



Tasty Bite Eatables Limited

TBEL/SE/2025-26
03 June 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 Transactions Under Regulation 23 of Listing Regulations Between The Company And Preferred Brands International, Inc. For The Financial Year 2026-27
- To Consider And Approve Material Related Party Transactions Under Regulation 23 of Listing Regulations Between The Company And Mars Food UK Limited For The Financial Year 2026-27
- To Consider And Approve Material Related Party Transactions Under Regulation 23 of Listing Regulations Between The Company And Mars Food US LLC For The Financial Year 2026-27
- Post Facto Approval of Material Related Party Transaction(s) entered into Between The Company And Mars Food UK Limited For The Financial Year 2025-26.
- Approval of Revision in remuneration/commission of Mr. Rahul Bhatnagar (DIN: 07268064) as Non-executive, Independent Director of the Company

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, 29 May 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 Thursday, 04 June 2026, at 9.00 a.m. (IST) and will end on Friday, 03 July 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
Company Secretary

Encl: As above

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



Tasty Bite Eatables Limited

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,



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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 29th May 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 04th June 2026 and not later than 5:00 p.m. (IST) on 3rd July, 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 Transactions Under Regulation 23 of Listing Regulations Between The Company And Preferred Brands International Inc. For The Financial Year 2026-27

*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 Listing Regulations, the applicable provisions of the Act read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company’s Policy on related party transactions, each as amended, the 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the explanatory statement with Preferred Brands International, Inc. (**“PBI”**) holding company of the Company a related party of the Company, on such terms and conditions as may be agreed between the Company and Preferred Brands International, Inc. (**“PBI”**) for an aggregate value not exceeding below during Financial Year (FY) 2026-27.

Name of Related Party	Nature of Transaction	Approval Limit (INR in Million)
Preferred Brands International Inc.	Sale of goods and sale of services and expenses incurred for and behalf of Preferred Brands International Inc for such sales and others ancillary expenses and/ or reimbursements in relation thereto	3000



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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 Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all transactions contemplated herein are approved by the Audit Committee 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 herein conferred, to any Director(s) or Chief Financial Officer ("CFO") or Company Secretary ("CS") or any other officer(s)/authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects, to the extent permitted under applicable law.

2. **To Consider And Approve Material Related Party Transactions Under Regulation 23 of Listing Regulations Between The Company And Mars Food UK Limited For The Financial Year 2026-27**

*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 Listing Regulations, the applicable provisions of the Act read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on related party transactions, each as amended, the consent of the



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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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the explanatory statement with Mars Food UK Limited (“**Mars Food UK**“), the fellow subsidiaries of the Company and accordingly, a related party of the Company, on such terms and conditions as may be agreed between the Company and the Mars Food UK Limited for an aggregate value not exceeding below during Financial Year (FY) 2026-27.

Name of Related Party	Nature of Transaction	Approval Limit (INR in Million)
Mars Food UK Limited	Sale of goods and sale of services and expenses incurred for and behalf of Mars Food UK Limited for such sales and others ancillary expenses and/ or reimbursements in relation thereto	2000

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 Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all transactions contemplated herein are approved by the Audit Committee in accordance with Regulation 23 of the Listing Regulations and the Company’s Policy on Related Party Transactions.



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RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer (“**CFO**”) or Company Secretary (“**CS**”) or any other officer(s)/authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects, to the extent permitted under applicable law.

3. **To Consider And Approve Material Related Party Transactions Under Regulation 23 of Listing Regulations Between The Company And Mars Food US LLC For The Financial Year 2026-27**

*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 Listing Regulations, the applicable provisions of the Act read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company’s Policy on related party transactions, each as amended, the 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the explanatory statement with Mars Food US LLC (“**Mars Food US**”), the fellow subsidiaries of the Company and accordingly, a related party of the Company, on such terms and conditions as may be agreed between the Company and Mars Food US LLC for an aggregate value not exceeding below during Financial Year (FY) 2026-27.

Name of Related Party	Nature of Transaction	Approval Limit (INR in Million)
Mars Food US LLC	Sale of goods and sale of services and expenses incurred for and behalf of Mars Food US LLC for such sales and others ancillary expenses and/ or reimbursements in relation thereto	3000



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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 Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all transactions contemplated herein are approved by the Audit Committee 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 herein conferred, to any Director(s) or Chief Financial Officer ("CFO") or Company Secretary ("CS") or any other officer(s)/authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects, to the extent permitted under applicable law.

