# Tasty Bite Eatables Limited

**TBEL/SE/2026-27**
**28 September 2026**

**BSE Limited**
**Corporate Relationship Department**
**1st Floor, New Trading Ring,**
**Rotunda Bldg., P.J. Towers,**
**Dalal Street, Mumbai- 400001**
**Scrip Code: 519091**

**National Stock Exchange of India**
**Corporate Service**
**Exchange Plaza,**
**Bandra Kurla Complex,**
**Bandra (East), Mumbai -400051**
**NSE Symbol: TASTYBITE**

**Sub: Postal Ballot Notice**

Dear Sir / Madam,

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice for seeking approval of the members for the matters specified below through voting by electronic means.

- To Consider and Approve Material Related Party Transaction with Mars Food UK Limited for Purchase of Capital Asset for the Financial Year 2026-27
- To Consider and Approve reimbursement of expenses incurred by Mars Food UK limited on behalf of the company for the Financial Year 2026-27

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 25 September 2026.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The e-voting period will commence from Tuesday, 29 September 2026, at 9.00 a.m. (IST) and will end on Wednesday, 28 October 2026, at 5.00 p.m. (IST)

This Postal Ballot Notice will also be available on the Company's website at https://www.tastybite.co.in/investors.

You are requested to kindly take the above on record.
Thanking you,

**Yours faithfully,**
**For Tasty Bite Eatables Limited**

VIMAL TANK
Digitally signed by VIMAL TANK
Date: 2026.09.28 19:17:26 +05'30'

**Vimal Tank**
**Company Secretary**

Encl: As above

# NOTICE OF POSTAL BALLOT

Notice is hereby given to Members of Tasty Bite Eatables Limited (the "**Company**") pursuant to Sections 108 and 110 of the Companies Act, 2013 (the "**Act**") read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time (the "**Companies Rules**") read with the General Circular Nos. 09/2024 dated 19 September 2024, 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated May 5, 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 03/2022 dated 5 May, 2022 and 11/2022 dated 28 December 2022 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the "**MCA Circulars**"), and the Circulars issued from time to time by the Securities and Exchange Board of India ("**SEBI**") (the "**SEBI Circulars**"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "**Listing Regulations**"), Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the ordinary resolutions as set out in this postal ballot notice are proposed for consideration by the Members of the Company for passing by means of postal ballot by voting through electronic means only ("**remote e-voting**"):

The explanatory statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Companies Rules, setting out all material facts relating to the resolutions proposed in this postal ballot notice and additional information as required under the Listing Regulations is attached.

In compliance with the MCA Circulars, the Company is sending this notice only in electronic form to those members whose e-mail addresses are registered with the Company/Kfin Technologies Limited ("**Kfintech**"), the Company's Registrar and Transfer Agent ("**RTA**")/Depositories. Accordingly, physical copy of the notice along with postal ballot form and pre-paid business reply envelope are not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would only take place through remote e-voting system. The detailed procedure for remote e-voting forms part of the '*Notes*' section to this notice.

Eligible members whose e-mail address is not registered with the Company/Depositories, may get the notice of the postal ballot available on the website of the Company at www.tastybite.co.in, websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our e-voting agency at https://evotin.kfintech.com/public/Downloads.aspx.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Companies Rules, Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars, the Company has provided remote e-voting facility only, to its members to enable them to cast their votes electronically instead of submitting the postal ballot form physically. For this purpose, the Company has engaged the services of Kfintech as the agency to provide remote e-voting facility. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday 25th September, 2026. The instructions for remote e-voting forms part of this postal ballot notice. Members are requested to carefully read the instructions in this postal ballot notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process starting from 9:00 a.m. (IST) on 29 September, 2026 and not later than 5:00 p.m. (IST) on 28 October, 2026. Remote e-voting will be disabled by Kfintech immediately thereafter and will not be allowed beyond the said date and time.

