 2016-17
Total revenue	30,310.98	25,683.97
Profit before tax	4,104.00	3,419.84
Profit after tax	2,645.65	2,199.38

5. Export performance and net foreign collaborations:

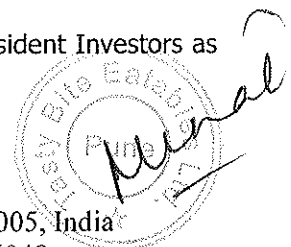
(Rs. In Lakhs)

Particulars	FY 2017-18	FY 2016-17
F.O.B value of exports	18,033.65	15,147.42

6. Foreign investments or collaborators, if any:

There is no direct foreign equity participation. The shareholding of Non-Resident Investors as on March 31, 2018 is 22,749 shares (0.89%).

Regd off: 201-202, Mayfair Towers, Wakdewadi, Shivajinagar, Pune -411005, India  
Tel: 020 3021 6000; E-mail: [info@tastybite.com](mailto:info@tastybite.com); Fax no: 020 3021 6048  
Website: [www.tastybite.co.in](http://www.tastybite.co.in); CIN: L15419PN1985PLC037347





## TASTY BITE EATABLES LIMITED

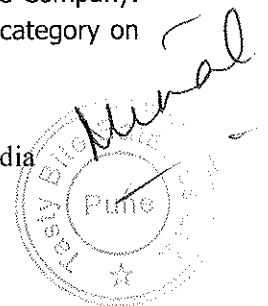
### II. INFORMATION ABOUT THE APPOINTEE:

1. Background & details as per Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:

Date of Birth & Age	April 13, 1971- 47 years
Date of Appointment	November 3, 2018 as Managing Director
Qualifications	Mr Abhijit Upadhye is a B.E. (Mech) from VJTI, Mumbai and holds a Master in Management Studies Degree in Marketing from Narsee Monjee Institute of Management Studies.
Expertise in specific functional areas	Mr. Upadhye has <b>22 plus years of experience spanning e-Commerce, Food Service, Consulting and FMCG with a mix of International as well as within country leadership roles.</b> He has worked with McDonald's Corporation, Flipkart, Infosys, etc to name a few.
Directorship in other listed companies	Mr. Upadhye is not a director in any other listed company. However, he is a director in Raigad Electricals Private Limited and Western Electricals Private Limited.
Chairmanship/ Membership of Committees of above mentioned Companies	NIL
Shareholding in the Company	NIL
Comparative remuneration profile	Having regard to the type of industry, the trend in the industry, the size of the Company, the growth of the Company, the profile of the Managing Director, his contribution and merits, his responsibilities, the remuneration proposed is at par with the remuneration being paid to the senior executives in both domestic as well as multinational corporate sector in the food processing industry. Companies Act, 2013 has placed enormous responsibilities on the management. In order to compensate with increased responsibility, it is proposed to remunerate the managing director with appropriate remuneration.
Pecuniary relationship with the Company and Managerial Personal	Mr. Abhijit Upadhye is not related to any director or Key Managerial Person of the Company. He will receive the remuneration as mentioned in this notice as Managing Director w.e.f. November 3, 2018 onwards.

No other Director or Key Managerial Personnel is interested in the Resolution.

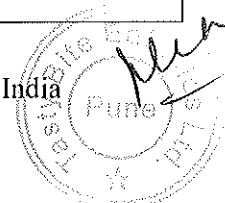
Mr. Upadhye is not related to any director, promoter or key managerial personnel of the Company. He is not a Promoter/ Promoter group member and is appointed under the professional category on the Board.