4. Post Facto Approval of Material Related Party Transaction(s) entered between The Company And Mars Food UK Limited For The Financial Year 2025-26

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

RESOLVED THAT pursuant to the provisions of Regulation 23(4), Regulation 23(8) and other applicable provisions, if any, of the Listing Regulations, Section 188 of the Act read with the applicable rules framed thereunder, and other applicable laws, rules, circulars, notifications and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be required, the consent of the members be and is hereby accorded for post facto approval and ratification, to the extent permissible under the Act, of the material related party transaction(s) entered into by the Company during the FY 2025-2026 with Mars Food UK Limited, for sale of goods, services and other expenses charges to related party, which, in aggregate of Rs. INR 648.88 Million, which exceeded the materiality threshold prescribed under Regulation 23 of the Listing Regulations.



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RESOLVED FURTHER THAT the members hereby note that the aforesaid transaction(s) were undertaken in the ordinary course of business and on an arm's length basis, and that the excess over the approved limits occurred due to unexpected demand of recently innovated product range and that the Audit Committee has reviewed and recommended the same for approval, supported by a fairness opinion obtained from a reputed independent external consulting firm confirming the arm's length nature and pricing of such transactions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable, and to take all such steps as may be required in this connection, including but not limited to finalizing, executing, modifying and/or ratifying any contract(s), arrangement(s) or agreement(s), and to settle any questions, difficulties or doubts that may arise in this regard, in order to give full effect to this resolution, subject at all times to compliance with applicable law and subject further to any directions that may be issued by SEBI, the stock exchanges or any other competent authority.

5. Approval of Revision in remuneration/commission of Mr. Rahul Bhatnagar (DIN: 07268064) as Non-executive, Independent Director of the Company:

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

"RESOLVED THAT pursuant to Sections 149, 197, 198, Schedule V and such other provisions as may be applicable of the Companies Act, 2013, and Rules framed thereunder, Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), which shall include statutory modification(s) or re-enactment(s) thereof in accordance with relevant provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to revise the remuneration/commission of Mr. Rahul Bhatnagar from INR 10 Lakh to INR 20 Lakh (Twenty lakhs) per annum (payable quarterly) to Mr. Rahul Bhatnagar, as Non-executive, Independent Director with the effect from 01st June, 2026, upon such terms and conditions as are set out in letter of appointment and amendment thereof entered into between the Company and Mr. Rahul Bhatnagar, the terms of which are mentioned in the explanatory statement annexed herewith, be and is hereby specifically approved with an authority to the Board of Directors and the Nomination and Remuneration Committee of the Board of Directors to add, alter and vary the terms and conditions of the said appointment and / or letter of appointment, subject to the relevant provisions of the Act as agreed between the board of directors and Mr. Rahul Bhatnagar.



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RESOLVED FURTHER THAT subject to other applicable provisions, the aforesaid remuneration/commission be considered as the minimum remuneration, notwithstanding that the Company may make losses or inadequate profits during the tenure of Mr. Rahul Bhatnagar as Non-executive, Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of
Tasty Bite Eatables Limited

[Vimal Tank]
Company Secretary

Place : Pune
Dated : 29th May, 2026

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, 29th May 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>.



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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, 29th May 2026. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday,, 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, 29th May 2026, being the cut-off date fixed for the purpose.
8. The voting period will commence from Thursday, 4th June 2026, IST at 9.00 a.m. and end on Friday, 3rd July 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 5th July 2026. The Resolution if passed by requisite majority shall be deemed to have been passed on 3rd July, 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.