**Special Business**:

1. **To Consider and Approve Material Related Party Transaction with Mars Food UK Limited for Purchase of Capital Asset.**

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

   "**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Sections 188 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the Company's Policy on Related Party Transactions and other applicable laws/statutory provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to enter into and/or continue to carry out transaction(s) with **Mars Food UK Limited**, a fellow subsidiary of the Company and a related party, for purchase of capital equipment , namely the SOMIC

424 T-2 (D) Automatic Packaging Machine, together with reimbursement of transportation, freight, packaging, installation, travel, duties, taxes and other related expenses, on such terms and conditions as may be mutually agreed between the parties, as detailed below for FY 2026-27.

| Name of Related Party | Nature of Transaction | Approval Limit |
|---|---|---|
| Mars Food UK Limited | Purchase of packaging machine and related capital equipment for the Noodle Division together with reimbursement of transportation, freight, packaging, installation, travel, duties, taxes and other incidental expenses in relation thereto | INR 100 Million |

**RESOLVED FURTHER THAT** the acquisition of the aforesaid capital equipment shall form part of the Company's manufacturing and packaging operations and is being undertaken to expand packaging capabilities, support business growth, improve operational efficiencies and enhance manufacturing capacity.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise the terms and conditions of the transaction(s), execute agreements, contracts, purchase orders and other documents, and do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution

**RESOLVED FURTHER THAT** the Members hereby note that the Audit Committee and the Board of Directors have reviewed and approved the proposed transaction, after considering the Chartered Engineer's Certificate, obtained from Technomax Engineers placed before them, in accordance with Regulation 23 of the Listing Regulations and the Company's Policy on Related Party Transactions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director, Chief Financial Officer, Company Secretary or other authorised officer(s) of the Company for implementation of the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person authorised by the Board in connection with the matters referred to herein be and are hereby ratified, approved and confirmed to the extent permissible under applicable law.

2. **To Consider and Approve reimbursement of expenses incurred by Mars Food UK limited on behalf of the company**

"**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the Company's Policy on Related Party Transactions and other applicable laws, rules, regulations and statutory provisions, as amended from time to time, and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof constituted or empowered by the Board) to enter into and/or carry out related party transaction(s) with **Mars Food UK Limited**, a fellow subsidiary of the Company and a related party under the Listing Regulations, may, from time to time, incur certain expenses on behalf of the Company in relation to business requirements, projects, operational support, technical assistance, procurement activities, employee travel, training, shared services and other business purposes etc. Such expenses are proposed to be charged to and reimbursed by the Company on an actual cost basis, with or without applicable taxes, as the case may be, and without any mark-up. Accordingly, the Company proposes to enter into and/or continue related party transaction(s) with Mars Food UK Limited for reimbursement of such expenses, for an aggregate amount not exceeding **INR 100 Million** during the Financial Year **2026-27.**

**RESOLVED FURTHER THAT** the aforesaid expenses shall represent costs incurred by Mars Food UK Limited for the benefit of the Company and allocated and/or recharged on a fair and reasonable basis in accordance with applicable laws, transfer pricing requirements and the Company's Policy on Related Party Transactions.

**RESOLVED FURTHER THAT** the said transactions shall be undertaken in the ordinary course of business and on an arm's length basis.

**RESOLVED FURTHER THAT** the Members hereby note that the Audit Committee has reviewed and approved the proposed transaction(s) in accordance with Regulation 23 of the Listing Regulations and the Company's Policy on Related Party Transactions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient, including finalising the terms and conditions of such transaction(s), executing agreements, documents, writings and undertakings and taking all necessary actions to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director, Chief Financial Officer, Company Secretary or any other authorised officer(s) of the Company to give effect to this resolution.

**Registered office:**
201/202, Mayfair Tower,
Wakdewadi, Shivajinagar,
Pune 411 005, India

**For and on behalf of**
**Tasty Bite Eatables Limited**

**Date:27 September 2026**
**Place: Pune**

**[Vimal Tank]**
**Company Secretary**

**Notes**

1. The Explanatory Statements and reasons for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the Company seeks the approval for agenda contained in the notice.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories on Friday, 25th September 2026, ("cut-off date") and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 09 & Note No. 14.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Companies' Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has appointed KFin Technologies Limited to provide an e-voting facility to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.tastybite.co.in, websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at https://evotin.kfintech.com/public/Downloads.aspx.
6. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 25 September 2026. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday,25 September 2026 , being the cut-off date are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 25 September 2026, being the cut-off date fixed for the purpose.

8. The voting period will commence from Tuesday, 29 September 2026, IST at 9.00 a.m. and end on Wednesday, 28 October 2026, IST at 5.00 p.m. The e-voting module shall be disabled by KFin for voting thereafter. Once a vote on the resolution is casted by the Member, no change will be allowed subsequently. Please read the instructions given in the Notice thoroughly before exercising your vote.

