

**Review Report to
The Board of Directors
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)**

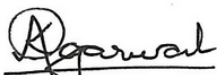
We have reviewed the accompanying statement of unaudited standalone Ind AS financial results of Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited) (the 'Company') for the quarter ended December 31, 2018 and year to date from April 1, 2018 to December 31, 2018. (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulation'), read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular').

The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS) 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015, as amended, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm registration number: 324982E/E300003



Per Abhishek Agarwal
Partner
Membership No.: 112773



Indore
February 5, 2019



Prataap Snacks Limited
(Formerly known as Prataap Snacks Private Limited)
Registered and Corporate Office: Khasra No. 378/2, Nemawar Road,
Near Makrand House, Indore, Madhya Pradesh, 452020, India
Tel: (91 731) 243 9999; Fax: (91 731) 243 7605;
CIN: L15311MP2009PLC021746
E-mail: complianceofficer@yellowdiamond.in, Website : www.yellowdiamond.in
Unaudited Standalone Financial Results for the Quarter and Nine Months Ended 31 December 2018

(INR in lakhs except as stated)

Particulars	Quarter ended			Nine-Months Ended		Year Ended
	31.12.2018	30.09.2018	31.12.2017	31.12.2018	31.12.2017	31.03.2018
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
Sales / Income from operations (refer Note 3 and 6)	26,058.04	27,899.19	25,582.43	80,567.34	73,660.90	99,705.08
Other operating income (refer Note 4)	180.75	136.27	134.14	464.88	522.30	1,453.85
II Other income	266.32	454.85	428.82	1,168.45	661.51	1,065.53
III Total Income (I + II)	26,505.11	28,490.31	26,145.39	82,200.67	74,844.71	1,02,224.46
IV Expenses						
(a) Cost of materials consumed	18,300.20	19,013.52	17,677.77	55,594.31	49,351.40	66,275.60
(b) Purchases of stock-in-trade	165.95	433.90	322.22	951.25	1,060.49	2,146.36
(c) Changes in inventories of finished goods and stock-in-trade	(210.80)	(155.94)	(383.47)	(406.51)	(142.53)	(166.19)
(d) Excise duty on sale of goods (refer Note 6)	-	-	-	-	104.74	104.74
(e) Employee benefits expense	951.23	956.24	893.10	2,859.12	2,523.81	3,587.26
(f) Finance costs	8.15	8.94	60.76	26.16	247.50	288.78
(g) Depreciation and amortisation expense	726.43	712.74	792.36	2,124.68	2,203.70	2,929.66
(h) Other expenses (refer Note 3)	5,247.29	5,841.33	5,095.62	16,445.04	14,557.73	20,278.75
Total Expenses	25,188.45	26,810.73	24,458.36	77,594.05	69,906.84	95,444.96
V Profit before tax (III - IV)	1,316.66	1,679.58	1,687.03	4,606.62	4,937.87	6,779.50
VI Tax expense						
(a) Current tax	284.00	410.65	509.86	1,051.49	1,532.63	1,526.82
(b) Deferred tax	72.55	119.12	(70.42)	278.28	(218.10)	374.43
VII Net Profit for the period (V - VI)	960.11	1,149.81	1,247.59	3,276.85	3,623.34	4,878.25
VIII Other Comprehensive Income (OCI)						
(a) Items that will not be reclassified to profit or loss	2.20	2.20	(9.39)	6.60	(28.17)	8.80
(b) Income tax relating to above	(0.77)	(0.77)	3.25	(2.31)	9.75	(3.05)
IX Total Comprehensive Income for the period (VII + VIII)	961.54	1,151.24	1,241.45	3,281.14	3,604.92	4,884.00
X Paid-up equity share capital - Face value INR 5 each	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65
XI Other equity						51,878.21
XII Earnings per share of INR 5 each (Not annualised)						
Basic - INR	4.09	4.90	5.32	13.97	17.55	22.86
Diluted - INR	4.09	4.90	5.32	13.97	16.65	22.00

Notes:

- The above unaudited standalone financial results of the Company have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 5 February 2019.
- The Company has only one reportable segment namely 'Snacks Food'. Accordingly, no separate segment information has been provided.
- The Company has adopted Ind AS 115 Revenue from Contracts with Customers, with effect from 1 April 2018, using full retrospective method. The application of Ind AS 115 did not have any impact on retained earnings as at 1 April 2017 and the net profit of the current and previous periods. Certain sales promotion expenses earlier classified as Other expenses have now been netted off from Sales and accordingly the Sales and Other expenses is lower by INR 455.28 lakhs for the quarter ended 31 December 2017, INR 1,415.38 lakhs for the nine months ended 31 December 2017 and INR 1,932.42 lakhs for the year ended 31 March 2018.
- Other operating income for the year ended 31 March 2018 includes INR 787.15 lakhs of Government grants relating to earlier years.