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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.xxxxxxxx.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	<p>1. User already registered for IDeAS facility:</p> <p>a. Visit URL: https://eservices.nsdl.com.</p> <p>b. Click on the “Beneficial Owner” icon under “Login” under “IDeAS” section.</p> <p>c. On the new page, enter User ID and Password.</p> <p>d. Post successful authentication, click on “Access to e-voting”.</p> <p>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.</p>



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	<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none">To register click on link: https://eservices.nsd.com.Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.Proceed with completion of required fields.Follow steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of NSDL</p> <ol style="list-style-type: none">Open URL: https://www.evoting.nsd.com.Click on the icon “Login” which is available under ‘Shareholder/Member’ section.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.Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e., KFinTech.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	<p>1. Existing user who have opted for Easi/ Easiest</p> <ol style="list-style-type: none">Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com and click on Login - My Easi New (Token).Login with your registered user id and password.The user will see the e-voting Menu. The Menu will have links of Event Service Provider (‘ESP’) i.e., KFinTech e-voting portal.Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none">Option to register is available at https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com.Proceed with completing the required fields.Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none">Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin.Provide your Demat Account Number and PAN.System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.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	<ol style="list-style-type: none">You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.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.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:



Tasty Bite Eatables Limited

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., "xxxxxxxxxxxxx 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 "xxxxxxxxxxxxx - Postal Ballot".



Tasty Bite Eatables Limited

- 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 to Item No. 5 to be passed as mentioned in the accompanying notice:

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.

Earlier, the Company proposed material related party transactions with PBI and Mars Food UK Limited through postal ballot, which were not approved by the public shareholders. The Company is now seeking an approval from the shareholders for the financial year 2026–27 for related party transaction for PBI, Mars Food UK Limited and Mars Food US LLC for the FY 2026-27, which has been approved by the Audit Committee and Board of Directors in meeting held on 29th May 2026.

Further, the Company is also seeking post facto approval for the transaction with Mars Food UK Limited undertaken during FY 2025–26, as described in Item No. 4, which is reviewed and approved by the Audit Committee and Board of Directors in meeting held on 29th May 2026.

The Company also propose to revise the remuneration/commission of Mr. Rahul Bhatnagar, Chairman (Independent Directors), as described in Item No. 5, which has been approved and recommended by Nomination & Remuneration committee and Board of directors in meeting held on 29th May 2026.



Tasty Bite Eatables Limited

Item No. 1 to 3

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

Name of Related Party	Nature of Transaction	Approval Limited (INR in Million)
Preferred Brands International Inc. (“PBI”)	Sale of goods and sale of services and expenses incurred for and behalf of Preferred Brand International Inc for such sales and others ancillary expenses and/ or reimbursements in relation thereto	3000
Mars Food UK Limited	Sale of goods and sale of services and expenses incurred for and behalf of Mars Food UK Limited for such sales and others ancillary expenses and/ or reimbursements in relation thereto	2000
Mars Food US LLC	Sale of goods and sale of services and expenses incurred for and behalf of Mars Food US LLC for such sales and others ancillary expenses and/ or reimbursements in relation thereto	3000

PBI, the holding company of the Company is primarily engaged in marketing and distribution of ready-to-eat food products in the United States of America. The proposed transaction value with PBI for FY 2026-27 is equivalent of up to INR 3000 million, which is a material related party transaction, and hence, approval of the shareholders is being sought.

Mars Food UK Limited is a fellow subsidiary, the proposed transaction value with Mars Food UK for FY 2026-27 is equivalent of up to INR 2000 million, which is a material related party transaction, hence, approval of the shareholders is being sought.

Mars Food US LLC is a fellow subsidiary, the proposed transaction value with Mars Food US LLC for FY 2026-27 is equivalent of up to INR 3000 million, which is a material related party transaction, hence, approval of the shareholders is being sought.

Details of the material related party transaction(s), including the information required to be disclosed as part of the Explanatory Statement pursuant to the Listing Regulations and the proposed material modification(s) thereto, are as follows:

The minimum information placed before the Audit Committee for approval (including ratification) of RPTs in relation to PBI, Mars Food UK and Mars Food US LLC, including 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:



Tasty Bite Eatables Limited

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	Preferred Brands International Inc. (PBI)	Mars Food UK Limited	Mars Food US LLC
2	Country of incorporation of the related party	USA	UK	USA
3	Nature of business of the related party	Preferred Brands International Inc. (PBI) incorporated in USA is a operating company - food wholesaler	Mars Food UK Limited incorporated in England & Wales is a operating company in food manufacturing.	Mars Food US is 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: Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Preferred Brands International Inc. (PBI) is a Holding Company. Nil	Mars Food UK is a fellow subsidiary Nil	Mars Food US LLC is a fellow Subsidiary Nil
	Shareholding of the related party, whether	74.23%	74.23%	74.23%



