

Assembling the Right Ingredients



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01-24

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Forward-Looking Statement

The Annual Report may contain, without limitation, certain statements that include words such as "believes", "expects", "anticipates" and words of similar connotation, which would constitute forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that may cause actual performance or results to be materially different from those anticipated in these forward-looking statements. The Company is under no obligation to update any forward-looking statements contained herein in the event of change due to new information, future events or otherwise.



Introduction to Theme

Assembling the Right Ingredients

We demonstrated remarkable resilience in FY 2023-24, achieving record margins and profitability. By enhancing our product mix and refining every process – from sourcing ingredients to packaging –we optimised our portfolio and fortified our technological capabilities through continued investments in data analytics, production automation, and sales automation. While immediate topline growth may be modest, we are setting the stage for future success, ensuring sustainable growth and profitability.

We are steadily enhancing product offerings, expanding reach through range selling, and refining recipes to cater to evolving consumer preferences and strengthen our market position. Our focus on operational excellence propelled us to an EBITDA margin of 9.1% in Q4 FY 2023-24, the highest in over six years, with robust margins above 8% throughout the year. We emerged as the market leader in Extruded Snacks, maintained our leadership in the Rings category, and secured a top-five position in Western Savoury Snacks. Additionally, we received approval under the Production Linked Incentive (PLI) scheme of the Government of India in the 'Ready to Eat' segment.

This year, we opened new facilities in Jammu and Rajkot, boosting our capabilities in product innovation and driving growth in the Northern region. Our optimised direct distribution model, now expanded nationwide, continues to yield significant benefits. We are also expanding our product range to include premium offerings under the 'Better For You' line to meet the growing demand for high-quality, premium products.

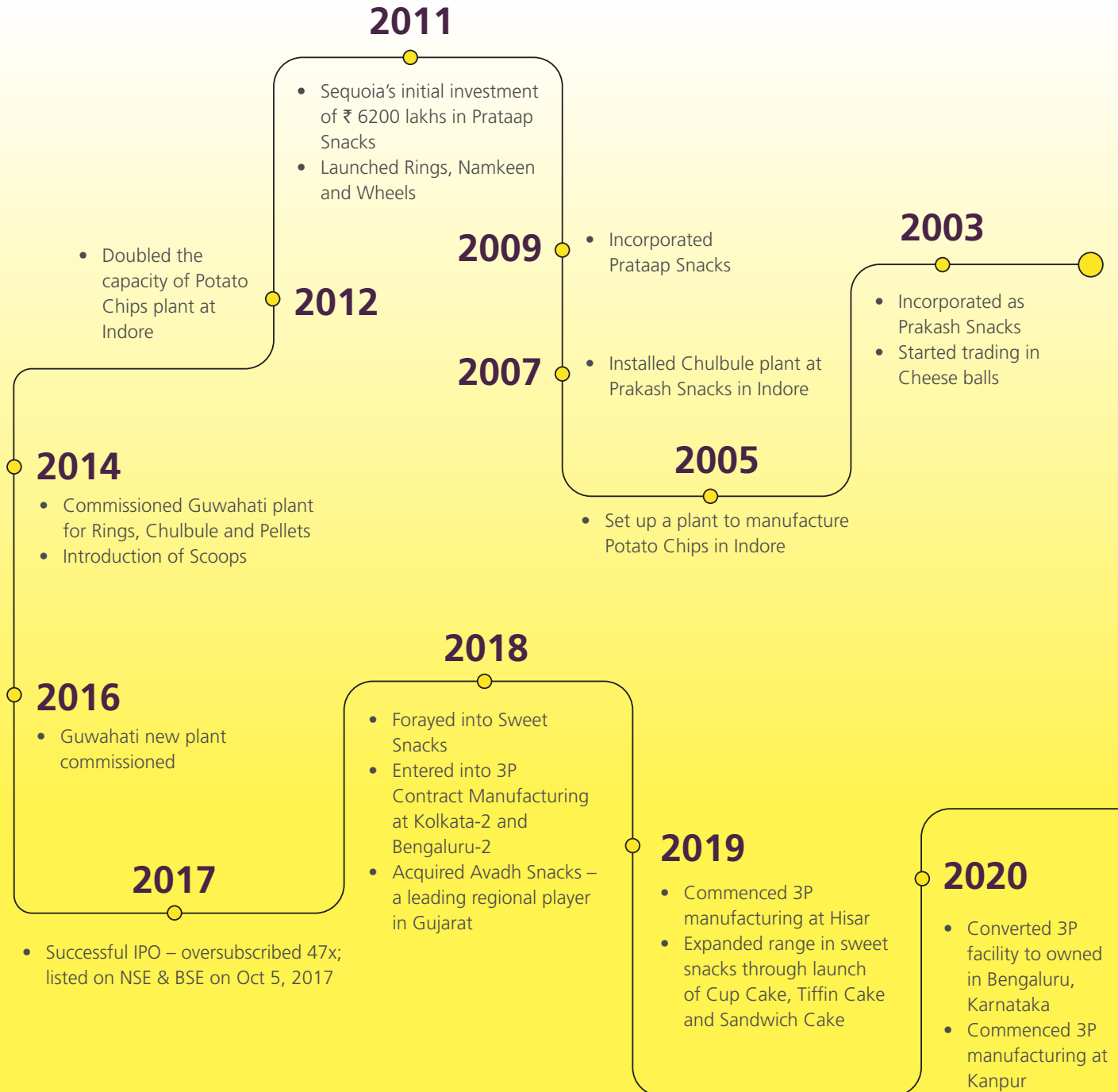
Our ESG goals are integral to our operations. We aim to create a better world by fostering a sustainable ecosystem that positively impacts our planet and communities while conducting our business with ethics and integrity.

