

TASTY BITE EATABLES LIMITED

Regd Off: 201-202, Mayfair Towers, Wakdewadi, Shivajinagar, Pune -411005
www.tastybite.co.in; secretarial@tastybite.com; Ph- 020 3021 600
 CIN: L15419PN1985PLC037347

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN
(As on financial year ended on 31.03.2019)

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Company
 (Management & Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|---|--|---|
| 1 | Corporate Identity Number | L15419PN1985PLC037347 |
| 2 | Registration Date | 02/09/1985 |
| 3 | Name of the Company | Tasty Bite Eatables Limited |
| 4 | Category/Sub-category of the Company | Company Limited by Shares / Indian Non-Government Company |
| 5 | Address of the registered office & contact details | 201-202, Mayfair Towers, Wakdewadi, Shivajinagar, Pune – 411 005/ 020-3021 6000 |
| 6 | Whether listed company | Yes / No |
| 7 | Name, Address and contact details of Registrar & Transfer Agent, if any. | Karvy Fintech Private Limited Address: Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Phone No.: +91 040-67162222; 1800-345-4001 Email : inward.ris@karvy.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

| N | Name and description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|---|--|---------------------------------|------------------------------------|
| 1 | Ready-to-eat food products | 2008 | 66.1% % |
| 2 | Frozen food products and sauces | 2008 | 33.2% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---|-----------------------|--------------------------------|------------------|--------------------|
| Preferred Brands Foods (India) Private Limited Regd. off.: Off | U15400MH1998PTC113768 | Holding | 74.22 | 2 (46) |

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| | | | | |
|---|----|---------|------|--------|
| No.1401, 1402, 14 th Floor, F Wing, Lotus Corporate Park, Graham Firth Steel Compound, Goregaon (E) Mumbai – 400 063 | | | | |
| Effem Holdings Ltd, Regd. Off.: 3D Dundee Road, Slough, SL1 4LG, United Kingdom | -- | Holding | 0.01 | 2 (46) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--------------------------|---|----------|------------------|-------------------|---|----------|------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | - | - | - | - | - | - | - | - | - |
| a) Individual/HUF | - | - | - | - | - | - | - | - | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp | 1,904,510 | - | 1,904,510 | 74.22 | 1,904,510 | - | 1,904,510 | 74.22 | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (1): | 1,904,510 | - | 1,904,510 | 74.22 | 1,904,510 | - | 1,904,510 | 74.22 | - |
| (2) Foreign | | | | | | | | | |
| a) NRIs - Individuals | - | - | - | - | - | - | - | - | - |

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| | | | | | | | | | |
|--|------------------|--------------|------------------|--------------|------------------|-------|------------------|--------------|-------------|
| b) Other | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | 300 | - | 300 | 0.01 | 300 | - | 300 | 0.01 | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (2) : | 300 | - | 300 | 0.01 | 300 | - | 300 | 0.01 | - |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 1,904,810 | - | 1,904,810 | 74.23 | 1,904,810 | - | 1,904,810 | 74.23 | - |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | 900 | - | 900 | 0.04 | 0.04 |
| b) Banks / FI | 921 | 1,500 | 2421 | 0.09 | 854 | - | 854 | 0.03 | -0.06 |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | 7201 | - | 7201 | 0.28 | 70874 | - | 70874 | 2.76 | 2.48 |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (FPI) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | 8422 | 1,500 | 9922 | 0.38 | 72628 | - | 72628 | 2.83 | 2.46 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | 60826 | 300 | 61126 | 2.38 | 20568 | 300 | 20868 | 0.81 | -1.57 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 296262 | 69524 | 365786 | 14.26 | 272610 | 56674 | 329284 | 12.83 | -1.42 |

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| | | | | | | | | | |
|--|------------------|---------------|------------------|--------------|------------------|--------------|------------------|--------------|-------------|
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 168126 | 0 | 168126 | 6.55 | 182858 | 0 | 182858 | 7.13 | 0.57 |
| c) Others | - | - | - | - | - | - | - | - | - |
| Directors and relatives | - | 200 | 200 | 0.01 | - | - | - | - | -0.01 |
| Non Resident Indians | 9377 | 0 | 9377 | 0.37 | 9483 | 0 | 9483 | 0.37 | - |
| IEPF | 40541 | 0 | 40541 | 1.58 | 40,541 | 0 | 40,541 | 1.58 | - |
| Clearing members | 500 | 0 | 500 | 0.02 | 454 | 0 | 454 | 0.02 | - |
| Trust | 120 | 0 | 120 | 0.00 | 100 | 0 | 100 | - | - |
| NRI Non-Repatriation | 5792 | 0 | 5792 | 0.23 | 4974 | 0 | 4974 | 0.19 | -0.03 |
| Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (B)(2):- | 581544 | 70024 | 651568 | 25.39 | 531588 | 56974 | 588562 | 22.94 | -2.47 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 589666 | 71524 | 661,190 | 25.77 | 604216 | 56974 | 661190 | 25.77 | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 2,494,476 | 71,524 | 2,566,000 | 100 | 2,509,026 | 56974 | 2,566,000 | 100 | 0.00 |

