



Tasty Bite Eatables Limited

TBEL/SE/2025-26
04 April 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.

- Approval of Material To Consider And Approve Material Related Party Transactions Under Regulation 23 of SEBI (LODR) Regulations, 2015 Between The Company And Preferred Brands International, Inc. And Mars Food UK For The Financial Year 2026-27
- To revise terms of payment of remuneration to Mr. Dilen Gandhi (DIN: 10298654) Managing Director of the Company
- To revise terms of payment of remuneration to Mr. Shashank Shekhar (DIN: 10942818), Whole Time Director of the Company
- To Approve the remuneration of Mr. Pradeep Poddar (DIN: 00025199) Non-executive, Independent Director of the Company
- Authorization for Continuing Transactions with Mars Food UK.

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, 27 March 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 Sunday, 05 April 2026, at 9.00 a.m. (IST) and will end on Monday, 04 May 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

CIN: L15419PN1985PLC037347

Registered office: 201/202, Mayfair Tower, Wakdevadi, Shivajinagar, Pune 411 005

Tel: +91 20 3021 6000 / 25531105, **Fax:** +91 20 3021 6048

E-mail: secretarial@tastybite.com, **Website:** www.tastybite.co.in

NOTICE OF POSTAL BALLOT

Notice is hereby given to Members of Tasty Bite Eatables Limited ("the Company") pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time ("Companies Rules") read with the General Circular Nos. Nos. 09/2024 dated September 19, 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 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), and 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, ("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 is 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 Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the 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/ 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 of the Companies (Management and Administration) Rules, Regulation 44 of the SEBI 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, 27th March, 2026 ('Cut-off date') 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 Sunday, April 5, 2026 and not later than 5:00 p.m. (IST) on Monday, May 4, 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. Item No. 1: To Consider And Approve Material Related Party Transactions Under Regulation 23 of SEBI (LODR) Regulations, 2015 Between The Company And Preferred Brands International, Inc. And Mars Food UK 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 the provisions of Section 188 of Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, including any statutory modification(s), amendment(s) or any re-enactment, modification, amendment thereof, basis the approval and recommendation of the Audit Committee, and approval of Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to material related party transaction(s)/ arrangement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) proposed to be entered into between the Company and: (a) Preferred Brands International, Inc. (“PBI”) (holding company of the Company), and (b) Mars Food UK (“Mars UK”) in terms of the table below, for the financial year 2026-27:

Name of Related Party	Nature of Transaction	Approval Limit (INR in Million)
Preferred Brands International Inc.	Export sales and expenses incurred for and behalf of PBI for such sales	3000
Mars Food UK	Sale of goods and services including reimbursement charged to RP	750

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 of Directors be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit, and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions as may be required to give effect to this resolution.”

Item No. 2: To revise terms of payment of remuneration to Mr. Dilen Gandhi (DIN: 10298654) Managing Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board"), consent of the members of the Company be and is hereby accorded to the revision in the payment of remuneration payable to Mr. Dilen Gandhi (DIN: 10298654), Managing Director of the Company with effect from 01 April, 2026, on the terms and conditions including remuneration, as set in the explanatory statement, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits as mentioned in this resolution, explanatory statement and as specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re - enactment(s) thereof.

Sr. No.	Particulars	Amount In INR (Per Annum)
1	Basic Salary	1,27,38,168 /-
2	House Rent Allowance/RFHA	63,69,084 /-
3	City Allowance	76,21,208 /-
4	LTA	50,000 /-
5	Gratuity	6,12,706 /-
6	Provident Fund	15,28,580/-
7	Short Term Incentive	2,12,30,281/-
8	Total Cost to Company	5,01,50,027/-
9	One time Merit Award	2% of Base pay (Rs. 5,66,141)
Encashment of leave as per rules of the company		

Other Conditions	<ul style="list-style-type: none"> • Employee contribution to provident Fund will be deducted from payroll in compliance with the Employees’ Provident Funds & Miscellaneous Provisions Act, 1952. • Payment of gratuity will be as per Company policy on payment of gratuity. • Medical Insurance for Self and dependents as per Company policy. • Group Accident Policy for Self as per Company policy.
------------------	---

RESOLVED FURTHER THAT subject to other applicable provisions, the aforesaid remuneration be considered as the minimum remuneration, notwithstanding that the Company may make losses or inadequate profits during the tenure of Mr. Dilen Gandhi as a Managing Director of the Company.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Dilen Gandhi, Managing Director in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee of Directors) of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary and delegate the authority to file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things and take such steps and actions as may be considered necessary and appropriate to give effect to and to implement this Resolution.”