## TASTY BITE EATABLES LIMITED

Past Remuneration	<p>Mr. Upadhye joined the Company on 12 July 2018 as Chief Operating Officer (COO). Remuneration mentioned in table above is the remuneration received by him as COO.</p> <p>Mr. Abhijit also worked with one of the Flipkart group companies as a CEO, wherein he received Rs. 2.55 crore as remuneration.</p>
Recognitions or awards	<p>Mr. Upadhye has over 20 years of well-rounded experience across various industries including food service, e-Commerce, Consulting and FMCG. He joined us in July 2018 as Chief Operating officer (COO) from Flipkart India, where he served as Chief Executive Officer of Jeeves Consumer Services and F1 Info Solutions (Flipkart group companies). During his tenure, he was responsible for a turn-around of the company. Jeeves saw a multi-fold jump in Revenue and Profitability whilst improving other metrics like employee and customer satisfaction. He was also responsible for the acquisition of F1 Info Solutions which helped bring new service and category capabilities for Flipkart. While working for McDonald's Corporation, Abhijit was awarded the prestigious "Global Circle of Excellence Award" two times in a row. During his consulting role in Infosys, he received the "Chairman's Award of Excellence" twice for contributing towards development of the multi-million dollar Master Data Management Solution. He has also co-authored a case study for Stanford Graduate School of Business on the development of MacFry in India.</p>
Job Profile and Suitability	<p>Mr. Upadhye is a Food Industry veteran having extensive experience at McDonald's Corporation. He worked for 13 years with McDonald's both within India and in Hong Kong for regional as well as global roles. While in India, he was the country head for Supply Chain, QA &amp; Menu Management and held P &amp; L responsibility brand extensions like McDelivery and Desert Kiosks. Successful products like Chicken McNuggets, McSpicy Paneer &amp; Chicken, EVM's and platforms like Breakfast were launched during his tenure. He led some transformational supply chain initiatives and changed several supply models in the farm-to-fork value chain (e.g. lettuce, fries) to provide an edge to McDonald's over its competitors. While in Hong Kong, he led menu strategy and regional product innovation launching platforms like "Dinner" and "Create your Taste". He led the 'Go To Market' project for McDonald's APMEA and helped improve returns for new store openings in emerging markets like China, India and Indonesia. He was part of the core new country opening team that helped open McDonald's Vietnam and was the supply chain relationship partner for McDonald's Japan. As a global category lead for Sauces, Dairy, Beverages and Toys he was responsible for strategic sourcing of a few billion \$ and capability/capacity planning. Abhijit has also worked in the Domain Competency Group of Infosys as a Principal Consultant and Group Lead for Retail and CPG Industry.</p>





## TASTY BITE EATABLES LIMITED

Mr. Abhijit Upadhye has a proven record of Merit as narrated above and has strong knowledge of the food industry within and outside of India. His diversified experience and high performance is an indicator of his capabilities. He has been in turn-around situations, has managed multi-billion \$ portfolios, and has also worked in high growth environments like Flipkart. His experience will be beneficial for overall management of the Company contributing to continuous growth, increased productivity and enhanced quality.

### OTHER INFORMATION:

- a. **Reasons for loss or inadequate profits:** The Company has not incurred losses and has had adequate profits over the past 14 years, however this is an enabling provision in the event the proposed remuneration were to breach the limit set under the Companies Act, 2013.
- b. **Steps taken or proposed to be taken for improvement:** The Company is on a growth path and is expected to make higher profits in future.
- c. **Expected increase in productivity and profits in measurable terms:** Management expects to have higher productivity and profits in line with the estimated budget.

**DISCLOSURES:** The Board of Directors recommends the resolutions for approval of the members. None of the other Directors and Key Managerial Personnel of the Company in anyway, concerned or interested in the said resolutions. Above may also be treated as an abstract of the terms and conditions governing the appointment and remuneration of the Managing Director pursuant to Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

### NOTE ON E-VOTING FACILITY AND POSTAL BALLOT FACILITY:

The Board of Directors appointed Abhishek Jagdale, Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner. Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed envelope so as to reach the Scrutinizer not later than 17:00 hours IST on November 16, 2018. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the shareholders, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the self addressed envelope. Please note that, Postal Ballot Forms received after 17:00 hours IST on November 16, 2018 shall be treated as not having been received and shall be deemed invalid.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions as stated in the Notes under the section 'Voting through Electronic Means'. Reference to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Board (the "Chairman") or any other duly authorized person of the Company after completion of the scrutiny of the postal ballots (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or any other duly authorized person of the Company on or before November 18, 2018 and accordingly communicated to the Stock Exchanges, Depository, Registrar And Share Transfer Agents and shall also be displayed on the Company's website, [www.tastybite.com/investors/](http://www.tastybite.com/investors/) and on the website of Karvy i.e. <https://evoting.karvy.com>

Regd off: 201-202, Mayfair Towers, Wakdewadi, Shivajinagar, Pune -411005, India

Tel: 020 3021 6000; E-mail: [info@tastybite.com](mailto:info@tastybite.com); Fax no: 020 3021 6048

Website: [www.tastybite.co.in](http://www.tastybite.co.in); CIN: L15419PN1985PLC037347

A circular stamp of the Registrar of Companies, Pune, is visible in the bottom right corner. It contains the text "REGISTRAR OF COMPANIES" and "PUNE" around the perimeter, with a star in the center. A handwritten signature, possibly "Mural", is written across the stamp.