9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at secretarial@tastybite.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card and self-attested copy of any document (eg. Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/ update their e-mail addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to secretarial@tastybite.com.

10. The Scrutinizer will submit his report to the Chairman, or in his absence, the Company Secretary of the Company, duly authorised by the Chairman, after completion of the scrutiny and the results of the e-voting will be announced on or before 30 October 2026. The Resolution if passed by requisite majority shall be deemed to have been passed on 28 October 2026 being the last date specified by the Company for e-voting.

11. The declared results along with the report of the scrutinizer shall be available to BSE and NSE.

12. The results of the Postal Ballot shall be uploaded on the website of the Company i.e. www.tastybite.co.in. and the website of KFin i.e https://evoting.kfintech.com/public/Downloads.aspx.

13. In case of shares held by companies, trusts, societies, etc., the copy of relevant Board Resolution/ Authority Letter duly certified / attested by Authorised Signatory(ies) shall be sent to the Scrutiniser by email through its registered email address to vineet.pareek@pvrcs.com with a copy marked to evoting@kfintech.com.

14. The instructions for Members for e-voting are:

**E-voting Instructions**

Website of KFinTech where results shall be uploaded - https://evoting.kfintech.com.
In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/ updated their e-mail address with the Company, are requested to register/ update their e-mail address by submitting Form ISR-1 (available at https://www.xxxxxxxxx.co.in/investor-relations/investor-centre/investor-download-centre.html duly filled and signed along with requisite supporting documents to KFintech at Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.

**1. Procedure for e-voting:**

**(i) E-voting Facility:**

a. The Company is providing e-voting facility of KFinTech to its Members to exercise their right to vote on the proposed resolutions by electronic means.

b. The manner of e-voting by (i) individual Shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) all Shareholders holding shares of the Company in physical mode is given below.

**(ii) Information and instructions relating to e-voting:**

Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

**Information and instructions for e-voting by Individual Shareholders holding shares of the Company in demat mode:**

As per the SEBI Master Circular, all individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. The procedure to login and access e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

**Login method for e-voting for Individual Shareholders holding securities in demat mode:**

| **Type of Shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | **1. User already registered for IDeAS facility:**<br>a. Visit URL: https://eservices.nsdl.com.<br>b. Click on the "Beneficial Owner" icon under "Login" under "IDeAS" section.<br>c. On the new page, enter User ID and Password.<br>d. Post successful authentication, click on "Access to e-voting". |

| | |
|---|---|
| | e. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the e-voting period.<br><br>**2. User not registered for IDeAS e-Services**<br>a. To register click on link: https://eservices.nsdl.com.<br>b. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.<br>c. Proceed with completion of required fields.<br>d. Follow steps given in point 1.<br><br>**3. Alternatively, by directly accessing the e-voting website of NSDL**<br>a. Open URL: https://www.evoting.nsdl.com.<br>b. Click on the icon "Login" which is available under 'Shareholder/Member' section.<br>c. A new screen will open. You will have to enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.<br>d. Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e., KFinTech.<br>e. On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the e-voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | **1. Existing user who have opted for Easi/ Easiest**<br>a. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com and click on Login - My Easi New (Token).<br>b. Login with your registered user id and password.<br>c. The user will see the e-voting Menu. The Menu will have links of Event Service Provider ('ESP') i.e., KFinTech e-voting portal.<br>d. Click on e-voting service provider name to cast your vote.<br><br>**2. User not registered for Easi/Easiest**<br>a. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com.<br>b. Proceed with completing the required fields.<br>c. Follow the steps given in point 1.<br><br>**3. Alternatively, by directly accessing the e-voting website of CDSL**<br>a. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin.<br>b. Provide your Demat Account Number and PAN.<br>c. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.<br>d. After successful authentication, user will be provided links for the respective ESP, i.e., KFinTech where the e- voting is in progress. |
| Individual Shareholder login through their demat accounts/website of Depository Participant | 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.<br>2. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.<br>3. Click on options available against Company name or e-voting service provider – KFinTech and you will be redirected to e-voting website of KFinTech for casting your vote during the e-voting period without any further authentication. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot user ID and Forgot Password options available on respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e., NSDL and CDSL:

| **Login type** | **Helpdesk details** |
|---|---|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43. |