Item No. 3: To revise terms of payment of remuneration to Mr. Shashank Shekhar (DIN: 10942818) Whole Time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”), consent of the members of the Company be and is hereby accorded to the revision in the payment of remuneration

payable to Mr. Shashank Shekhar (DIN: 10942818), Whole Time Director of the Company with effect from 01 April, 2026, on the terms and conditions including remuneration, as set in the explanatory statement, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits as mentioned in this resolution, explanatory statement and as specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re - enactment(s) thereof.

Sr.No.	Particulars	Amount In INR (Per Annum)
1	Basic Salary	65,62,500
2	House Rent Allowance/RFHA	26,25,000
3	City Allowance	34,22,222
4	Gratuity	3,15,505
5	Provident Fund	7,87,500
6	Variable Pay	46,89,028
8	Total Cost to Company	1,84,01,755
Encashment of leave as per rules of the company		
Other Conditions	<ul style="list-style-type: none"> • Employee contribution to provident Fund will be deducted from payroll in compliance with the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. • Payment of gratuity will be as per Company policy on payment of gratuity. • Medical Insurance for Self and dependents as per Company policy. • Group Accident Policy for Self as per Company policy 	

RESOLVED FURTHER THAT subject to other applicable provisions, the aforesaid remuneration be considered as the minimum remuneration, notwithstanding that the Company may make losses or inadequate profits during the tenure of Mr. Shashank Shekhar, Whole Time Director of the Company.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Shashank Shekhar, Whole Time Director in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee of Directors) of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary and delegate the authority to file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and

to do all such acts, deeds, matters and things and take such steps and actions as may be considered necessary and appropriate to give effect to and to implement this Resolution.”

Item No. 4: To Approve the remuneration of Mr. Pradeep Poddar (DIN: 00025199) as chairman, 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 and such other applicable provisions as may be applicable of the Companies Act, 2013, and Rules framed thereunder, and Regulation 17(6)(ca) 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 for payment of remuneration of INR 48,00,000 (Rupees Forty Eight Lakhs) per annum in proportionate basis till 31st March, 2026.

RESOLVED FURTHER THAT notwithstanding that the Company may make losses or have inadequate profits in any financial year during the tenure of Mr. Pradeep Poddar, the remuneration as approved above shall be payable to him in accordance with applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

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.”

Item No. 5: Authorization for Continuing Transactions with Mars Food UK for FY 2025–2026.

RESOLVED THAT pursuant to Regulation 23(4) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), Section 188 of the Companies Act, 2013 read with applicable rules, and such other rules, regulations, circulars or guidelines issued thereunder, the consent of the Members be and is hereby accorded for entering into and/or continuing Related Party Transaction(s) (“RPTs”) with Mars Food UK during the financial year 2025–2026, for an aggregate maximum value not exceeding INR 750 Million, as detailed in the Explanatory Statement, which shall be undertaken in the ordinary course of business and on an arm’s length basis.

RESOLVED FURTHER THAT the Members note that the Board had approved RPTs with Mars Food UK in March 2025, which were within the existing limits. Subsequent compliance review in February 2026 has identified that anticipated transactions with Mars Food UK for the remainder of FY 2025–26 may qualify as material RPTs under Regulation 23 of the SEBI LODR Regulations. Accordingly, the Members hereby approve entering into and/or continuing such RPTs for the remainder

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit, and to take all such steps as may be required in this connection including

finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions as may be required to give effect to this resolution.”

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, 27th March 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. 11 & Note No. 16(B).
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, 27th March 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.
9. 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, 27th March 2026, being the cut-off date fixed for the purpose.
10. The voting period will commence from Sunday, 5th April 2026, IST at 9.00 a.m. and end on day, Monday 4th May 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.
11. 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.