Our efforts reflect a blend of strategic investments, technological advancements, process improvements, and market leadership, all aimed at assembling the right ingredients for enduring growth and value creation.



Our Journey

A Legacy of Excellence and Timeless Taste





2022

- Completed restructuring of distribution pyramid
- Commissioned facility in Kolkata for Extruded Snacks

2021

- Launched Swiss Rolls
- Received approval under PLI Scheme of Government of India

2023

- Commissioned facility in Kolkata for Extruded Snacks
- Concluded merger with Avadh Snacks

2024

- Consolidation of Manufacturing Units in Eastern Region. Shifted machineries from Guwahati-1 Unit to other units
- Emerged as market leader in Extruded Snacks category in India
- Commissioned facility in Jammu for Extruded Snacks and Rajkot-2 Gujarat for Namkeen Snacks

About Prataap Snacks

Blending Tradition and Innovation for Nationwide Delight

Established in Indore, Madhya Pradesh, Prataap Snacks is amongst India's fastest-growing snacks food companies, blending over two decades of expertise in creating a delightful array of products for diverse consumer demographics. Our extensive range boasts irresistible snacks and sweet treats at attractive prices. From the crispy perfection of Potato Chips and the satisfying crunch of Extruded Snacks to the traditional favourites like Namkeen and pellets, our products feature under the popular 'Yellow Diamond' and 'Avadh' brands.

Our commitment to quality and innovation ensures that our versatile range of snacks caters to evolving tastes and

preferences nationwide. We operate 15 state-of-the-art manufacturing facilities (8 owned and 7 contracted) and partner with over 5,200 super/sub-distributors, reaching an impressive 2.5 million touchpoints across the country.

Our products are accessible in metro cities, urban centres, rural areas, and Tier 2 and Tier 3 towns, ensuring widespread availability. While we maintain a strong presence in independent grocers and small retail stores within our key markets, we are expanding into supermarkets, hypermarkets, modern trade, and quick commerce channels, enhancing the reach of our products.