Tasty Bite Eatables Limited

	direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).			
	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	Nil	Nil

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

S. No.	Particulars of the information	Information provided by the management																																				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<p>Preferred Brands International Inc : The details are as under:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No</th> <th style="width: 60%;">Nature of Transactions¹</th> <th style="width: 30%;">FY 2025-26 (INR in millions)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Sale of goods</td> <td style="text-align: right;">1516.91</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Other transactions</td> <td></td> </tr> <tr> <td style="text-align: center;">A</td> <td>Reimbursement charged to RP</td> <td style="text-align: right;">78.29</td> </tr> <tr> <td style="text-align: center;">B</td> <td>Reimbursement charged by related party</td> <td style="text-align: right;">0.64</td> </tr> <tr> <td></td> <td>Total</td> <td style="text-align: right;">1595.84</td> </tr> </tbody> </table> <p>Mars Food UK Limited: The details are as under:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No</th> <th style="width: 60%;">Nature of Transactions¹</th> <th style="width: 30%;">FY 2025-26 (INR in million)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Sale of goods</td> <td style="text-align: right;">576.36</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Sale of Services</td> <td style="text-align: right;">21.62</td> </tr> <tr> <td style="text-align: center;">3</td> <td>Other transactions</td> <td></td> </tr> <tr> <td style="text-align: center;">a</td> <td>Reimbursement charged to related party</td> <td style="text-align: right;">50.90</td> </tr> <tr> <td></td> <td>Total</td> <td style="text-align: right;">648.88</td> </tr> </tbody> </table> <p>No Transaction with Mars Food US LLC during the FY 2025-26</p>	S. No	Nature of Transactions ¹	FY 2025-26 (INR in millions)	1	Sale of goods	1516.91	2	Other transactions		A	Reimbursement charged to RP	78.29	B	Reimbursement charged by related party	0.64		Total	1595.84	S. No	Nature of Transactions ¹	FY 2025-26 (INR in million)	1	Sale of goods	576.36	2	Sale of Services	21.62	3	Other transactions		a	Reimbursement charged to related party	50.90		Total	648.88
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Tasty Bite Eatables Limited

2	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.	The information provided as above in point no. 1, the information provided for the Year ended on 31 st March, 2026. The total transaction value with the above related parties INR 2244.72 million.
3	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.	None

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

S. No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	PBI: INR 3000 million Mars Food UK: INR 2000 million Mars Food US LLC: INR 3000 million
2	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?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	PBI: 54.68% Mars Food UK: 36.45% Mars Food US LLC: 54.68% This is based on FY 25-26 transactions.
4	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)	Not applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year, if available.	Not Available



Tasty Bite Eatables Limited

6	<p>Financial performance of the related party for the immediately preceding financial year:</p>	<p>Preferred Brand International Inc</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Particulars</th> <th style="width: 35%;">Amount USD'000</th> <th style="width: 35%;">Amount in INR Million</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">58,006</td> <td style="text-align: right;">5,208</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">728</td> <td style="text-align: right;">65</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">-49,755</td> <td style="text-align: right;">-4,467</td> </tr> <tr> <td colspan="3">Mid-market conversion rate as on 27-12-2025</td> </tr> </tbody> </table> <p>PBI is US based company that follows the calendar year basis reporting, the amount is based on calendar year 2025.</p> <p>Mars Food UK Limited</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Particulars</th> <th style="width: 35%;">Amount GBP'000</th> <th style="width: 35%;">Amount in INR Million</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">1,96,358</td> <td style="text-align: right;">21,083</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">19,186</td> <td style="text-align: right;">2,060</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">1,30,133</td> <td style="text-align: right;">13,972</td> </tr> <tr> <td colspan="3">Mid-market conversion rate as on 29-12-2024</td> </tr> </tbody> </table> <p>Mars Food UK the number is based on latest audited records.</p> <p>Mars Food US LLC</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Particulars</th> <th style="width: 35%;">Amount USD'000</th> <th style="width: 35%;">Amount in INR Million</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">4,27,959</td> <td style="text-align: right;">38,422</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">57,550</td> <td style="text-align: right;">5,167</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">6,49,142</td> <td style="text-align: right;">58,280</td> </tr> <tr> <td colspan="3">Mid-market conversion rate as on 27-12-2025</td> </tr> </tbody> </table> <p>Mars Food US LLC is US based company that follow the calendar year basis reporting, the amount is based on calendar year 2025.</p>	Particulars	Amount USD'000	Amount in INR Million	Turnover	58,006	5,208	Profit After Tax	728	65	Net worth	-49,755	-4,467	Mid-market conversion rate as on 27-12-2025			Particulars	Amount GBP'000	Amount in INR Million	Turnover	1,96,358	21,083	Profit After Tax	19,186	2,060	Net worth	1,30,133	13,972	Mid-market conversion rate as on 29-12-2024			Particulars	Amount USD'000	Amount in INR Million	Turnover	4,27,959	38,422	Profit After Tax	57,550	5,167	Net worth	6,49,142	58,280	Mid-market conversion rate as on 27-12-2025		
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Tasty Bite Eatables Limited