SIGNED FOR IDENTIFICATION
BY

S R B C & CO LLP
MUMBAI





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 (Formerly known as Prataap Snacks Private Limited)
 Registered and Corporate Office: Khasra No. 378/2, Nemawar Road,
 Near Makrand House, Indore, Madhya Pradesh, 452020, India
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 E-mail: complianceofficer@yellowdiamond.in, Website : www.yellowdiamond.in
 Unaudited Standalone Financial Results for the Quarter and Nine Months Ended 31 December 2018

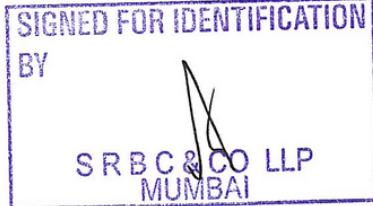
Notes (Cont'd.):

5 Utilisation of proceeds (including Pre-IPO) as at 31 December 2018 is as follows:

Particulars	Planned utilisation	(INR in lakhs)	
		Utilised upto 31 December 2018	Unutilised as at 31 December 2018
Repayment/pre-payment of borrowings	5,098.20	5,098.20	-
Funding capital expenditure requirements	2,747.80	711.50	2,036.30
Investment in subsidiary for repayment/pre-payment of borrowing	2,937.00	2,937.00	-
Marketing and brand building activities	4,000.00	1,305.14	2,694.86
General corporate purposes	5,012.90	5,012.90	-
Acquisition	3,952.00	3,952.00	-
Total	23,747.90	19,016.74	4,731.16

Balance proceeds of INR 4,731.16 lakhs have been deposited with scheduled commercial bank as at 31 December 2018.

- 6 The Government of India introduced Goods and Services Tax (GST) with effect from 1 July 2017 which subsumes excise duty and various other indirect taxes. As required under IND AS 115, revenue for the quarter ended 30 September 2018 is reported net of GST. Sales / Income from operations upto 30 June 2017 are reported inclusive of excise duty. Accordingly, revenue from operations and excise duty on sale of goods for the nine months ended 31 December 2018 are not comparable with the nine months ended 31 December 2017 presented in the results.
- 7 During the quarter the Company has acquired Avadh Snacks Private Limited including brand 'Avadh' and its distribution network for a cash consideration of Rs. 14,800 lakhs and deferred consideration to be determined based on future performance.
- 8 The Board of directors in their meeting held on 22 August 2018 have approved the scheme of amalgamation ("scheme") pursuant to sections 230 to 232 read with section 234 and other relevant provisions of the Companies Act, 2013, providing for the amalgamation of the wholly owned subsidiary Pure N Sure Foods Bites Private Limited with Prataap Snacks Limited. Further, the Company is in the process of filing the necessary petition with the National Company Law Tribunal for its approval. The effect of the scheme would be recognised on receipt of statutory approvals.

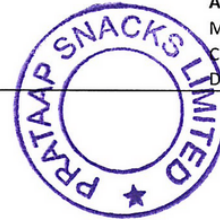


Place: Indore
Date: 5 February 2019

For and on behalf of the Board of Directors of
Prataap Snacks Limited

Arvind Mehta
Chairman and
Executive Director
DIN - 00215183

Amit Kumar
Managing Director and
Chief Executive Officer
DIN - 02663687



**Review Report to
The Board of Directors
Prataap Snacks Limited (formerly known as 'Prataap Snacks Private Limited')**

We have reviewed the accompanying statement of unaudited consolidated Ind AS financial results of Prataap Snacks Group comprising Prataap Snacks Limited (the 'Company') its subsidiaries and controlled trust (together referred to as 'the Group'), for the quarter ended December 31, 2018 and year to date from April 1, 2018 to December 31, 2018 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulation'), read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular').