STRENGTHS THAT DEFINE US



Market position

One of India's youngest and fastest-growing companies in organised snacks market with a pan-India presence



Diverse product portfolio

Over 150 SKUs across Potato Chips, Extruded Snacks, Namkeen and Sweet Snacks



Nationwide manufacturing and distribution footprint

15 manufacturing facilities; presence across 2.5 million retail outlets



Market leadership

Market Leader in Rings and Extruded Snacks, Top 5 in Western Savoury Snacks



Experienced management

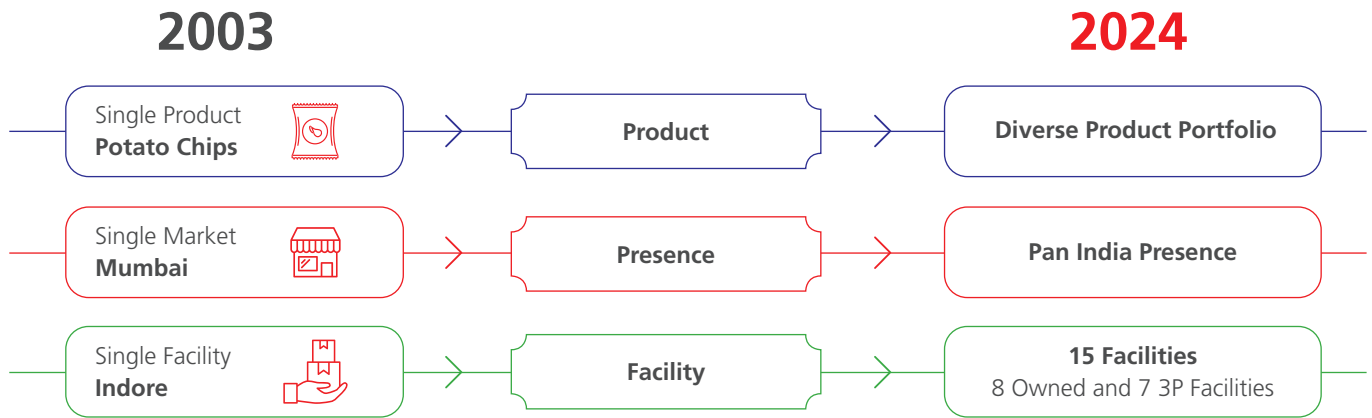
Strong and highly experienced leadership team



Significant revenue scale

Revenue of ₹ 1,61,793 lakhs in FY 2023-24; 10-year revenue CAGR of 14%

OUR EVOLUTION



Snapshot of Recent Growth

2014		2024
₹ 44,600 lakhs	Revenue	₹ 1,61,800 lakhs
40+	SKUs	150+
3 Facilities	Facilities	15 Facilities

10-year Revenue CAGR - 14% despite Covid impact



Product Portfolio

Delighting Consumers with Flavourful, High-quality Snacks

Leveraging our deep understanding of the Indian palate and our expertise in crafting delightful products, we have meticulously curated an authentic and high-quality portfolio that caters to a diverse array of tastes nationwide.