A(5). Basic details of the proposed transaction

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1	Specific type of the proposed transaction	<p>Details are as under:</p> <p>Preferred Brand International Inc</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">S. No</th> <th style="text-align: center;">Nature of Transactions¹</th> <th style="text-align: center;">FY 2026-27 (INR in millions)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Sale of goods</td> <td style="text-align: center;">2750</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Other transactions</td> <td></td> </tr> <tr> <td style="text-align: center;">A</td> <td>Reimbursement charged to RP</td> <td style="text-align: center;">200</td> </tr> <tr> <td style="text-align: center;">B</td> <td>Reimbursement charged by related party</td> <td style="text-align: center;">50</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total</td> <td style="text-align: center;">3000</td> </tr> </tbody> </table> <p>Mars Food UK:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">S. No</th> <th style="text-align: center;">Nature of Transactions¹</th> <th style="text-align: center;">FY 2026-27 (INR in millions)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Sale of goods</td> <td style="text-align: center;">1700</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Sale of Services</td> <td style="text-align: center;">200</td> </tr> <tr> <td style="text-align: center;">3</td> <td>Other transactions</td> <td></td> </tr> <tr> <td style="text-align: center;">a</td> <td>Reimbursement charged to related party</td> <td style="text-align: center;">100</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total</td> <td style="text-align: center;">2000</td> </tr> </tbody> </table> <p>Mars Food US LLC:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">S. No</th> <th style="text-align: center;">Nature of Transactions¹</th> <th style="text-align: center;">FY 2025-26 (INR in million)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Sale of goods</td> <td style="text-align: center;">2750</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Other transactions</td> <td></td> </tr> <tr> <td style="text-align: center;">a</td> <td>Reimbursement charged to RP</td> <td style="text-align: center;">200</td> </tr> <tr> <td style="text-align: center;">b</td> <td>Reimbursement charged by related party</td> <td style="text-align: center;">50</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total</td> <td style="text-align: center;">3000</td> </tr> </tbody> </table>	S. No	Nature of Transactions ¹	FY 2026-27 (INR in millions)	1	Sale of goods	2750	2	Other transactions		A	Reimbursement charged to RP	200	B	Reimbursement charged by related party	50	Total		3000	S. No	Nature of Transactions ¹	FY 2026-27 (INR in millions)	1	Sale of goods	1700	2	Sale of Services	200	3	Other transactions		a	Reimbursement charged to related party	100	Total		2000	S. No	Nature of Transactions ¹	FY 2025-26 (INR in million)	1	Sale of goods	2750	2	Other transactions		a	Reimbursement charged to RP	200	b	Reimbursement charged by related party	50	Total		3000
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2	Details of each type of the proposed transaction	<p>Preferred Brands International Inc.</p> <ul style="list-style-type: none"> • Sale of goods <p>Sale of ready-to-eat products to PBI And the expenses charges to Related Party freight Charges and by the Related party with respect to travel and courier expenses.</p>																																																						