- Approval from Stock Exchange was received in the month of November, 2018 as Effem Holdings Ltd as promoter of the Company.

ii) Shareholding of Promoter-

| Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during year |
|--|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--------------------------------------|
| | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| Preferred Brands Foods (India) Private Limited | 1,904,510 | 74.22 | - | 1,904,510 | 74.22 | - | - |
| Effem Holdings Ltd. | 300 | 0.01 | - | 300 | 0.01 | - | - |
| Total | 1,904,810 | 74.23 | - | 1,904,810 | 74.23 | - | - |

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iii) Change in Promoters' Shareholding (please specify, if there is no change)

| Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--|---|----------------------------------|---|----------------------------------|
| | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| <u>Preferred Brands Foods (India) Pvt Ltd:</u> | | | | |
| At the beginning of the year | 19,04,510 | 74.22 | -- | -- |
| Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.) | No change | | -- | -- |
| At the end of the year | -- | -- | 1,904,510 | 74.22 |
| <u>Effem Holdings Ltd:</u> | | | | |
| At the beginning of the year | 300 | 0.01 | -- | -- |
| Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.) | No change | | -- | -- |
| At the end of the year | -- | -- | 300 | 0.01 |

iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

| For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|----------------------------------|---|----------------------------------|
| | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| Preferred Brands Foods (India) Private Limited | | | | |
| At the beginning of the year | 1,904,510 | 74.22 | | |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | -- | -- | -- | -- |

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| | | | | |
|---|----------|--------|-----------|-------|
| At the end of the year | | | 1,904,510 | 74.22 |
| Rahul Kayan | | | | |
| At the beginning of the year | 59,920 | 2.34 | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | 5,162 | 0.20 | -- | -- |
| At the end of the year | -- | -- | 65,082 | 2.54 |
| National Westminster Bank Plc as Trustee of the JU | | | | |
| At the beginning of the year | -- | -- | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | -- | -- | -- | -- |
| At the end of the year | -- | -- | 55,559 | 2.17 |
| Investor Education and Protection Fund Authority | | | | |
| At the beginning of the year | 40,541 | 1.58 | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | -- | -- | -- | -- |
| At the end of the year | -- | -- | 40,541 | 1.58 |
| Tanvi Jignesh Mehta | | | | |
| At the beginning of the year | 31,906 | 1.24 | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | -- | -- | -- | -- |
| At the end of the year | -- | -- | 31,906 | 1.24 |
| Mukul Mahavir Prasad Agrawal | | | | |
| At the beginning of the year | 30,000 | 1.17 | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | 130 | -- | -- | -- |
| At the end of the year | -- | -- | 30,130 | 1.17 |
| C Mackertich Private Limited | | | | |
| At the beginning of the year | 29,975 | 1.17 | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | (29,507) | (1.15) | -- | -- |
| At the end of the year | -- | -- | 468 | 0.02 |
| K. Swapna | | | | |
| At the beginning of the year | 22,000 | 0.86 | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | (1,000) | (0.04) | -- | -- |
| At the end of the year | -- | -- | 21,000 | 0.82 |

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| Parul Prasoon Bhatt | | | | |
|---|---------|--------|--------|------|
| At the beginning of the year | 12,600 | 0.49 | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | -- | -- | -- | -- |
| At the end of the year | -- | -- | 12,600 | 0.49 |
| Jupiter South Asia Investment Company Limited | | | | |
| At the beginning of the year | -- | -- | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | 12,353 | 0.48 | -- | -- |
| At the end of the year | -- | -- | 12,353 | 0.48 |
| Prasoon Bhatt | | | | |
| At the beginning of the year | 11,700 | 0.46 | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2018 – March 31, 2019) | 10,440 | 0.40 | -- | -- |
| At the end of the year | -- | -- | 22,140 | 0.86 |
| Parul Prasoon Bhatt | | | | |
| At the beginning of the year | 7,200 | 0.28 | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2017 – March 31, 2018) | -- | -- | -- | -- |
| At the end of the year | -- | -- | 7,200 | 0.28 |
| Devika Anand | | | | |
| At the beginning of the year | 6,000 | 0.23 | -- | -- |
| Net Transactions (purchase / sale) during the year (April 1, 2017 – March 31, 2018) | (6,000) | (0.23) | -- | -- |
| At the end of the year | -- | -- | -- | -- |

