

**Disclosure under Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI Regulations') and Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014**

**A. RELEVANT DISCLOSURES IN TERMS OF THE ACCOUNTING STANDARDS PRESCRIBED BY THE CENTRAL GOVERNMENT IN TERMS OF SECTION 133 OF THE COMPANIES ACT, 2013 INCLUDING THE 'GUIDANCE NOTE ON ACCOUNTING FOR EMPLOYEE SHARE-BASED PAYMENTS' ISSUED IN THAT REGARD FROM TIME TO TIME:**

Please refer to Note no. 43 of Notes to standalone financial statements, which forms part of the Annual Report.

**B. DILUTED EARNINGS PER SHARE (EPS) ON ISSUE OF EQUITY SHARES ON EXERCISE OF ESARS PURSUANT TO ESARP 2018 IN ACCORDANCE WITH INDIAN ACCOUNTING STANDARD (IND AS) 33 'EARNINGS PER SHARE':**

₹ 8.49

**C. DETAILS RELATED TO SAR**

Sr. No.	Particulars	Prataap Snacks Limited Employee Stock Appreciation Rights Plan 2018 (ESARP 2018)
(i)	A description of each SAR scheme that existed at any time during the year, including the general terms and conditions of each SAR scheme, including:	
a)	Date of shareholders' approval	28 <sup>th</sup> September, 2018
b)	Total number of shares approved under the SAR scheme	3,51,000 equity shares
c)	Vesting requirements	ESARs granted under ESARP 2018 will vest after a minimum period of one year but not later than a maximum period of five years from the grant date as per vesting schedule mentioned in the grant letter on meeting the vesting conditions as specified in ESARP 2018.
d)	SAR Price or Pricing Formula	i. ESARs granted on 9 <sup>th</sup> August, 2019: ₹ 775.00 (Rupees Seven hundred seventy five only) ii. ESARs granted on 4 <sup>th</sup> February, 2022: ₹ 842.00 (Rupees Eight hundred forty two only) iii. ESARs granted on 19 <sup>th</sup> August, 2022: ₹ 767.00 (Rupees Seven hundred sixty seven only)
e)	Maximum term of SAR granted	Five years from the grant date
f)	Method of settlement (whether in cash or equity)	Equity (Further, if the settlement results in fractional shares, then the consideration for fractional shares shall be settled in cash or in the manner as may be decided by the Nomination and Remuneration Committee.)
g)	Choice of settlement (with the company or the employee or combination)	With the employee

h)	Source of shares (primary, secondary or combination)	Primary
i)	Variation in terms of scheme	Nil
(ii)	Method used to account for SAR - Intrinsic or fair value	Fair value
(iii)	Where the company opts for expensing of SAR using the intrinsic value of SAR, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of SAR, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed	Not Applicable
(iv)	SAR movement during the year	
a)	Number of SARs outstanding at the beginning of the year	2,50,166
b)	Number of SARs granted during the year	2,00,821
c)	Number of SARs forfeited/lapsed during the year	28,394
d)	Number of SARs vested during the year	54,543
e)	Number of SARs exercised/settled during the year	Nil
f)	Number of SARs outstanding at the end of the year	4,22,593
g)	Number of SARs exercisable at the end of the year	1,39,230
h)	Total number of shares arising as a result of exercise of SARs	Nil Total number of shares covered and to be allotted upon exercise is as under: Number of shares to be allotted = (Appreciation per ESAR x Number of ESARs exercised)/Market price with reference to date of exercise
i)	Exercise price	ESAR grantee shall pay the face value of a share prevailing at the time of such allotment per share allotted subject to additional payment/recovery of applicable taxes. The present face value of share is ₹ 5.00 per share.
j)	Money realised by exercise of SARs	Nil
k)	Total number of SARs in force	4,22,593

(v)	Employee wise details (name of employee, designation, number of SAR granted during the year, exercise price) of SAR granted to:			
a)	Senior managerial personnel (including key managerial personnel);	<b>Name &amp; Designation</b>	<b>No. of ESARs granted during the financial year 2022-23</b>	<b>Exercise Price</b>
		Mr. Rakesh Chauhan, President – Sales	6,667	Not Applicable
		Mr. Sumit Sharma, Chief Financial Officer	50,700	Not Applicable
		Mr. Om Prakash Pandey, Company Secretary & Compliance Officer	2,667	Not Applicable
b)	Any other employee who receives a grant in any one year of amounting to 5% or more of SAR granted during that year; and	<b>Name &amp; Designation</b>	<b>No. of ESARs granted during the financial year 2022-23</b>	<b>Exercise Price</b>
		Mr. Awadh Bihari Singh, General Manager Sales - East	22,357	Not Applicable
		Mr. Ankur Verma - Business Head - (North & East) & Avadh	19,076	Not Applicable
		Mr. Rishabh Singh, Business Head – West & South	13,333	Not Applicable
		Mr. Rajesh Sharma, Manager - Chips	12,436	Not Applicable
c)	Identified employees who were granted SAR, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil		
(vi)	Disclosures in respect of grants made in three years prior to IPO under each SAR scheme.	Not Applicable		