12. 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 6th May 2026. The Resolution if passed by requisite majority shall be deemed to have been passed on 4th May, 2026 being the last date specified by the Company for e-voting.
13. The declared results along with the report of the scrutinizer shall be available to BSE and NSE.
14. 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>.
15. 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.
16. The instructions for Members for e-voting are:

(A) In case a member receives an email from KFin:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password as mentioned in email).
 - In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number.
 - In case of Demat account, User ID will be your DP ID followed by Client ID.
 - However, if you are already registered with KFin for E-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not

share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT of TASTY BITE EATABLES LTD "
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Friday, 27th March 2026 under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/ demat accounts shall follow the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, i.e. Sunday 5th April, 2026 to Monday 4th May 2026 members can login any number of times till they have voted on the resolution(s).
- xii. Corporate/ Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email vineet.pareek@pvrcs.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Tasty Bite Eatables Limited Event No."

(B) In case of members who have not registered their email address with the Company/ Depository Participant(s):

In terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Members holding shares in physical form:

Members holding shares in physical mode, who have not registered/ updated their email addresses with the RTA, are requested to register/ writing to the RTA with details of folio number and attaching a self-attested copy of PAN card at einward.ris@kfintech.com.

Members holding shares in electronic mode

Members are required to register their e-mail address with their respective Depository Participant "DPs" to receive all communications from the Company electronically.

After due verification, KFIN will forward your login credentials to your registered email address.

After registration of e-mail address members would be required to follow steps 16 (A) (i) to (xii).

Registration of email id for shareholders holding shares in physical form: For registering the Bank account details/ Mobile Number/ Email ID/ PAN, please visit the RTA's website: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>, download the ISR-1, ISR-2 and SH-13, as applicable, and send the duly executed physical documents with the supporting to the RTA. If the shares are held in electronic mode, request you to contact your respective depository participants and update the KYC details.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self- attested copy of PAN or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable the Company to issue the Notice of the Postal Ballot and the e-voting instructions along with the User ID and Password, through electronic mode.

However, Members holding shares in electronic form, will have to register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1800 3094 001.

2. Information and Instructions for Remote e-voting by Individual Shareholders holding shares of the Company in Demat Mode:

As per the SEBI circular dated 9 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
1. User already registered for IDeAS facility:	1. Existing user who have opted for Easi / Easiest I. Type in the browser/ click on the following URL:

<p>I. Type in the browser/ click on the following URL: https://eservices.nSDL.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”</p> <p>IV. 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 remote e-voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register, type in browser/ click on link: https://eservices.nSDL.com</p> <p>II. Select “Register Online for IDeAS”</p> <p>III. Proceed with completing the required fields.</p> <p>IV. After registration, please follow steps given above to cast your vote.</p> <p>3. By visiting the e-voting website of NSDL</p> <p>I. Type in the browser/ click on the following URL: https://www.evoting.nSDL.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. On the login page, enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>V. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>	<p>https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-voting page without any further authentication.</p> <p>V. Click on e-voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. To register, type in browser/ click on link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. After registration, please follow steps given above to cast your vote.</p> <p>3. By visiting the e-voting website of CDSL</p> <p>I. Type in the browser/ click on the following URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective e-voting service provider where the e- Voting is in progress.</p>
---	--

Login method for remote e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode is given below:

Members whose email IDs are registered with the Company/ Depository Participants (s), 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 following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7146, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the event number for Tasty Bite Eatable Limited and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
-

Individual Shareholders (holding securities in demat mode) login through their demat accounts/ website of depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options available on the websites of Depositories/ Depository Participants.

Members facing any technical issue – NSDL

Members facing any technical issue – CDSL

Members facing any technical issue in login can 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

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

3. In case of any query and/ or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact Mr. Sankara Gokavarapu, Manager (Unit: Tasty Bite Eatables Limited), KFin Technologies Limited, Karvy Selenium Building, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Tel. No.: +91 40 6716 2222; Toll Free No.:1800 309 4001; Fax No.: +91 40 2300 1153; E-mail: einward.ris@kfintech.com for any further clarifications.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the e-voting instructions mentioned elsewhere in the Notice. Further, members can also use the OTP based login for logging into the e-voting system.



