OFFER OPENING PUBLIC ADVERTISEMENT UNDER REGULATION 18(7) IN TERMS OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF:

TASTY BITE EATABLES LIMITED

Registered Office: 204, Mayfair Towers, Wakdewadi, Shivajinagar, Pune, Maharashtra - 411005
Tel: +91 20 30216000 / 25531105 / 25530801; **Fax:** +91 20 30216035

OPEN OFFER ("OFFER") FOR ACQUISITION OF UP TO 6,61,490 (SIX LAKHS SIXTY ONE THOUSAND FOUR HUNDRED AND NINETY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10 (INDIAN RUPEES TEN) EACH ("EQUITY SHARES"), REPRESENTING 25.78% (TWENTY FIVE POINT SEVEN EIGHT PERCENT) OF THE FULLY DILUTED VOTING EQUITY SHARE CAPITAL OF TASTY BITE EATABLES LIMITED ("TARGET COMPANY"), AS OF THE 10TH WORKING DAY FROM DATE OF CLOSURE OF THE TENDERING PERIOD OF THE OFFER, FROM THE PUBLIC SHAREHOLDERS OF TASTY BITE EATABLES LIMITED ("TARGET COMPANY"), BY KAGOME CO., LTD. ("ACQUIRER") ALONG WITH PREFERRED BRANDS FOODS (INDIA) PRIVATE LIMITED ("PAC"), IN ITS CAPACITY AS THE PERSON ACTING IN CONCERT WITH THE ACQUIRER. SAVE AND EXCEPT FOR THE PAC, NO OTHER PERSON IS ACTING IN CONCERT WITH THE ACQUIRER FOR THE PURPOSE OF THIS OFFER.

This advertisement ("**Pre-Offer Advertisement**") is being issued by ICICI Securities Limited (hereinafter referred to as "**Manager to the Offer**") on behalf of the Acquirer along with the PAC in respect of the Offer to the Eligible Shareholders pursuant to and in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**").

This Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated April 14, 2015, the Detailed Public Statement published on May 22, 2015 ("**DPS**"), the corrigendum published on October 14, 2015 ("**Revised Schedule Corrigendum**"), and the Letter of Offer dated October 15, 2015 ("**LOF**" or "**Letter of Offer**"). Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and the LOF.

The DPS with respect to the Offer was published on May 22, 2015 in the following newspapers:

Newspaper	Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Mumbai Lakshadeep	Marathi	Mumbai edition
Loksatta	Marathi	Pune edition

This Advertisement is being issued in all the newspapers in which the DPS was published.

1. The Offer is being made at a price of INR 662.40 (Indian Rupees Six hundred and sixty two and forty paise) per Equity Share ("**Offer Price**") payable in cash. There has been no revision in the offer price since the offer was made. The maximum consideration payable under this Offer (assuming full acceptance) is INR 43,81,70,976.00 (Indian Rupees forty three crore eighty one lakh seventy thousand nine hundred and seventy six only).
2. A Committee of Independent Directors (hereinafter referred to as "**IDC**") of the Target Company has published its recommendation on October 22, 2015 in which it has opined that Offer Price is in compliance with the requirements of SEBI (SAST) Regulations and hence is fair and reasonable. The IDC's recommendation was published in Financial Express (English - All Editions), Jansatta (Hindi - All Editions), Mumbai Lakshadeep (Marathi - Mumbai Edition) and Loksatta (Marathi - Pune Edition).
3. There has been no competitive bid to this offer.
4. The Letter of offer has been dispatched by Monday, October 19, 2015, to the Eligible Shareholders of the Target Company holding Equity Shares as on the Identified Date i.e. Monday, October 12, 2015.
5. Please note that a copy of the Letter of Offer (including Form of Acceptance cum acknowledgment) is also available on SEBI's website (http://www.sebi.gov.in) during the Tendering Period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the form of acceptance, the application can be made on plain paper along with the following details:
   a. **In case of physical shares:** Name(s) & Address(es) of the First Holder or Joint Holder(s) if any, Number of Equity Shares held, Number of Equity Shares tendered, distinctive numbers, folio number, original Equity Share certificates, valid share transfer deed(s). In case of unregistered shareholders, along with the above document, the original contract note(s) issued by the broker through whom they acquired their Equity Shares would also be required & details of the Acquirers to be kept blank, failing which; the same will be invalid under the Offer.
   b. **In Case of Dematerialized Shares:** Name, Address, Number of Equity shares held, Number of Equity shares tendered, DP Name, DP ID, Beneficiary Account no. and a photocopy or counterfoil of the delivery instructions in "Off-Market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP in favour of Depository Escrow Account.