EXTRUDED SNACKS



POTATO CHIPS



Chulbule



Rings



Wheels



Magic Masala



Piri Piri



Classic Salted



Pipe



Noodles



Puff



Tom-Chi

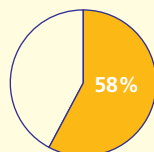


Cream 'n' Onion

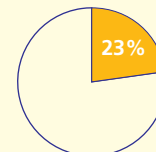


Stix

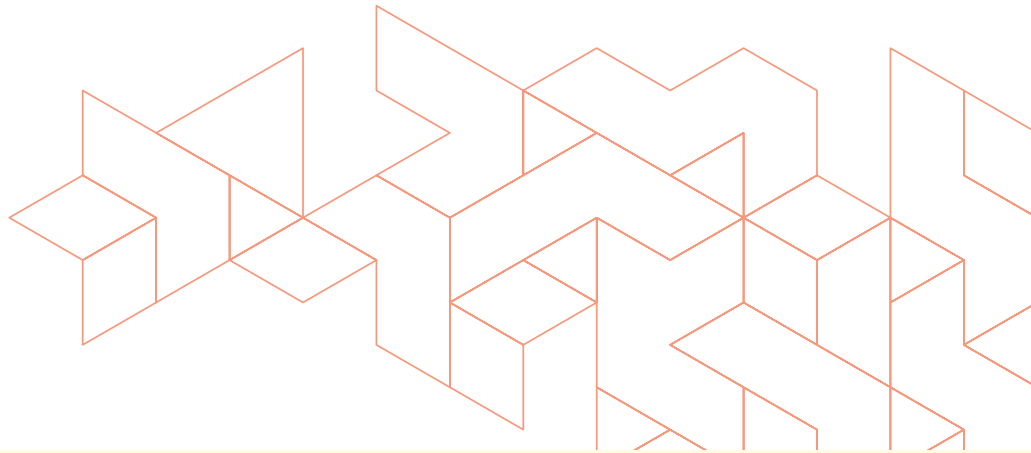
Revenue by product mix
FY 2023-24



Revenue by product mix
FY 2023-24



Product portfolio



NAMKEEN

SWEET SNACKS



Moong Dal



Aloo Bhujia



Punjabi Tadka



Cookie Cake



Center Filled Cup Cake



Choco Vanilla Cake



Ratlami Sev



Gathiya (Bhavnagari)



Mixture



Tiffin Cake

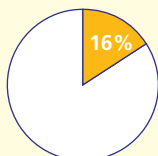


Yum Cake

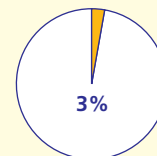


Swiss Roll

Revenue by product mix FY 2023-24



Revenue by product mix FY 2023-24



Our presence

Savouring Success with a Robust Network

Our robust manufacturing and distribution network has enhanced our market presence and operational efficiencies. Our disciplined investment strategy balances contracted and owned facilities, allowing us to scale production after proving market viability and stay aligned with evolving trends.

STRATEGIC MANUFACTURING FACILITIES

Our manufacturing facilities are strategically located near raw material suppliers and target markets, ensuring optimised distribution and faster time-to-market. We deploy cutting-edge technologies and processes to enhance production quality and capabilities.