Tasty Bite Eatables Limited

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

Place: Pune
Date: 13 February 2026

By Order of the Board of Directors
Tasty Bite Eatables Limited

Vimal Tank
Company Secretary
Membership No. A22370

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

Item No. 01

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, all Material Related Party Transactions ('RPTs') and subsequent material modifications thereto, for an aggregate value exceeding ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, 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	Export sales and expenses incurred for and on behalf of PBI for such sales	3000
Mars food UK	Export sales and expenses incurred on behalf of Mars Food UK	750

PBI, the holding company of the Company is primarily engaged in marketing & 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 up to INR 3000 Million, which is a material related party transaction, and hence, approval of the shareholders is being sought.

Mars Food UK is company ultimately held by Mars, Incorporated (the ultimate holding company of the Company). The proposed transaction value with Mars food UK for FY 2026-27 is equivalent of up to INR 750 Million which is material related party transactions, 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 SEBI and the proposed material modification(s) thereto, are as follows:

The Minimum Information placed at the Audit Committee for approval (Including ratification) of RPTs is as following:

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 (PBI)	Mars Food UK Limited
2	Country of incorporation of the related party	PBI-USA	Mars Food UK -UK
3	Nature of business of the related party	Preferred Brands International (PBI) is a food manufacturing and marketing company based in Stamford, Connecticut. The company specializes in producing Tasty Bite, which is the	Mars Food UK is part of the global, family-owned company Mars, Incorporated, operating under its Mars Food & Nutrition segment. The business focuses on making nutritious, convenient and sustainably produced food products for consumers in the UK and worldwide.

		largest selling brand of ready-to-eat Indian food in the U.S. PBI focuses on creating all-natural, ready-to-eat ethnic food products, including entrees, sauces, and grains, catering to a diverse range of consumers.	
--	--	--	--

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

S. No.	Particulars of the information	Information provided by the management	
1	<p>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:</p> <ul style="list-style-type: none"> • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>PBI is subsidiary of Mars INC which is ultimate parent company of the listed entity which is related party.</p> <p>Nil</p> <p>74.23%</p>	<p>Mars Food Uk is subsidiary of Mars INC which is ultimate parent company of the listed entity which is related party.</p> <p>Nil</p> <p>74.23%</p>

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>PBI – The details are as under:</p> <table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions¹</th> <th>FY 2024-25 (INR in Millions)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of goods</td> <td>2,539.30</td> </tr> <tr> <td>2</td> <td>Other transactions</td> <td></td> </tr> <tr> <td>A</td> <td>Reimbursement charged to RP</td> <td>45.17</td> </tr> <tr> <td>B</td> <td>Reimbursement charged by RP</td> <td>0.95</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table> <p>Mars Food UK-The details are as under:</p> <table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions¹</th> <th>FY 2024-25 (INR in Millions)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of goods</td> <td>231.83</td> </tr> <tr> <td>2</td> <td>Sale of Services</td> <td>25.70</td> </tr> <tr> <td>3</td> <td>Other transactions</td> <td></td> </tr> <tr> <td>a</td> <td>Reimbursement charged to RP</td> <td>3.92</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>	S. No	Nature of Transactions ¹	FY 2024-25 (INR in Millions)	1	Sale of goods	2,539.30	2	Other transactions		A	Reimbursement charged to RP	45.17	B	Reimbursement charged by RP	0.95				S. No	Nature of Transactions ¹	FY 2024-25 (INR in Millions)	1	Sale of goods	231.83	2	Sale of Services	25.70	3	Other transactions		a	Reimbursement charged to RP	3.92			
S. No	Nature of Transactions ¹	FY 2024-25 (INR in Millions)																																				
1	Sale of goods	2,539.30																																				
2	Other transactions																																					
A	Reimbursement charged to RP	45.17																																				
B	Reimbursement charged by RP	0.95																																				
S. No	Nature of Transactions ¹	FY 2024-25 (INR in Millions)																																				
1	Sale of goods	231.83																																				
2	Sale of Services	25.70																																				
3	Other transactions																																					
a	Reimbursement charged to RP	3.92																																				
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.	<p>Basis the omnibus approved limits, the Company during the current FY 2025-26 (up to December 31, 2025) the details given below.</p> <p>Preferred Brand International :</p> <table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions¹</th> <th>FY 2025-26 upto 31 Dec 2025 (INR in Millions)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of goods</td> <td>1131</td> </tr> <tr> <td>2</td> <td>Other transactions</td> <td></td> </tr> <tr> <td>a</td> <td>Reimbursement charged to RP</td> <td>54.83</td> </tr> <tr> <td>b</td> <td>Reimbursement charged by RP</td> <td>0.64</td> </tr> </tbody> </table> <p>Mars Food UK:</p>	S. No	Nature of Transactions ¹	FY 2025-26 upto 31 Dec 2025 (INR in Millions)	1	Sale of goods	1131	2	Other transactions		a	Reimbursement charged to RP	54.83	b	Reimbursement charged by RP	0.64																					
S. No	Nature of Transactions ¹	FY 2025-26 upto 31 Dec 2025 (INR in Millions)																																				
1	Sale of goods	1131																																				
2	Other transactions																																					
a	Reimbursement charged to RP	54.83																																				
b	Reimbursement charged by RP	0.64																																				