Tasty Bite Eatables Limited

		<p>Mars Food UK Limited</p> <ul style="list-style-type: none">• Sale of goods <p>Sale of ready-to-eat products to Mars Food UK</p> <ul style="list-style-type: none">• Sale of Services <p><i>Research & Development Charges</i></p> <p>and the expenses charges to Related Party freight Charges</p> <p>Mars Food US LLC</p> <ul style="list-style-type: none">• Sale of goods <p>Sale of ready-to-eat products to Mars Food US LLC</p> <p><i>Other Transactions</i></p> <p>And the expenses charges to Related Party freight Charges and by the Related party with respect to travel and courier expenses</p>
3	Tenure of the proposed transaction	As and when, depending on business requirements for a maximum period of one financial year i.e., FY 2026-27.
4	Whether omnibus approval is being sought?	Yes
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: INR 3000 million with PBI; INR 2000 million with Mars Food UK; INR 3000 million with Mars Food US LLC.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company manufactures ready-to-eat food products and other food products. PBI and Mars entities are marketing/distributing these products. Approximately, 41% of revenue of the Tasty Bite Eatables Limited is generated by this business.



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S. No.	Particulars of the information	Information provided by the management
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 a. Name of the director / KMP 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. 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 approved the proposed RPTs transaction based on fairness opinion by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that same are at arm's length.
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 Preferred Brand Internation Inc , Mars Food UK Limited and Mars Food US LLC:

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.



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2	Basis of determination of price.	<p>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.</p> <p>The pricing of these related party transactions are determined as under:</p> <ul style="list-style-type: none"> • Sale of goods <p>The Company's mark-up from the transaction under consideration falls within the arm's length range of operating margins observed in comparable companies. Accordingly, it is consistent with the arm's length principle as determined using the Transactional Net Margin Method ('TNMM').</p> <p>Sale of Services</p> <p>The Company's mark-up from the transaction under consideration falls within the arm's length range of operating margins observed in comparable companies. Accordingly, it is consistent with the arm's length principle as determined using the CUP Method (comparable uncontrol price method)</p> <ul style="list-style-type: none"> • Other related party transactions: 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. <p>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.</p>
3	<p>In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p>	<p>Preferred Brand International Inc, Mars Food UK and Mars Food US LLC - 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.</p>
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating	Not applicable



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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 to 3.

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 Independent Directors, after considering the recommendation of the Audit Committee, are of the view that the proposed transactions are in the interest of the Company and its minority shareholders.

Except as mentioned above, none of the directors and key management personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the resolution set out at Item No. 1 to 3 of the accompanying notice.

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 to 3 of the accompanying notice to the members for approval.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

The Company, in the ordinary course of its business, enters into transactions with its related parties, including Mars Food UK Limited (“**Related Party**“), from time to time. Such transactions are undertaken in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations“)

During the financial year 2025–2026, the Company entered certain Related Party Transaction(s) with Mars Food UK Limited in the nature of sale of goods of INR 576.36 million and Sale of services of INR 21.62 million and reimbursement charged to Related party INR 50.90 million, which is in aggregate of INR 648.88 million. These transactions were in the ordinary course of business and on an arm’s length basis. However, due to unexpected demand of recently innovated product range, the aggregate value of such transactions exceeded the materiality threshold and/or the limits approved by the Audit Committee Board under Regulation 23 of the SEBI LODR Regulations.

Name of the Party	Materiality Limit INR in Million	Transaction in FY 25-26 INR in Million
Mars Food UK Limited	554.41	648.88

However, the Company has sought the approval from the shareholder through postal ballot, which has been rejected by the shareholders.



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As required under Regulations 23(4) and 23(8) of the SEBI LODR Regulations, material Related Party Transactions and any subsequent material modifications thereto require prior approval of the shareholders. In the present case, the threshold was exceeded during the year, necessitating post facto approval and ratification by the members.

Refer to explanatory statement of item No. 2, which contain the minimum information to the audit committee, the Committee of the Company has reviewed the aforesaid transactions and noted the deviation. The Audit Committee has also obtained a fairness opinion from a reputed independent external consulting firm, which has confirmed that the pricing and terms of the transactions are consistent with arm's length principles. Based on such review and the supporting documents, the Audit Committee and the Board of Directors of the Company have recommended the ratification of the said transactions to the members. Pursuant to the aforesaid, the members are requested to note that the transaction exceeded the approved threshold. Approval is being sought for shareholder ratification and regularization of the excess transaction value. The Company acknowledges that prior approval could not be obtained before such excess value was transacted.