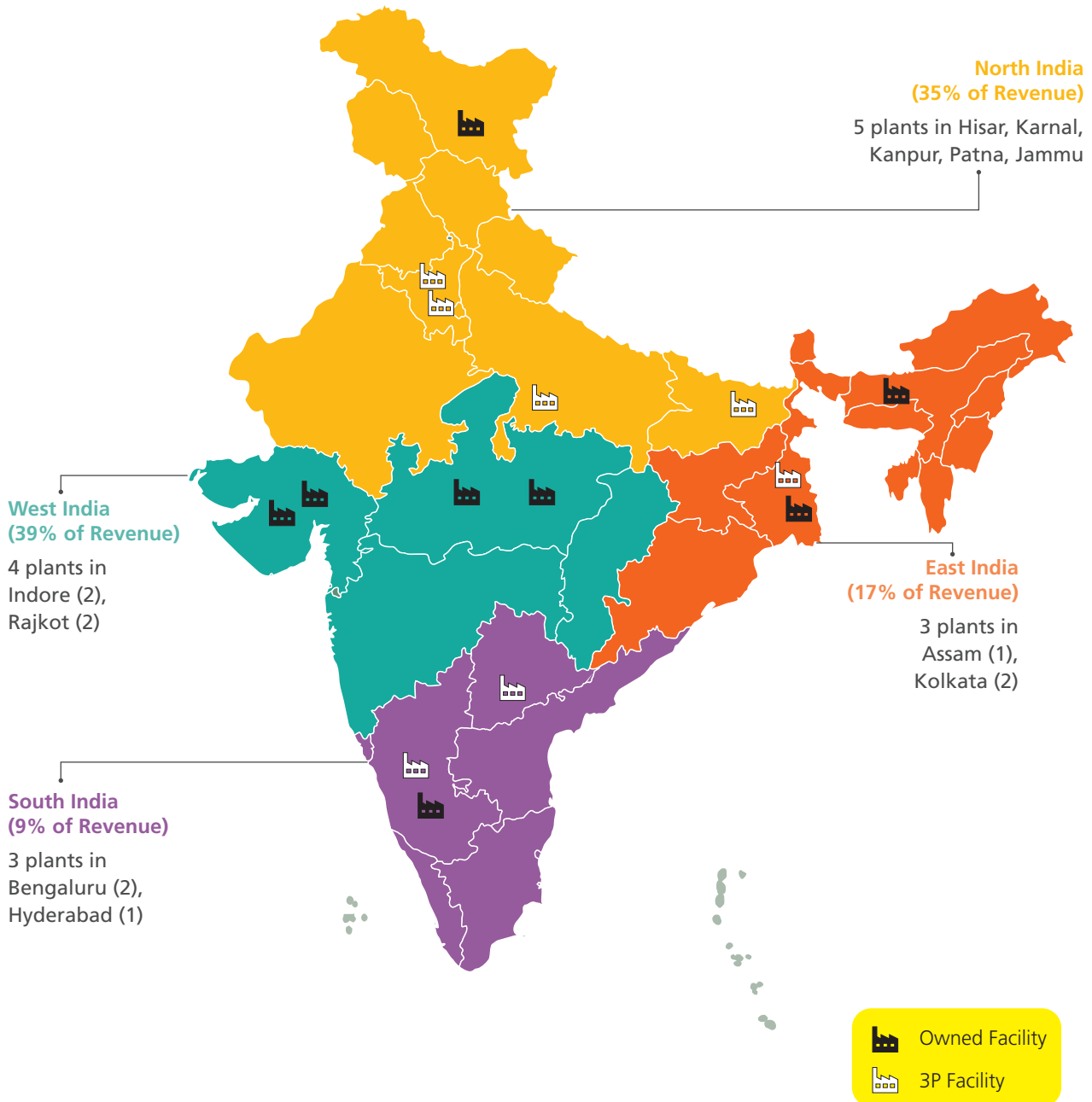
During the year, we commissioned new facilities in Jammu for Extruded Snacks and in Rajkot, Gujarat, for Namkeen Snacks. Additionally, we've consolidated our Eastern region manufacturing by relocating machinery from the Guwahati 1 Unit to other facilities. We are expanding capacity in target markets, leveraging opportunities from the Production Linked Incentive (PLI) scheme, and bolstering our presence in underpenetrated markets with high growth potential.

OPTIMISED DISTRIBUTION NETWORK

We've transitioned to a direct distribution model, supported by decentralised manufacturing footprint that allows us to supply directly to distributors. This shift has reduced distribution costs, resulting in significant improvement in our EBITDA margin. With a pan-India distribution network, we are supported by over 5,200 super/sub-distributors, reaching 2.5 million touchpoints across the country. This extensive network enables us to tap into growth opportunities across all regions of India.