		<table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions¹</th> <th>FY 2025-26 upto 31 Dec 2025 (INR in Millions)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of goods</td> <td>451.85</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 RP</td> <td>40.77</td> </tr> </tbody> </table>	S. No	Nature of Transactions ¹	FY 2025-26 upto 31 Dec 2025 (INR in Millions)	1	Sale of goods	451.85	2	Sale of Services	21.62	3	Other transactions		a	Reimbursement charged to RP	40.77
S. No	Nature of Transactions ¹	FY 2025-26 upto 31 Dec 2025 (INR in Millions)															
1	Sale of goods	451.85															
2	Sale of Services	21.62															
3	Other transactions																
a	Reimbursement charged to RP	40.77															
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 750 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-54.15% Mars Food UK- 13.54%
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.	PBI-45% UK-3.56%																
6	Financial performance of the related party for the immediately preceding financial year:	<p>Details are as under:</p> <p>PBI :</p> <table border="1" data-bbox="922 459 1477 680"> <thead> <tr> <th>Particular</th> <th>Amount (INR in Millions)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>6645</td> </tr> <tr> <td>Profit After Tax</td> <td>629</td> </tr> <tr> <td>Net worth</td> <td>11136</td> </tr> </tbody> </table> <p>PBI is US based company follow the CY basis reporting, the amount is based on CY 2025.</p> <p>Mars Food UK :</p> <table border="1" data-bbox="922 882 1477 1104"> <thead> <tr> <th>Particular</th> <th>Amount (INR in Millions)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>21083</td> </tr> <tr> <td>Profit After Tax</td> <td>2060</td> </tr> <tr> <td>Net worth</td> <td>13972</td> </tr> </tbody> </table> <p>MARS food UK the number is based on latest audited records.</p>	Particular	Amount (INR in Millions)	Turnover	6645	Profit After Tax	629	Net worth	11136	Particular	Amount (INR in Millions)	Turnover	21083	Profit After Tax	2060	Net worth	13972
Particular	Amount (INR in Millions)																	
Turnover	6645																	
Profit After Tax	629																	
Net worth	11136																	
Particular	Amount (INR in Millions)																	
Turnover	21083																	
Profit After Tax	2060																	
Net worth	13972																	