The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015, as amended, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to issue express a conclusion on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above and based on the consideration of the reports of other auditors on the unaudited separate quarterly financial results and on the other financial information of subsidiaries, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated Ind AS financial results prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

We did not review the financial results and other financial information, in respect of two subsidiaries, whose Ind AS financial results include total revenues of Rs 4,660 lakhs and Rs 5,450 lakhs for the quarter and the period ended December 31, 2018. These Ind AS financial results and other financial information have been reviewed by other auditors, which financial results, other financial information and auditor's reports have been furnished to us by the management. Our conclusion, in so far as it relates to the affairs of such subsidiaries is based solely on the report of other auditors. Our conclusion is not modified/qualified in respect of this matter.

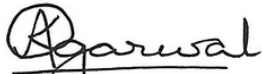


SRBC & CO LLP

Chartered Accountants

The accompanying consolidated Ind AS financial results include unaudited financial statements and other unaudited financial information in respect of controlled trust, whose financial statements and other financial information reflect total revenues of Rs 37 lakhs and Rs 108 lakhs for the quarter and the period ended on December 31, 2018. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. Our conclusion, in so far as it relates to the affairs of the controlled trust, is based solely on such unaudited financial statements and other unaudited financial information. According to the information and explanations given to us by the management, these financial statements and other financial information are not material to the Group. Our conclusion is not modified/qualified in respect of this matter.

For SRBC & CO LLP
Chartered Accountants
ICAI Firm registration number: 324982E/E300003



Per Abhishek Agarwal
Partner
Membership No.: 112773



Indore
February 5, 2019



Prataap Snacks Limited
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CIN: L15311MP2009PLC021746

E-mail: complianceofficer@yellowdiamond.in, Website : www.yellowdiamond.in

Unaudited Consolidated Financial Results for the Quarter and Nine Months Ended 31 December 2018

(INR in lakhs except as stated)

Particulars	Quarter ended			Nine-Months Ended		Year Ended
	31.12.2018	30.09.2018	31.12.2017	31.12.2018	31.12.2017	31.03.2018
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
Sales / Income from operations (refer Note 3 and 6)	30,644.76	28,576.76	25,842.64	85,933.32	73,921.11	1,00,378.59
Other operating income (refer Note 4)	179.79	145.72	124.20	474.60	512.36	1,461.17
II Other income	184.66	368.91	389.85	919.92	514.55	804.97
III Total Income (I + II)	31,009.21	29,091.39	26,356.69	87,327.84	74,948.02	1,02,644.73
IV Expenses						
(a) Cost of materials consumed	22,046.91	19,441.49	17,890.07	59,814.18	49,563.70	66,673.29
(b) Purchases of stock-in-trade	248.11	433.90	294.14	1,033.41	1,032.41	2,146.36
(c) Changes in inventories of finished goods and stock-in-trade	(347.48)	(193.38)	(431.18)	(573.20)	(190.24)	(198.60)
(d) Excise duty on sale of goods (refer Note 6)	-	-	-	-	104.74	104.74
(e) Employee benefits expense	1,089.64	1,001.42	921.79	3,075.47	2,552.50	3,651.99
(f) Finance costs	15.68	8.94	61.87	33.76	248.62	290.39
(g) Depreciation and amortisation expense	1,296.39	789.50	829.24	2,847.47	2,240.58	3,041.77
(h) Other expenses (refer Note 3)	5,580.78	5,963.53	5,259.99	16,965.54	14,734.71	20,768.73
Total Expenses	29,930.03	27,445.40	24,825.92	83,196.63	70,287.02	96,478.67
V Profit before tax (III - IV)	1,079.18	1,645.99	1,530.77	4,131.21	4,661.00	6,166.06
VI Tax expense						
(a) Current tax	338.59	410.68	509.87	1,106.11	1,532.63	1,529.89
(b) Deferred tax	(66.90)	109.76	(120.58)	52.95	(281.12)	218.44
VII Net Profit for the period (V - VI)	807.49	1,125.55	1,141.48	2,972.15	3,409.49	4,417.73
VIII Other Comprehensive Income (OCI)						
(a) Items that will not be reclassified to profit or loss	2.59	2.99	(9.39)	8.17	(28.17)	10.37
(b) Income tax relating to above	(0.90)	(1.05)	3.25	(2.85)	9.75	(3.59)
IX Total Comprehensive Income for the period (VII + VIII)	809.18	1,127.49	1,135.34	2,977.47	3,391.07	4,424.51
X Paid-up equity share capital - Face value INR 5 each	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65
XI Other equity						50,781.41
XII Earnings per share of INR 5 each (Not annualised)						
Basic - INR	3.44	4.80	4.87	12.67	16.51	20.70
Diluted - INR	3.44	4.80	4.87	12.67	15.67	19.92