Login method for e-voting for (i) Shareholders other than Individual Shareholders holding securities in demat mode and (ii) All shareholders holding securities in Physical Mode:
Members whose email IDs are registered with the Company/ Depository Participants, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the below process:

a. Launch internet browser by typing the URL: https://evoting.kfintech.com.
b. Enter the login credentials, i.e., user id and password mentioned below in this communication. Your Folio No./DP ID/Client ID will be your user ID.

c. After entering the details appropriately, click on LOGIN.

d. You will reach the password change menu, wherein you are required to change your password mandatorily. 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 any contact details like mobile, e-mail etc., on the first login. You may also enter a secret question and answer of your choice to retrieve your password if you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

e. You need to login again with the new credentials.

f. On successful login, the system will prompt you to select the EVENT, i.e., "xxxxxxxxxxxx POSTAL BALLOT" and click on "Submit".

g. On the voting page, enter the number of shares as on the Cut-Off Date, i.e., xxxxxxxxx under FOR/ AGAINST; alternatively, you may enter partially any number in FOR and partially in AGAINST, but the total number in FOR/ AGAINST taken together should not exceed the total shareholding.

h. Shareholders holding multiple folios/demat account shall undertake the voting process separately for each folio/demat account.

i. Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the resolution.

j. Corporate/Institutional Shareholders (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks etc.,) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at cstaizoonkhumri@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format “xxxxxxxxxxxxxx - Postal Ballot”.

k. Once the shareholder casts a vote on the resolution, he/she shall not be allowed to change it subsequently.

l. In case of any queries, you may contact KFin Technologies Limited at Toll Free No. 1800 309 4001.

m. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Neither the Company nor the Scrutinizer will be responsible for any consequences of you having shared or disclosed the password (whether original or changed) with or to any person, including your inability to access the e-voting platform thereafter or even cast your vote.

**Contact details in case of any query or concern or for addressing e-voting related grievances:**

Members may refer to the remote e-voting user manual or Help and Frequently Asked Questions (FAQs), available at the Downloads section of KFinTech at https://evoting.kfintech.com or contact Mr. Anandan K, Senior Manager - Corporate Registry, KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, India, e-mail: einward.ris@kfintech.com, Toll-free No.: 1800 309 4001, or write to the Company Secretary at vimal@tastybite.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all the material facts relating the Item No. 1 and 2 to be passed as mentioned in the accompanying notice:

In terms of Regulation 23 of the Listing Regulations, as amended, all material related party transactions ("**RPTs**") and subsequent material modifications thereto, for an aggregate value exceeding the percentage thresholds specified in Schedule XII to the Listing Regulations (presently, 10% of the annual consolidated turnover of the Company where the annual consolidated turnover is up to INR 2,00,000 million), shall require prior approval of members by means of an Ordinary Resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the Company and at an arm's length basis.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

| **Name of Related Party** | **Nature of Transaction** | **Approval Limit (INR in Million)** |
|---|---|---|
| Mars Food UK Limited | Purchase of Machine (including expenses relating to freight, transportation, installation, commissioning, travel, customs duties, taxes, and any other costs ) | 100 |
| | Reimbursement of expenses incurred by Mars Food UK limited on behalf of the company | 100 |

Mars Food UK Limited is a fellow subsidiary, The Company proposes to enter into a transaction with **Mars Food UK Limited ("MFUK")**, a fellow subsidiary of the Company and therefore a related party under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

**Item No 01**

The Company is witnessing increasing demand for its noodle products and, in order to augment its manufacturing and packaging capabilities and support the anticipated growth in production volumes, it proposes to acquire a **SOMIC 424 T-2 (D) Automatic Packaging Machine** together with related accessories and components from MFUK.

The acquisition is expected to improve operational efficiencies, enhance packaging capacity and support the Company's long-term business growth objectives.

In accordance with the Para 5 (2) (c) of the RPT Industry Standards dated June 26, 2025 the Audit Committee of the Company has reviewed the certificate issued by the Managing Director and Whole-time Director & Chief Financial Officer confirming that the terms and conditions of the proposed material RPTs are in the interest of the Company and the elaboration provided under Sr. no. 6 of Table A(5) of the minimum information placed before the audit committee and part of this explanatory statement, renders the material RPTs including its terms and conditions, favourable to the Company.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposed transaction, the Chartered Engineer's Certificate obtained from Technomax Engineers. Based on the information placed before them, they are satisfied that the proposed transaction is on an arm's length basis, in the ordinary course of business and in the best interests of the Company.