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v) Shareholding of Directors and Key Managerial Personnel- Not Applicable

| Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|----------------------------------|---|----------------------------------|
| | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| At the beginning of the year | | | | |
| Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | (no change) | | -- | -- |
| At the end of the year | -- | -- | | |

vi) INDEBTEDNESS-Indebtedness of Company including interest outstanding / accrued but not due for payment

(Amount in Rs)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | 42,70,89,972 | - | 42,70,89,972 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | 11,57,893 | - | 11,57,893 |
| Total (i+ii+iii) | - | 42,82,47,865 | - | 42,82,47,865 |
| Change in Indebtedness during the financial year | | | | |
| Addition | - | 14,64,35,807 | - | 14,64,35,807 |
| Reduction | - | 18,95,00,672 | - | 18,95,00,672 |
| Net Change | - | (4,30,64,865) | - | (4,30,64,865) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 38,51,83,000 | - | 38,51,83,000 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | 11,20,711 | - | 11,20,711 |
| Total (i+ii+iii) | - | 38,63,03,711 | | 38,63,03,711 |

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Note: Statement includes re-instatement gain/loss also

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, ~~Whole time Directors and/or Manager:~~

| No. | Particulars of Remuneration | Mr. Abhijit Upadhye (w.e.f. Nov 3, 2019) | Mr. Ravi Nigam (till Nov 2, 2018) |
|-----|---|---|--------------------------------------|
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 82,05,415 | 88,90,452 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 4,87,821 | 3,05,871 |
| | (c) Profits in lieu of salary under section 17(3) Income - tax Act, 1961 | -- | |
| 2 | Stock Option | -- | -- |
| 3 | Sweat Equity | -- | -- |
| 4 | Commission - as % of profit - others, specify | -- | -- |
| 5 | Others, please specify- Performance linked incentive | 33,74,335 | -- |
| | Car Hire Charges | -- | -- |
| | Provident Fund | 4,95,660 | 691,120 |
| -- | Total (A) | 1,25,63,231 | 98,87,443 |
| | Total Managerial Remuneration | | 2,24,50,674 |
| | Ceiling as per the Companies Act 2013 | | 2,47,66,123 |

B. Remuneration to other directors

| Sr. No | Particulars of Remuneration | Total Amount | | |
|--------|---|-----------------|------------------------|------------------|
| | | Mr. Kavas Patel | Dr. Chengappa Ganapati | Mrs. Rama Kannan |
| | Independent Directors | | | |
| 1 | Fee for attending board, committee meetings | 3,00,000 | 3,00,000 | 2,25,000 |
| | Commission | | | |
| | Others, please specify | | | |
| | Total (1) | 3,00,000 | 3,00,000 | 2,25,000 |

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| | | | | |
|---|---|----------------------------|--|-----------------------|
| | Other Non-Executive Directors | Mr. Ashok Vasudevan | Mr. Srinivasa Rao (w.e.f. February 6, 2019) | Ms. Dawn Allen |
| 2 | Fee for attending board, committee meetings | -- | -- | -- |
| | Commission | -- | -- | -- |
| | Others, please specify (remuneration) | -- | -- | -- |
| | Total (2) | 3,00,000 | 3,00,000 | 2,25,000 |
| | Total (B) = (1+2) | 3,00,000 | 3,00,000 | 2,25,000 |
| | Total Managerial Remuneration | -- | -- | -- |
| | Overall ceiling as per the Act | NA | NA | NA |

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

| S. No | Particulars of Remuneration | Key Managerial Personnel | | | Total |
|-------|---|---------------------------------------|--|---------------------------------------|-------|
| | | Ms. Minal Talwar Company Secretary | Mr. Gaurav Gupta Chief Financial Officer (w.e.f. Nov 3, 2018) | Mr. Sohail Shikari (till Nov 2, 2018) | |
| | Gross salary | | | | |
| 1 | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 10,48,920 | 22,13,853 | 89,35,326 | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 28,680 | 3,26,577 | 3,05,989 | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 (provident Fund, Leave encashment, drivers salary) | -- | -- | -- | |
| 2 | Stock Option | | | | |
| 3 | Sweat Equity | | | | |
| 4 | Commission | | | | |
| | - as % of profit | | | | |
| | - others | | | | |
| 5 | Others, please specify -Car Hire Charges -Provident Fund | -- 64,800 | -- 99,932 | -- 5,34,240 | |

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| | | | | |
|-----------------------|-----------|-----------|-----------|--|
| -Petrol reimbursement | -- | -- | --- | |
| Total | 11,42,400 | 26,40,362 | 97,75,555 | |

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL under Companies Act 1956 and SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.