



Tasty Bite Eatables Limited

POLICY ON DETERMINATION OF MATERIALITY

PURPOSE AND SCOPE: Tasty Bite Eatables Limited (“the Company”) is committed to be a transparent company with all its stakeholders and in disseminating information in a timely manner. The Company’s securities are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and must comply with the disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI Listing Regulations”). Listing Regulations mandate listed entities to formulate a policy for determining materiality of events or information that warrant disclosure to investors. It is in this context that the Policy on Determination of Materiality for Disclosures (“Policy”) is being framed and implemented.

The purpose of this policy is to enable the Board of Directors, Key Managerial Personnel and authorised persons in the Company to determine the materiality. The policy lays down the responsibility of the Company to make public such events, information which may materially affect the performance and security prices.

1. DEFINITIONS:

In this Policy, unless the context otherwise requires:

- a. “Board of Directors” shall mean the Board of Directors of the Company.
- b. “Chief Financial Officer” shall mean the person heading and discharging the finance function of the listed entity as disclosed by it to the recognized stock exchange(s) in its filing under the SEBI Listing Regulations;
- c. “Key Managerial Personnel” or “KMP” means Chief Executive Officer and Managing Director, Chief Operating Officer and Executive Director, Chief Financial Officer and Company Secretary of the Company.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2011, and if not defined therein, then as per the Companies Act, 2013 or the Securities Contracts (Regulation) Act, 1956 or the Depositories Act, 1996 and/or the rules and regulations made thereunder, or any statutory modification or re-enactment thereto, as the case may be.



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2. GUIDELINES FOR MATERIALITY:

The Company shall consider the following criteria for determination of materiality of event as laid down in Category C:

- The omission of event or information is likely to result in discontinuity or alteration of event or information already available publicly; or
- The omission of event or information is likely to result in significant market reaction, if the said omission came to light at a later date;
- Where the criteria laid in both the above clauses are not applicable, an event/ information may be treated material, if in the opinion of the Board of directors, the event/ information is considered as material.

3. PERSONS RESPONSIBLE FOR MAKING DISCLOSURE AND DETERMINING MATERIAL EVENT/INFORMATION TO STOCK EXCHANGES:

The Managing Director and Chief Financial Officer severally or Company Secretary along with CFO and/ or MD jointly are the authorised person(s) for purpose of determining materiality of event or information.

4. Managing Director, Chief Financial Officer, Company Secretary are severally authorised to make disclosures of such material information to the Stock Exchanges and answer such queries as may be raised by any judicial/ quasi- judicial bodies.

No	Name & Designation	e-mail id	Contact no
1.	Mr. Abhijit Upadhye- Managing Director	abhijit@tastybite.com	020-3012 6000
2.	Mr. Gaurav Gupta- Chief Financial Officer	gaurav@tastybite.com	
3.	Ms. Minal Talwar- Company Secretary	minal@tastybite.com	

5. The Managing Director and Chief Financial Officer are authorised to make changes into the existing policy as may deem necessary to take into account the law for the time being in force.



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6. DISCLOSURE OF EVENTS TO STOCK EXCHANGE:

Category A and Category B are mandatory disclosures. Guideline of materiality needs to be applied for disclosures to be made under Category C.

- A. **Category A:** Events which shall be disclosed without any application of the guidelines for materiality (as soon as possible but not later than 24 hours of occurrence of event/ decision taken at the Board meeting without any application of guidelines of materiality):
- i. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.
 - ii. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
 - iii. Revision in rating(s).
 - iv. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
 - v. Fraud/defaults by Promoter or Key Managerial Personnel (KMP) or by Company or arrest of KMP or Promoter.
 - vi. Change in directors, KMP, Auditor and Compliance Officer and detailed reasons for resignations to be intimated.
 - vii. In case of resignation of Independent Directors, reason for resignation and also confirmation that there are no material reasons for resignation.
 - viii. Appointment or discontinuation of share transfer agent.
 - ix. Corporate debt restructuring.
 - x. One time settlement with a bank.
 - xi. Reference to BIFR and winding-up petition filed by any party / creditors.
 - xii. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
 - xiii. Proceedings of Annual and Extraordinary General Meetings of the Company.
 - xiv. Amendments to Memorandum and Articles of Association of the Company, in brief.
 - xv. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;
- B. **Category B:** Events/ information considered material in view of Board of Directors which needs to be disclosed to the Stock Exchanges within 30 minutes of closure of Board meeting without applying any guidelines of materiality:

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



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- i. Declaration of dividends and/or cash bonuses recommended or declared or any other information pertaining to them.
- ii. Cancellation of dividend with reasons thereof.
- iii. Buyback of shares.
- iv. Fund raising proposed to be undertaken not in normal course of business.
- v. increase in capital by issue of bonus shares ad any other information pertaining to them;
- vi. Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- vii. Alterations of capital
- viii. Financial results;
- ix. Voluntary delisting of shares from stock exchange(s).

C. **Category C:** Miscellaneous events/ information which shall be disclosed upon application of guidelines of materiality are:

- i. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- ii. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division.
- iii. Capacity addition or product launch.
- iv. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- v. Agreements for loan not in normal course of business and revision(s) or amendment(s) or termination(s) thereof.
- vi. Disruption of operations of any one or more units or division of the Company due to natural calamity, force majeure or events such as strikes, lockouts etc.
- vii. Effect(s) arising out of change in the regulatory framework
- viii. Litigation(s) / dispute(s) / regulatory action(s) with impact.
- ix. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
- x. Options to purchase securities including any ESOP/ESPS Scheme.
- xi. Giving of guarantees or indemnity or becoming a surety for any third party.
- xii. Granting, withdrawal , surrender , cancellation or suspension of key licenses or regulatory approvals
- xiii. Emergence of new technology
- xiv. Expiry of patents
- xv. Change in accounting policy.
- xvi. Any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of false market in such securities.

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Without prejudice to above the Company may make disclosure of events and information as may be decided by the Board from time to time.

7. AMENDMENTS/ MODIFICATIONS:

In case of any inconsistency of this Policy with the provisions of the Companies Act, 2013 or the Listing Regulations or any other applicable laws then the later would prevail over the Policy.

The Managing Director and Chief Financial Officer are authorised to make changes into the existing policy as may deem necessary to take into account the law for the time being in force.

8. REVIEW:

Policy is subject to review from time to time.

9. DATE OF APPLICABILITY OF THIS POLICY:

The above Policy as approved by the Board of Directors shall be effective from April 2014 and the same shall be available on the Company's website www.tastybite.co.in