The Company proposes to purchase a SOMIC 424 T-2 (D) Automatic Packaging Machine together with related accessories and components from Mars Food UK Limited for a consideration not exceeding INR 100 Million including reimbursement of transportation, freight, packaging, installation, travel, duties, taxes and other related expenses

Accordingly, approval of the Members is being sought for the aforesaid related party transaction for an aggregate amount not exceeding INR 100 Million.

The material particulars of the proposed transaction are set out below:

| **Particulars** | **Details** |
|---|---|
| Name of the Related Party | Mars Food UK Limited |
| Relationship | Fellow Subsidiary |
| Nature of Transaction | Purchase of packaging machine and related equipment together with reimbursement of incidental expenses there to. |
| Description of Asset | SOMIC 424 T-2 (D) Automatic Packaging Machine (Machine No. N-211070/100) |
| Nature of Transaction | Arm's Length and in Ordinary Course of Business |

**Item No 02**

Mars Food UK Limited is a fellow subsidiary of the Company and is a related party in terms of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the ordinary course of business, Mars Food UK Limited may, from time to time, incur certain expenses on behalf of the Company in relation to business requirements, projects, operational support, technical assistance, procurement activities, employee travel, training, shared services and other business purposes etc. Such expenses are subsequently charged to and reimbursed by the Company on an actual cost basis without any mark-up.

Considering the anticipated business requirements of the Company during Financial Year 2026-27, the aggregate value of such reimbursements is expected to be up to INR 100 Million. The proposed transactions are intended to facilitate efficient business operations and support services within the Mars group and are considered beneficial to the Company.

The Audit Committee and the Board of Directors have reviewed the proposed transaction and noted that the same will be undertaken in the ordinary course of business and on an arm's length basis, in accordance with applicable laws, transfer pricing requirements and the Company's Policy on Related Party Transactions.

Accordingly, pursuant to Regulation 23 of the Listing Regulations, approval of the Members is being sought for reimbursement of expenses incurred by Mars Food UK Limited on behalf of the Company, for an aggregate amount not exceeding INR 100 Million during Financial Year 2026-27.

The Board recommends the Ordinary Resolution set out in Item No. 2 for approval of the Members.

**Item 01& 02**

The minimum information placed before the Audit Committee for approval (including ratification) of RPTs in relation to Mars Food UK details of historical and proposed transaction values, percentage turnover, nature of transactions and financial profile of the counterparties, is reproduced in the body of this notice:

**A(1). Basic details of the related party**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1 | Name of the related party | Mars Food UK Limited |
| 2 | Country of incorporation of the related party | UK |
| 3 | Nature of business of the related party | Mars Food UK Limited incorporated in England & Wales is a operating company in food manufacturing. |

**A(2). Relationship and ownership of the related party**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Mars Food UK is a fellow subsidiary |
| | • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | Nil |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | 74.23% |
| | • Where the related party is a Partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity | Nil |

Tasty Bite Eatables Limited

**A(3). Details of previous transactions with the related party**

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>Mars Food UK: The details are as under:
<table>
<tr><th>S. No</th><th>Nature of Transactions[1]</th><th>FY 2025-26 (INR in million)</th></tr>
<tr><td>1</td><td>Sale of goods</td><td>576.36</td></tr>
<tr><td>2</td><td>Sale of Services</td><td>21.62</td></tr>
<tr><td>3</td><td>Other transactions</td><td></td></tr>
<tr><td>a</td><td>Reimbursement charged to related party</td><td>50.90</td></tr>
<tr><td></td><td>Total</td><td>648.88</td></tr>
</table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The information provided as above in point no. 1, the information provided for the Year ended on 31st March, 2026.<br><br>The total transaction value with the related party in current Financial year 2026-27 up-to preceding quarter June 2026 is as below:
<table>
<tr><th>S. No</th><th>Nature of Transactions[1]</th><th>30 June 2026 (INR in million)</th></tr>
<tr><td>1</td><td>Sale of goods</td><td>101.87</td></tr>
<tr><td>2</td><td>Sale of Services</td><td>-</td></tr>
<tr><td>3</td><td>Other transactions</td><td></td></tr>
<tr><td>a</td><td>Reimbursement charged to related party</td><td>0.98</td></tr>
<tr><td></td><td>Total</td><td>102.85</td></tr>
</table></td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>None</td></tr>
</table>