A(5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management																											
1	Specific type of the proposed transaction	<p>Details are as under:</p> <p>PBI :</p> <table border="1" data-bbox="762 506 1410 786"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions¹</th> <th>Amount Up to (INR in Million)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of goods</td> <td>3000</td> </tr> <tr> <td>2</td> <td>Expenses Charge to RP</td> <td>50</td> </tr> <tr> <td>3</td> <td>Expenses charge by RP</td> <td>50</td> </tr> </tbody> </table> <p>Mars Food UK-</p> <table border="1" data-bbox="775 911 1444 1200"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions</th> <th>Amount Up to (INR in Million)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of goods</td> <td>750</td> </tr> <tr> <td>2</td> <td>Sale of Services</td> <td>100</td> </tr> <tr> <td>3</td> <td>Other transactions</td> <td></td> </tr> <tr> <td></td> <td>Reimbursement charged to RP</td> <td>100</td> </tr> </tbody> </table>	S. No	Nature of Transactions ¹	Amount Up to (INR in Million)	1	Sale of goods	3000	2	Expenses Charge to RP	50	3	Expenses charge by RP	50	S. No	Nature of Transactions	Amount Up to (INR in Million)	1	Sale of goods	750	2	Sale of Services	100	3	Other transactions			Reimbursement charged to RP	100
S. No	Nature of Transactions ¹	Amount Up to (INR in Million)																											
1	Sale of goods	3000																											
2	Expenses Charge to RP	50																											
3	Expenses charge by RP	50																											
S. No	Nature of Transactions	Amount Up to (INR in Million)																											
1	Sale of goods	750																											
2	Sale of Services	100																											
3	Other transactions																												
	Reimbursement charged to RP	100																											
2	Details of each type of the proposed transaction	<p>PBI :</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> <p>Mars Food UK:</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>																											

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 -750 Million with Mars Food UK
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p><u>In relation to sale of goods and service related party with MARS FOOD UK LIMITED:</u></p> <p>The Company manufactures ready-to-eat food products and other food products. PBI and Mars entities are marketing/ distributing these products. Approximately, 49.96% of revenue of the Company is generated by RTE business.</p>

S. No.	Particulars of the information	Information provided by the management
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>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.</p>
8	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Owing to the omnibus and routine nature of the proposed transaction being Sale of goods & Service, the valuation report or other external party report is not applicable. Therefore, QR Code/ Weblink is not applicable.</p>
9	<p>Other information relevant for decision making.</p>	<p>None</p>

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	<p>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</p>	<p>Bidding process was unsuitable. 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.</p>

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"> • <i>Sale of goods & services to MARS FOOD UK LIMITED and Preferred Brand International Inc.</i> <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> <ul style="list-style-type: none"> • <i>Other related party transactions with MARS FOOD UK LIMITED</i> <p>The other transactions such as expenses charged to RP are based on legacy contractual agreements (wherever applicable) and are governed by negotiation 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> <p><i>Further, the related party transactions (except sale of goods and Service) with MARS FOOD UK LIMITED, in aggregate value, are immaterial or insignificant in nature.</i></p> <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>PBI & 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.</p>
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating	Not applicable

The said transaction, may become material RPT, requires 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

Item No. 02

Mr. Dilen Gandhi was appointed as Managing Director w.e.f. 01 September 2023 (approved by the Board in its Meeting held on 31 August 2023 and by Shareholders via Postal Ballot dated 27 November 2023). Further, considering the contribution of Mr. Dilen Gandhi and the progress made by the Company under his leadership and guidance as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th February, 2026 has approved the revision in remuneration payable to Mr. Dilen Gandhi, Managing Director with effect from 01 April, 2026 as mentioned in the Resolution no. 2 and other conditions in the explanatory statement. Pursuant to Section 197, 198 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Dilen Gandhi as decided by the Board is required to be approved by the members. The terms of remuneration specified in resolution no. 2 is detailed below:

Sr. No.	Particulars	Amount In INR (Per Annum)
1	Basic Salary	1,27,38,168 /-
2	House Rent Allowance/RFHA	63,69,084 /-
3	City Allowance	76,21,208 /-
4	LTA	50,000 /-
5	Gratuity	6,12,706 /-
6	Provident Fund	15,28,580/-
7	Short Term Incentive	2,12,30,281/-
8	Total Cost to Company	5,01,50,027/-
9	One time Merit Award	2% of Base pay (Lum-sum Amt Rs. 5,66,141)
Encashment of leave as per rules of the company		
Other Conditions	<ul style="list-style-type: none"> • Employee contribution to provident Fund will be deducted from payroll in compliance with the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. • Payment of gratuity will be as per Company policy on payment of gratuity. • Medical Insurance for Self and dependents as per Company policy. • Group Accident Policy for Self as per Company policy. 	