Notes:

- The above unaudited Consolidated financial results of the group have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 5 February 2019.
- The Group has only one reportable segment namely 'Snacks Food'. Accordingly, no separate segment information has been provided.
- The Group has adopted Ind AS 115 Revenue from Contracts with Customers, with effect from 1 April 2018, using full retrospective method. The application of Ind AS 115 did not have any impact on retained earnings as at 1 April 2017 and the net profit of the current and previous periods. Certain sales promotion expenses earlier classified as Other expenses have now been netted off from Sales and accordingly the Sales and Other expenses is lower by INR 455.28 lakhs for the quarter ended 31 December 2017, INR 1,415.38 lakhs for the nine months ended 31 December 2017 and INR 1,932.42 lakhs for the year ended 31 March 2018.
- Other operating income for the year ended 31 March 2018 includes INR 787.15 lakhs of Government grants relating to earlier years.

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Unaudited Consolidated Financial Results for the Quarter and Nine Months Ended 31 December 2018

Notes (Cont'd.):

5 Utilisation of proceeds (including Pre-IPO) as at 31 December 2018 is as follows:

Particulars	Planned utilisation	Utilised upto 31 December 2018	(INR in lakhs)
			Unutilised as at 31 December 2018
Repayment/pre-payment of borrowings	5,098.20	5,098.20	-
Funding capital expenditure requirements	2,747.80	711.50	2,036.30
Investment in subsidiary for repayment/pre-payment of borrowing	2,937.00	2,937.00	-
Marketing and brand building activities	4,000.00	1,305.14	2,694.86
General corporate purposes	5,012.90	5,012.90	-
Acquisition	3,952.00	3,952.00	-
Total	23,747.90	19,016.74	4,731.16

Balance proceeds of INR 4,731.16 lakhs have been deposited with scheduled commercial bank as at 31 December 2018.

- 6 The Government of India introduced Goods and Services Tax (GST) with effect from 1 July 2017 which subsumes excise duty and various other indirect taxes. As required under IND AS 115, revenue for the quarter ended 30 September 2018 is reported net of GST. Sales / Income from operations upto 30 June 2017 are reported inclusive of excise duty. Accordingly, revenue from operations and excise duty on sale of goods for the nine months ended 31 December 2018 are not comparable with the nine months ended 31 December 2017 presented in the results.
- 7 The Board of directors of Holding Company and Subsidiary Company in their meeting held on 22 August 2018 have approved the scheme of amalgamation ("scheme") pursuant to sections 230 to 232 read with section 234 and other relevant provisions of the Companies Act, 2013, providing for the amalgamation of the wholly owned subsidiary Pure N Sure Foods Bites Private Limited with Prataap Snacks Limited. Further the Holding company is in the process of filing the necessary petition with the National Company Law Tribunal for its approval.
- 8 During the quarter the Holding Company has acquired Avadh Snacks Private Limited including brand 'Avadh' and its distribution network for a cash consideration of Rs. 14,800 lakhs and deferred consideration to be determined based on future performance. This transaction is accounted as Business Combination as per IND AS 103 'Business Combination' on a provisional basis.
- 9 The unaudited standalone financial results for the quarter and nine months ended 31 December 2018 are available on the Company's website i.e. www.yellowdiamond.in under Investor Information section and on the stock exchange websites i.e. www.bseindia.com and www.nseindia.com. The key standalone financial information are as under:

Particulars	Quarter ended			Nine-Months Ended		Year Ended
	31.12.2018	30.09.2018	31.12.2017	31.12.2018	31.12.2017	31.03.2018
	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Audited
Total revenue from operations	26,238.79	28,035.46	25,716.57	81,032.22	74,183.20	1,01,158.93
Profit before tax	1,316.66	1,679.58	1,687.03	4,606.62	4,937.87	6,779.50
Profit after tax	960.11	1,149.81	1,247.59	3,276.85	3,623.34	4,878.25

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Place: Indore
Date: 5 February 2019

For and on behalf of the Board of Directors of
Prataap Snacks Limited

Arvind Mehta
Chairman and
Executive Director
DIN - 00215183

Amit Kumar
Managing Director and
Chief Executive Officer
DIN - 02663687