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**A(4). Amount of the proposed transaction(s)**

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Mars Food UK Limited – INR 200 Million.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>Mars Food UK – 3.64%<br><br>This is based on FY 25-26 transactions.</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year, if available.</td><td>Mars Food UK -0.95%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>Mars Food UK Limited
<table>
<tr><th>Particulars</th><th>Amount GBP'000</th><th>Amount in INR Million</th></tr>
<tr><td>Turnover</td><td>1,96,358</td><td>21,083</td></tr>
<tr><td>Profit After Tax</td><td>19,186</td><td>2,060</td></tr>
<tr><td>Net worth</td><td>1,30,133</td><td>13,972</td></tr>
<tr><td colspan="3">Mid-market conversion rate as on 29-12-2024</td></tr>
</table>
Mars Food UK the number is based on latest audited records, the year 2025 result have not been published and filed and Mars Food UK Follows the January to December as its financial year.</td></tr>
</table>

## A(5). Basic details of the proposed transaction

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Specific type of the proposed transaction</td><td>Details are as under:<br>Mars Food UK:<br>
<table>
<tr><th>S. No</th><th>Nature of Transactions[1]</th><th>FY 2026-27 (INR in millions)</th></tr>
<tr><td>1</td><td>Purchase of Machine</td><td>100</td></tr>
<tr><td>2</td><td>Other transactions</td><td></td></tr>
<tr><td>a</td><td>Reimbursement charged by related party</td><td>100</td></tr>
<tr><td></td><td>Total</td><td>200</td></tr>
</table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>Mars Food UK Limited<br><ul><li>Purchase of Machine<br>Purchase of a SOMIC 424 T-2 (D) Automatic Packaging Machine and related capital equipment from Mars Food UK Limited, together with ancillary costs associated with freight, transportation, customs duties, installation, commissioning and other incidental expenses, for an aggregate value not exceeding INR 100 Million</li><li>Other transactions<br>Reimbursement of expenses incurred by Mars Food UK Limited on behalf of the Company in connection with operational, procurement, logistics, technical, project-related and other business requirements, for an aggregate value not exceeding INR 100 Million during FY 2026-27.</li></ul></td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction</td><td>As and when, depending on business requirements for a maximum period of one financial year i.e., FY 2026-27.</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
</table>

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| | | |
|---|---|---|
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break- up financial year-wise. | The aggregate value of proposed transactions:<br>INR 200 million with Mars Food UK Ltd for the FY 26-27. |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | **Item No. 1.**<br><br>The proposed acquisition is driven by the Company's strategic initiative to expand its noodles business through the introduction of innovative product offerings and to meet growing consumer demand in this category. To support the packaging requirements of the new product range, management evaluated various alternatives, including the procurement of a new machine from third-party suppliers and the acquisition of a pre-owned machine from the Related Party.<br><br>Considering that the proposed product line is relatively new and the Company is currently scaling operations in this category, management believes that it would be commercially prudent to minimize upfront capital expenditure during the initial growth phase. Accordingly, instead of investing in a new machine requiring significantly higher capital outlay, the Company proposes to acquire a pre-owned SOMIC packaging machine that is technically suitable for the intended operations and available at a substantially lower cost.<br><br>Accordingly, the proposed acquisition represents a cost-effective and commercially beneficial solution that enables the Company to support the efficiency of packaging while maintaining capital discipline. Management therefore believes that the transaction is in the best interests of the Company.<br>A certificate confirming the terms of RPT proposed to be entered with Mars Food UK Ltd are in the interest of the Company signed by MD and CFO of the company was reviewed by Audit Committee . |