## TASTY BITE EATABLES LIMITED

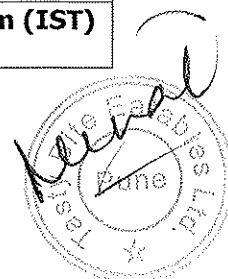
The last date of receipt of the postal ballot forms / e-voting, i.e. November 16, 2018, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

### Voting through Electronic Means

#### I. Voting through electronic means:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of 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 postal ballot notice is placed on the website of the Company ([www.tastybite.co.in](http://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 shall not be entitled to cast their vote again through postal ballot.
- v. The Board of Directors has appointed Mr. Abhishek Jagdale, Practicing Company Secretary, Pune as the Scrutinizer for conducting e-voting and 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 November 16, 2018 at 17.00 hours (IST). 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 (record date) i.e. Friday, October 5, 2018**
- 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:

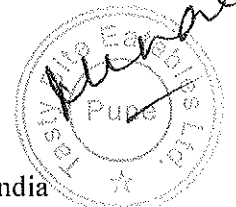
<b>Commencement of e-voting</b>	<b>October 17, 2018- from 9.00 am (IST)</b>
<b>End of e-voting</b>	<b>November 16, 2018 - upto 5.00 pm (IST)</b>





## TASTY BITE EATABLES LIMITED

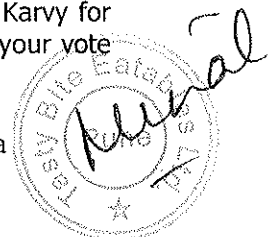
- ix. **Contact details for issues relating to e-voting:** M/s. Karvy Computershare Services Pvt Ltd at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032; Toll free no. 1800-345-4001; E-mail- E-mail-[evoting@karvy.com](mailto:evoting@karvy.com)/ [ramesh.desai@karvy.com](mailto:ramesh.desai@karvy.com) 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 two (2) working days from conclusion of e-voting and postal ballot 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.
- xi. The procedure and instructions for remote e-voting are as under:
- a) Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
- b) Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Postal Ballot Notice or mentioned on the Postal Ballot accompanying the Postal Ballot Notice in case email id is not registered and physical copy of the Postal Ballot Notice is being received by you. **The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date**). Your Folio No/ DP ID-Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for remote e-voting, you shall use your existing User ID and password for casting your vote.
- c) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Postal Ballot Notice and holding shares as on the cut-off date i.e. October 05, 2018, may obtain the User id and password in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number + Folio No. or DP ID Client ID to 9212993399
- Example for NSDL : MYEPWD <SPACE> IN12345612345678
- Example for CDSL : MYEPWD <SPACE> 1402345612345678
- Example for Physical : MYEPWD <SPACE> XXXX1234567
- If e-mail 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.
  - Member may call Karvy's toll free number 1-800-3454-001.
  - Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
- If the member is already registered with Karvy for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining any new User ID and password.
- d) After entering these details appropriately, click on "LOGIN".





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- e) 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 (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 will also be required to enter a secret question and answer of your choice to enable you 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.**
- f) You need to login again with the new credentials.
- g) On successful login, the system will prompt you to select the Event Number for Tasty Bite Eatables Limited.
- h) On the voting page you will see the Resolution description and the options "FOR/AGAINST/ABSTAIN" for voting. 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.
- i) You may then cast your vote by selecting an appropriate option and click on "Submit".
- j) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).
- k) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- l. 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 authorized representative(s), to the Scrutinizer at e-mail id: [abhishek@csjagdale.com](mailto:abhishek@csjagdale.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- l) Once the vote on a resolution is casted by a Member, the Member shall not be allowed to change it subsequently. **Further, the Members who have casted their vote through remote e-voting shall not be allowed to vote again on the Postal Ballot.**
- m) In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-34-54-001 or visit the FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- xii. Any person, who acquires the shares of the Company and becomes a members after dispatch of Postal Ballot Notice (cut-off date for dispatch of Postal Ballot Notice is October 05, 2018) and is holding shares as on the cut-off date i.e. October 17, 2018, may obtain the user id and password by sending a request at Karvy's e-mail id [evoting@karvy.com](mailto:evoting@karvy.com)/[ramesh.desai@karvy.com](mailto:ramesh.desai@karvy.com) or at Company's e-mail id [secretarial@tastybite.com](mailto: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.





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- xiii. The Scrutinizer shall after the conclusion of the voting through Postal Ballot Notice and e-voting 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 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 / ballot 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 day of Scrutinizers Report and the resolutions shall be deemed to be passed subject to receipt of the requisite number of votes in favour of the resolutions.

The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company ([www.tastybite.co.in](http://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.

For **Tasty Bite Eatables Limited**

sd/.

Ravi Nigam  
**Managing Director**  
00024577

Date: October 11, 2018  
Place: Pune