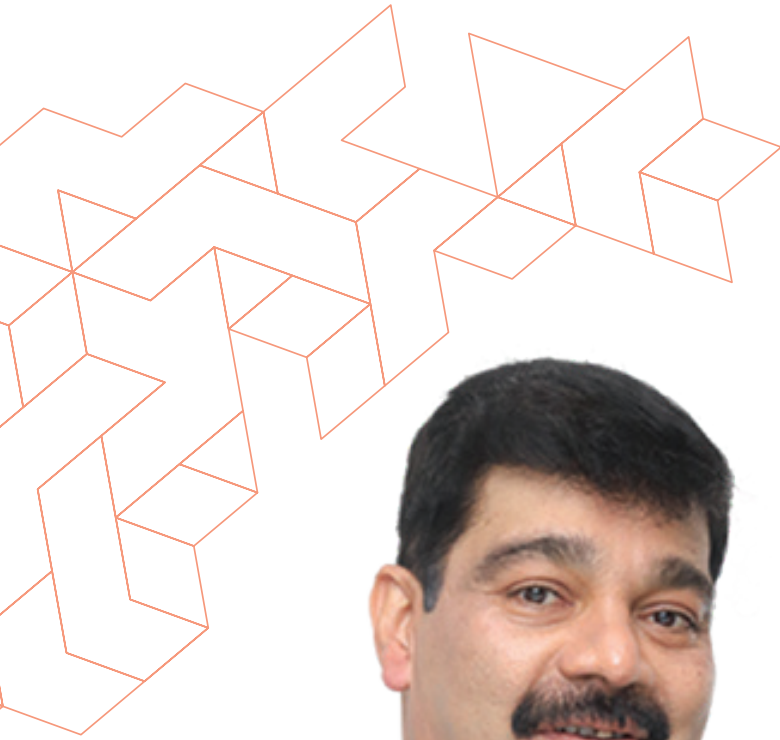
STRATEGICALLY LOCATED MANUFACTURING FACILITIES TO CATER TO THE REGIONAL DEMAND



Map not to scale.
For Illustrative purpose only.

Poised for a Stronger Future

Chairman's Message



“

We strongly believe that to generate superior long-term value, we need to look beyond profits and care for all our stakeholders, and above all, the planet and society.”



Dear Shareholders,

I'm delighted to present our Annual Report for FY 2023-24.

As we reflect on the past year and look forward to the future, it is crucial to recognise the complex global landscape in which we operate. From the recent pandemic to ongoing geopolitical tensions, supply chain disruptions, and persistent inflation, the world is facing a period of high uncertainty. Despite initial fears, the global economy has stood resilient, avoiding a major recession.

► Chairman's Message

The Indian economy has demonstrated exceptional fortitude and adaptability in the face of global headwinds. The nation has emerged as a bright spot, achieving an impressive growth of 8.2% in FY 2023-24. Supported by favourable policy reforms, a thriving capex cycle, and a robust digital infrastructure, India is poised to lead the next wave of growth. The Government is making significant investments in infrastructure and providing strong support to the manufacturing sector.

India's consumer market, presents vast opportunities, especially for the snacks food industry, driven by a young population, a growing middle class, rapid urbanisation, increasing disposable incomes and rising aspirations. However, sustained inflationary pressures, spikes in certain raw materials, sharp increases in input costs and palm oil, a critical raw material for snacks food companies, and slowdown in rural demand created a soft volatile operating environment over the past year.

Against this backdrop, the Indian snacks food industry has fared reasonably well. Initiatives such as new offerings, enhanced packaging, and further expansion of distribution and reach have enabled the industry to penetrate deeper across the country and capitalise on demand across both urban and rural areas.

PERFORMANCE OVERVIEW IN FY 2023-24

In FY 2023-24, we delivered a resilient performance, despite the challenging business environment and continued inflationary pressures impacting consumption trends. Our revenue declined by 2%, amounting to ₹ 1,61,793 lakhs, compared to ₹ 1,65,293 lakhs in FY 2022-23. Notably, we emerged as the market leader in the Extruded Snacks category and achieved robust growth in the Namkeen segment.

Namkeen holds a significant position in the organised packaged snacks industry, with a market size of 44%. The market for namkeen products is expanding rapidly due to evolving aspirations, innovative offerings, and increasing disposable incomes, making it a promising category. In line with this, we plan to expand our namkeen range with larger pack sizes and strategically target key markets to further capitalise on this growth opportunity.

We achieved a 17% year-on-year (YoY) increase in gross margin for the year. EBITDA grew by 126% YoY, from ₹ 6,243 lakhs in FY 2022-23 to ₹ 14,099 lakhs in FY 2023-24, registering our highest-ever annual EBITDA in absolute value. I am delighted to state that we achieved an EBITDA margin of 9.1% in Q4 of FY 2023-24, our highest in the past 26 quarters.

Our judicious initiatives, including streamlining distribution, optimising processes, reviewing grammage, and securing long-term contracts, have significantly improved margins over the last five quarters, bringing them back to and exceeding pre-COVID levels.

Profit After Tax (PAT) surged from ₹ 2,031 lakhs to ₹ 5,312 lakhs in FY 2023-24, marking a growth of 162%. The Board of Directors has recommended a dividend of 40% per share on a face value of ₹ 5 each, equating to ₹ 2 per share.