| | | |
|---|---|---|
| | | **Item No. 2**<br>For scaling of product range and other innovation of product and expansion of the business , the Mars Food UK Limited may, from time to time, incur certain expenses on behalf of the Company in relation to business requirements, projects, operational support, technical assistance, procurement activities, employee travel and other business purposes etc. Such expenses are proposed to be charged to and reimbursed by the Company on an actual cost basis without any mark-up. |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly<br>a. Name of the director / KMP<br>b. Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Hans Bakker & Mr. Matthew James Page are Non-Executive, Non-Independent directors of the company and employee of the Mars Group and they both does not hold any share of company.<br><br>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | The Audit Committee reviewed the Chartered Engineer' Certificate obtained from Technomax Engineers stating equipment, age and condition assessment of the machine, estimated useful life, replacement cost and other relevant commercial parameters. Based on such review, the Audit Committee concluded that the consideration proposed to be paid is at arm's length and comparable to market pricing for similar equipment.<br><br>Also for expenses charged by RP The Audit Committee approved the proposed RPTs transaction based on expenses incurred by the RP on actual basis.<br><br>The Chartered Engineer's Certificate and Fairness opinion report referred to in this Notice shall be available electronically for inspection by members during the remote e-voting period and may also be accessed on the Company's website at https://www.tastybite.co.in/investors#investor-announcement |
| 9 | Other information relevant for decision making. | All relevant information forms a part of this disclosure setting out requisite facts. |

PART – B

**Details of specific transactions in**

**addition to Part B**

**B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances with Mars Food UK Limited**

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | Bidding process was not required. Given the legacy of the transactions, all these proposed transactions are based on routine requirements and in relation to usual business operations of the Company. These related party transactions are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in. |
| 2 | Basis of determination of price. | **Purchase of Machine**<br>All contracts with related parties, defined under Section 2(76) of the Companies Act, 2013, are reviewed for arm's length testing, internally on a periodic basis, by the management.<br>The pricing of these related party transactions are determined on the following basis.<br>• Chartered Engineer Certificate.<br>• Age, condition and remaining useful life of the machine;<br>• Cost of procuring a comparable new machine;<br>**Other related party transactions**:<br>((Reimbursement by RP)<br>The other transactions are based on legacy contractual agreements (wherever applicable) and are cost to cost |

| | | |
|---|---|---|
| | | reimbursement between the respective parties, in line with the market practices. The pricing for these transactions is consistent with arm's length principles having regard to economic and commercial factors. The transactions are in the ordinary course of business representing a long-standing practice of the Company and have been consistently undertaken. Additionally, such transactions are aligned with and covered under the main objects outlined in the Company's Memorandum of Association. Accordingly, the Audit Committee concluded that the proposed pricing is fair, reasonable and at arm's length. |
| 3 | In case of Trade advance (*of up to 365 days or such period for which such advances are extended as per normal trade practice*), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | **Mars Food UK** - The transactions proposed in this resolution occur at an arm's length basis where parties do not extend trade advances to each other therefore disclosure to this effect is not applicable. |
| | a. Amount of Trade advance | Not applicable |
| | b. Tenure | Not applicable |
| | c. Whether same is self-liquidating | Not applicable |

The said transaction, being a material RPT, requires prior approval of the members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 1 & 2

The aforesaid limits shall represent the maximum aggregate value of transactions during FY 2026-27 and shall include all transactions of similar nature entered into with the respective related party. Further, the transactions shall be undertaken subject to compliance with applicable provisions of the Act, Listing Regulations, transfer pricing regulations, Foreign Exchange Management Act, 1999 (where applicable) and other applicable laws.

The Audit Committee noted that the management certification, inter alia, covered the rationale and business purpose of the transaction, the basis for determining arm's length pricing, the benefit accruing to the Company, relevant financial and commercial terms, and confirmation regarding compliance with applicable legal and regulatory requirements. After considering the same, the Audit Committee formed the opinion that the transaction is fair, reasonable and in the best Interests of the Company and its minority shareholders.

The Audit Committee and Independent Directors have reviewed the transaction keeping in view the interests of public shareholders. The proposed transaction does not result in any special benefit to the promoter group or related party and is intended solely to support the operational requirements of the Company.

The Audit Committee and Board of Directors have reviewed the redactions and are satisfied that the disclosures made to shareholders, after such redactions, contain all material information necessary for public shareholders to make an informed decision on the proposed related party transaction."

In accordance with Regulation 23 of the Listing Regulations, all related parties of the Company, irrespective of whether they are parties to the transaction or not, shall abstain from voting on the resolution.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors of the Company recommends the Ordinary Resolution contained in Item No. 1&2 of the accompanying notice to the members for approval.

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