Members hereby note that the approved threshold for transactions with Mars Food UK Limited was exceeded during FY 2025-26 occurred due to unexpected demand of recently innovated product range.

The relevant details of the material Related Party Transaction(s), as required under the SEBI LODR Regulations and applicable circulars, are provided below:

- **Name of the Related Party:** Mars Food UK Limited
- **Nature of Relationship:** Fellow Subsidiary
- **Nature of Transaction:** Sale of goods/services/reimbursements
- **Aggregate Value of Transaction:** INR 648.88 million
- **Approved Limit (if any):** INR 554.41 million
- **Period of Transaction:** FY 2025-2026
- **Justification for Exceeding Limits:** due to unexpected demand of recently innovated product range in the last quarter, However the Company has proposed this transaction on 13th February 2026 board meeting and move to shareholders for approval through postal ballot, which has rejected by the shareholders.
- **Whether in Ordinary Course of Business:** Yes
- **Whether at Arm's Length Basis:** Yes

The Company has since strengthened its internal monitoring mechanisms and controls to ensure enhanced oversight and compliance with the approved limits for Related Party Transactions. In accordance with the Listing Regulations, all related parties shall abstain from voting on the resolution set out at Item No. 4, irrespective of whether they are parties to the particular transaction or not.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the members.

None of the directors, key managerial personnel of the Company or their relatives, except to the extent of their shareholding interest, if any, in the Company and their relationship with the related party, is concerned or interested, financially or otherwise, in the resolution.



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Item No. 5:

The Members are hereby informed that Mr. Rahul Bhatnagar has been appointed as the Chairman of the Company with effect from April 1, 2026.

In consideration of the significant responsibilities, duties, and obligations entrusted to him as a Non-Executive Independent Director and Chairman, it is proposed to revise his remuneration, subject to the approval of the Members.

The Nomination and Remuneration Committee at its meeting recommended revision in his remuneration/ commission from INR 10,00,000 to INR 20,00,000 per annum, payable on a quarterly basis, along with sitting fees for attending Board and Committee meetings, irrespective of the adequacy of profits or in case of loss incurred by the Company.

The said recommendation was subsequently approved by the Board of Directors at its meeting held on May 29, 2026, subject to the approval of the Members by way of a Special Resolution.

Further, in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members shall be obtained for payment of remuneration for each financial year, if applicable.

Key Terms and Conditions of Remuneration

1. Remuneration/Commission

- INR 20,00,000 (Rupees Twenty Lakhs only) per annum, payable on a quarterly basis, effective from June 1, 2026.

2. Sitting Fees

- Sitting fees for attending meetings of the Board or Committees thereof, as may be approved by the Board from time to time.

3. Other Terms and Benefits

- Reimbursement of all reasonable and properly documented expenses incurred in the performance of his duties and for attending Board and Committee meetings.

This statement may also be regarded as an abstract of terms and conditions of remuneration in accordance with the provisions of the Companies Act, 2013, and as a disclosure under Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India.

Except Mr. Rahul Bhatnagar, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution for approval of the Members.

GENERAL INFORMATION

1. Nature of industry: Prepared food consisting Ready - to - Eat, Formed Frozen Product and specialty Sauces.
2. Commencement of commercial production: 1987
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



Tasty Bite Eatables Limited

Financial performance of the Company in previous 2 financial years:	(INR in Million)	
Highlights	FY 25-26	FY 24-25
Revenue from operations	5486.55	5544.05
Profit before tax	475.49	343.95
Profit after tax	353.02	256.08

Foreign investment and collaboration if any :

The shareholding of Non – Resident Investors as on 31 March 2026 is 3583 shares (0.04%), Foreign Promoter holds 300 shares (0.01%) and Foreign Portfolio Investors hold 94091 shares (3.67%).