None of the other Directors, Key Managerial Personnel of the Company and/or their relatives except Mr. Dilen Gandhi are in any way concerned or interested, financially or otherwise in the said Resolution. The Board recommends the Resolutions at Item no. 2 of the Notice for approval of the Members by means of Special Resolution.

Item No. 03

Mr. Shashank Shekhar was appointed as Whole Time Director w.e.f. 08 February 2025 (approved by the Board in its Meeting held on 07 February 2025 and by Shareholders via Postal Ballot dated 12 April 2025). Further, considering the contribution of Mr. Shashank Shekhar and the progress made by the Company under his leadership and guidance as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th February, 2026 has approved the revision in remuneration payable to Mr. Shashank Shekhar, Whole Time Director with effect from 01 April, 2026 as mentioned in the Resolution no. 3 and other conditions in the explanatory statement. Pursuant to Section 197, 198 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Shashank Shekhar as decided by the Board is required to be approved by the members. The terms of remuneration specified in resolution no. 3 is detailed below:

Sr.No.	Particulars	Amount In INR (Per Annum)
1	Basic Salary	65,62,500
2	House Rent Allowance/RFHA	26,25,000
3	City Allowance	34,22,222
4	Gratuity	3,15,504.81
5	Provident Fund	7,87,500
6	Variable Pay	46,89,028
8	Total Cost to Company	1,84,01,755
Encashment of leave as per rules of the company		
Other Conditions	<ul style="list-style-type: none"> • Employee contribution to provident Fund will be deducted from payroll in compliance with the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. • Payment of gratuity will be as per Company policy on payment of gratuity. • Medical Insurance for Self and dependents as per Company policy. • Group Accident Policy for Self as per Company policy 	

None of the other Directors, Key Managerial Personnel of the Company and/or their relatives except Mr. Shashank Shekhar are in any way concerned or interested, financially or otherwise in the said Resolution. The Board recommends the Resolutions at Item no. 3 of the Notice for approval of the Members by means of Special Resolution.

Item No. 04

The Nomination and Remuneration Committee recommended remuneration of INR 48,00,000 (Rupees Forty-Eight Lakhs) per annum payable on quarterly basis for remaining tenure and sitting fees separately for meetings irrespective of adequacy of the profits or loss of the Company. The recommendation was approved by the Board of Directors at its meeting held on 13 February 2026. The payment of remuneration to Mr. Pradeep Poddar is subject to the approval of Members by way of a Special Resolution. In consideration of the duties and obligations undertaken by the Non-executive, Independent Director herein above, the Company shall pay him the remuneration as per the terms and conditions detailed in this explanatory statement w.e.f 21 December 2025, subject to the approval of shareholders. The following key terms and conditions have been proposed to be applicable to Mr. Pradeep Poddar as Non- executive, Independent Director of the Company:

No.	Particulars	Remarks
1.	Fees / Remuneration	<ul style="list-style-type: none"> INR 48,00,000 (Rupees Forty-Eight lakhs) per annum payable on quarterly basis. Sitting fees for attending the Board or any other Committee meetings as approved by the Board.
2.	Other Benefits & terms of appointment	Reimbursement of expenses for all reasonable documented expenses that may be incurred in performing the role and for attending the meetings of the Board/ Committees thereof.

The Board of Directors recommends the resolution regarding remuneration of Mr. Pradeep Poddar, as Non-Executive Independent Director of the Company, for consideration and approval of the Members of the Company by way of a Special Resolution.

Item No. 05

Pursuant to Regulation 23(4) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), Section 188 of the Companies Act, 2013 read with applicable rules, and such other rules, regulations, circulars or guidelines issued thereunder, the consent of the Members be and is hereby accorded to approve the Related Party Transaction(s) (RPTs) entered into by the Company with Mars Food UK , which, during the course of the financial year 2025-2026 , may exceed the monetary threshold approved by the Board/Audit Committee and thereby may become a material related party transaction requiring shareholders' approval under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Minimum Information placed at the Audit Committee for approval (Including ratification) of RPTs is as following:

A(6). 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 is part of the global, family-owned company Mars, Incorporated, operating under its Mars Food & Nutrition segment. The business focuses on making nutritious, convenient and sustainably produced food products for consumers in the UK and worldwide.
---	---	---