   The Registrar to the Offer has opened the Depository Escrow Account with Stock Holding Corporation of India Limited called "TBEL OPEN OFFER ESCROW DEMAT ACCOUNT". The Eligible Shareholders are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the Depository Escrow Account:

Depository Participant Name	Stock Holding Corporation of India Limited
DP ID	IN301080
Client ID	22852322
Account Name	TBEL OPEN OFFER ESCROW DEMAT ACCOUNT
Depository	NSDL

   It is the sole responsibility of the Eligible Shareholder to ensure credit of Equity Shares in the Depository Escrow Account, on or before 5 p.m. on November 09, 2015, i.e. Closure of the Tendering Period. The Eligible Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with NSDL. The Form of Acceptance-cum-Acknowledgement in respect of dematerialized Equity Shares not credited to the Depository Escrow Account before the Closure of the Tendering Period is liable to be rejected. For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgement. The Registrar to the Offer is not bound to accept those acceptances for which corresponding Equity Shares have not been credited to the Depository Escrow Account.
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer was submitted to SEBI on May 29, 2015. We have received the final observations in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI vide letter dated October 08, 2015, which have been incorporated in the Letter of Offer.
7. **Details regarding the status of the statutory and other approvals:** To the best of the knowledge of the Acquirer and the PAC, no statutory approvals are required by the Acquirer or the PAC to complete this Offer. However, in case of any statutory approval being required by the Acquirer or the PAC at a later date, this Offer will be subject to such approvals and the Acquirer or the PAC shall make the necessary applications for such approvals.
8. Schedule of Activities:

SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OFFER

Nature of the Activity	Original Schedule	Revised Schedule
Issue of PA	Tuesday, April 14, 2015	Tuesday, April 14, 2015
Publication of the DPS in newspapers	Friday, May 22, 2015	Friday, May 22, 2015
Filing of Draft Letter of Offer with SEBI	Friday, May 29, 2015	Friday, May 29, 2015
Last date for public announcement of a competing offer*	Friday, June 12, 2015	Friday, June 12, 2015
Last date for receipt of comments from SEBI on the Draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager)	Friday, June 19, 2015	Thursday, October 08, 2015@
Identified Date**	Tuesday, June 23, 2015	Monday, October 12, 2015
Last date for dispatch of the Letter of Offer to the Eligible Shareholders	Tuesday, June 30, 2015	Monday, October 19, 2015
Last date for upward revision of the Offer Price and/or the Offer Size	Thursday, July 02, 2015	Wednesday, October 21, 2015
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Eligible Shareholders of the Target Company for this Offer	Friday, July 03, 2015	Friday, October 23, 2015
Publication of advertisement containing announcement of the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers where the DPS was published and notification to SEBI, BSE and the Target Company at its registered office	Monday, July 06, 2015	Monday, October 26, 2015
Commencement of tendering period	Tuesday, July 07, 2015	Tuesday, October 27, 2015
Closure of tendering period	Monday, July 20, 2015	Monday, November 09, 2015
Last date for payment to Eligible Shareholders	Monday, August 03, 2015	Thursday, November 26, 2015
Last date for issue of post-offer advertisement	Monday, August 10, 2015	Thursday, December 03, 2015
Last date for filing of final report with SEBI	Monday, August 10, 2015	Thursday, December 03, 2015

** There is no competing offer.*

*** Date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Eligible Shareholders to whom the Letter of Offer shall be sent. It is clarified that all owners (registered or unregistered) of Equity Shares (except the Acquirer, PAC, parties to the Transaction Document, Manager to the Offer and persons deemed to be acting in concert with each of them) are eligible to participate in this Offer at any time prior to the closure of the Tendering Period.*

@ Actual date of receipt of SEBI Approval.

9. There have been no material changes in relation to the Offer since the date of the PA, save and except as disclosed in the DPS, the Revised Schedule Corrigendum, and the LOF.
10. The Acquirer, PAC and their respective directors accept full responsibility for the information contained in this Pre-Offer Advertisement and also for the obligations of the Acquirer and PAC laid down in the SEBI (SAST) Regulations.
11. This Advertisement is expected to be available on the SEBI website at http://www.sebi.gov.in

ISSUED FOR AND ON BEHALF OF THE ACQUIRER AND THE PAC BY THE MANAGER TO THE OFFER

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SEBI Registration Number: INM000011179

Date : October 24, 2015
Place : Mumbai

PRESSMAN

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