INFORMATION ABOUT MR. RAHUL BHATNAGAR:

1. Background and details as per Schedule V of the Companies Act, 2013, Secretarial Standard 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118 (10) of the Companies Act, 2013, as applicable and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Mr. Rahul Bhatnagar
DIN	07268064
Date of Birth & Age	29 March 1958, 68 years
Date of Appointment	17th January 2025
Background details/Nature of expertise in specific functional area/Brief Resume	Mr. Rahul Bhatnagar is a Chartered Accountant and MBA from Wharton. He is a seasoned executive and accomplished board member with over four decades of experience across diverse industries, including FMCG, telecommunications, consulting, insurance, and real estate. He has held senior leadership roles in global organizations such as Bharti Enterprises, PepsiCo, and Seagram, where he drove significant business transformation and growth initiatives.
Nature of expertise in specific functional	In his most recent role as Managing Director and CFO at Bharti Enterprises, Mr. Bhatnagar led a portfolio generating \$1.2 billion in revenue, spanning multiple industries and engagement models. His boardroom expertise includes serving as Chair and Audit Committee member for prominent organizations i.e Whirlpool India Limited, Sanofi India Limited, TBO Tek Limited and Rossell India Limited.

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Website : www.tastybite.co.in, CIN : L15419PN1985PLC037347



Tasty Bite Eatables Limited

Disclosure of relationship between directors inter-se	Mr. Rahul Bhatnagar is not related to any Director(s) of the Company as defined under the provisions of Section 2(77) of Companies Act, 2013.
Directorship in other listed companies	Mr. Rahul Bhatnagar is director in below mentioned listed entities: 1. Sanofi India Limited 2. Tbo Tek Limited 3. Whirlpool of India Limited 4. Rossell India Limited
Chairmanship/ Membership of Committees of above-mentioned Companies	Sanofi India Limited : Chairmanship: Audit Committee, Stakeholder Relationship Committee Membership: Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee Tbo Tek Limited: Chairmanship: Audit Committee Membership: Risk Management Committee and CSR Committee Whirlpool of India Limited: Chairmanship: Audit Committee Membership: Nomination and remuneration committee, Corporate Social Responsibility Committee Rossell India Limited Chairmanship: Audit Committee Membership: Nomination and remuneration committee, Risk Management Committee, Corporate Social Responsibility Committee
Shareholding in the Company	N/A
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Rahul Bhatnagar is comparable to that drawn by the Director peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business. In order to compensate with increased responsibility, it is proposed to remunerate the Managing Director with appropriate remuneration.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	N/A
Past Remuneration / Remuneration last Drawn	2.67 Million including sitting fees
Proposed Remuneration	INR 20 Lakh per annum and sitting fees as approved by the board.
Recognitions or awards	NA
Job Profile and Suitability	Mr. Rahul Bhatnagar is a Chartered Accountant and MBA from Wharton. He



Tasty Bite Eatables Limited

	is a seasoned executive and accomplished board member with over four decades of experience across diverse industries, including FMCG, telecommunications, consulting, insurance, and real estate.
Number of meetings of the Board of Directors attended during the year	4
Listed entities from which Mr. Rahul Bhatnagar has resigned in the past three years	Nil

III. OTHER INFORMATION:

1. Reasons for loss or inadequate profits:

The Company has not incurred losses and has made profits over the past many years. However, this is an enabling provision in the event that the proposed remuneration was to breach the limit set under the Act.

2. Steps taken or proposed to be taken for improvement:

Our consumer business is on a growth path. Food Service Business in India has been growing consistently over last 10 consecutive quarters. There are also strong expansion plans in HoReCa distribution channel apart from Retail Launch with Cheffin in 2025. All these measures put us in strong position to grow our topline and value creation for the shareholders.

3. Expected increase in productivity and profits in measurable terms:

The measures taken as per point 2 above should result in consistent growth journey, with coupled with strong Value Leadership initiatives should result in consistent margin expansions in the future.

The Board recommends Resolutions as set out at Item no. 5 of this Notice for approval of the Members as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their respective relatives, are concerned or interested in the Resolutions set out at Item no. 5 except Mr. Rahul Bhatnagar.

DISCLOSURES: The Board of Directors recommends the resolutions for approval of the members. None of the other Directors and Key Managerial Personnel or their relatives 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 Managerial Personnel pursuant to Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of
Tasty Bite Eatables Limited

[Vimal Tank]
Company Secretary

Place : Pune

Dated : 29th May, 2026