A(7). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1	<p>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:</p> <ul style="list-style-type: none"> • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of Transaction involving the subsidiary). 	<p>Mars Food Uk is subsidiary of Mars INC which is ultimate parent company of the listed entity which is related party.</p> <p style="text-align: center;">Nil</p> <p style="text-align: center;">74.23%</p>

A(8). 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>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: 70%;">Nature of Transactions¹</th> <th style="width: 20%;">FY 2024-25 (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;">231.83</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Sale of Services</td> <td style="text-align: right;">25.70</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 RP</td> <td style="text-align: right;">3.92</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>	S. No	Nature of Transactions ¹	FY 2024-25 (INR in Millions)	1	Sale of goods	231.83	2	Sale of Services	25.70	3	Other transactions		a	Reimbursement charged to RP	3.92						
S. No	Nature of Transactions ¹	FY 2024-25 (INR in Millions)																					
1	Sale of goods	231.83																					
2	Sale of Services	25.70																					
3	Other transactions																						
a	Reimbursement charged to RP	3.92																					

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.	Basis the omnibus approved limits, the Company during the current FY 2025-26 (<i>up to December 31, 2025</i>) has entered into transactions to the tune of INR 514.24 million with Mars Food Uk Ltd.	
		S. No	Nature of Transactions¹
			FY 2025-26 upto 31 Dec 2025 (INR in Millions)
		1	Sale of goods
		2	Sale of Services
3	Other transactions		
a	Reimbursement charged to RP	40.77	
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(9). 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.	INR 750 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	13.54%
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.	3.56%

6	Financial performance of the related party for the immediately preceding financial year:	Details are as under:	
		Particular	Amount (INR in Millions)
		Turnover	21083
		Profit After Tax	2060
		Net worth	13972
		These particulars are provided based on the certified MARS food UK the number is based on latest audited records.	

A(10). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management		
1	Specific type of the proposed transaction	Details are as under:		
		S. No	Nature of Transactions	Amount Up to (INR in Million)
		1	Sale of goods	750 Million
		2	Sale of Service	
		3	Other Transactions	50.00
		a	Reimbursement Charged to RP	50.00
2	Details of each type of the proposed transaction	<ul style="list-style-type: none"> • Sale of goods Sale of ready-to-eat products to Mars Food UK • Sale of Service Research and development service charges paid by Mars Food UK • Other transactions: • Reimbursement charges to RP Freight charges paid by RP 		
3	Tenure of the proposed transaction	As and when, depending on business requirements for a maximum period of one financial year i.e., FY 2025-26.		

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 is INR 750 million which will be valid for one financial year i.e. FY 2025-26.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<u>In relation to sale of goods and service related party with MARS FOOD UK LIMITED:</u> The Company manufactures ready-to-eat food products and other food products. PBI and Mars entities are marketing/ distributing these products. Almost 50% are from the RTE Business.
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 c. Name of the director / KMP d. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Owing to the omnibus and routine nature of the proposed transaction being Sale of goods & Service, the valuation report or other external party report is not applicable. Therefore, QR Code/ Weblink is not applicable.
9	Other information relevant for decision making.	None

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.	As disclosed at Ar. no. 6 of Table A (5) above, bidding process was unsuitable. 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.	<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"> • <i>Sale of goods & services to MARS FOOD UK LIMITED</i> <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> <ul style="list-style-type: none"> • <i>Other related party transactions with MARS FOOD UK LIMITED</i>
---	----------------------------------	--

S. No.	Particulars of the information	Information provided by the management
		<p>The other transactions such as expenses charged to RP are based on legacy contractual agreements (wherever applicable) and are governed by negotiation 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> <p><i>Further, the related party transactions (except sale of goods and Service) with MARS FOOD UK LIMITED, in aggregate value, are immaterial or insignificant in nature.</i></p> <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	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:	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, may become material RPT, requires 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. 5.

Registered office:

201/202, Mayfair Tower,
Wakdewadi, Shivajinagar,
Pune 411 005, India

By Order of the Board of Directors
Tasty Bite Eatables Limited

Place: Pune
Date: 13 February 2026

Vimal Tank
Company Secretary
Membership No. A22370