EMBEDDING ESG PRACTICES

We strongly believe that to generate superior long-term value, we need to look beyond profits and care for all our stakeholders, and above all, the planet and society. Toward this, we prioritise Environmental, Social and Governance (ESG) practices, reinforcing our unwavering commitment to sustainability. We strive to enhance our ESG performance and disclosures to all stakeholders while identifying and addressing ESG-related risks effectively.

Our people-centric efforts are aimed at creating an inclusive culture that empowers our employees to grow – both professionally and personally. We also undertake holistic initiatives in communities to nurture a positive impact on the marginalised and economically disadvantaged people.

WAY FORWARD

Looking ahead to FY 2024-25 and beyond, our outlook remains positive, driven by our focus on new product innovations, technology adoption, distribution, and productivity enhancements. We are well-positioned to leverage our strengths and seize the burgeoning opportunities in the packaged snacks foods industry. Our strategy is to continuously innovate and adapt to market trends, ensuring we meet evolving consumer needs and deliver sustained growth for our stakeholders.

I am grateful to our exceptional team members, customers, consumers, distributors, suppliers, investors, and other stakeholders who have placed their unwavering trust and confidence in us.

Warm Regards,

Arvind Mehta

Chairman and Executive Director

Strengthening Capabilities for Sustained Growth

MD and CEO's Message



Dear Shareholders,

It is always an honour and privilege to share with you details of our journey over the past year and outline our future growth plans.

In FY 2023-24, we navigated a challenging macroeconomic environment by focussing on key strategic thrusts – innovating our portfolio, driving operational excellence, streamlining distribution, and enhancing our brand presence and technological capabilities.



We have stepped up investments in technology and automation to bolster our distribution infrastructure."

A YEAR OF RESILIENT AND AGILE PERFORMANCE

Despite subdued consumer demand and inflationary pressures, we've demonstrated resilient topline performance, emerging as the leader in the Extruded Snacks category. Our revenue stood at ₹ 1,61,793 lakhs as against ₹ 1,65,293 lakhs in FY 2022-23, marking a degrowth of 2%.

Our Namkeen segment grew strongly, contributing to 16% of our revenue. This can be attributed to our expanded retail presence and vast offerings through range selling initiatives. Our strategy to increase the share of Namkeen products in overall revenues has yielded results, with strong double-digit growth in Yellow Diamond Namkeen. We are rapidly enhancing our Namkeen offerings to propel our market share. Our pellet snacks, popular among kids and teenagers, accounted for 20% of our overall revenue in FY 2023-24. We hold a strong presence in the pellets segment and are committed to expanding our portfolio through our popular Yellow Diamond and Avadh brands.

I'm pleased to report an EBITDA of ₹ 14,099 lakhs in FY 2023-24, reflecting a YoY growth of 126%. I am particularly proud of our efforts to enhance operational efficiencies, which enabled us to achieve an EBITDA margin of 9.1% in Q4 of FY 2023-24, our highest in the past 26 quarters. Furthermore, we've consistently maintained an EBITDA margin above 8% throughout the year, underscoring the sustainable nature of our improved margin profile.

► MD and CEO's Message

In FY 2021-22 and FY 2022-23, our margins were significantly hit by operating deleverage due to inflationary trends, which affected consumer demand, and sharp increases in raw material prices, particularly for palm oil and packaging materials. To counter these challenges and improve margins, we implemented strategic measures, including compressing our distribution structure, enhancing processes through automation and portfolio pruning, and securing long-term contracts to stabilise input prices. These initiatives have led to significant margin improvements over the past five quarters, surpassing pre-COVID levels, with further potential for growth.

Profit After Tax (PAT) increased significantly, from ₹ 2,031 lakhs in FY 2022-23 to ₹ 5,312 lakhs in FY 2023-24, achieving a growth of 162%. Our resilience in maintaining and delivering a robust margin profile is noteworthy, especially amidst inflationary trends in key raw material prices.

As of 31st March 2024, our net worth stood at ₹ 72,876 lakhs, compared to ₹ 67,623 lakhs as on 31st March 2023. Our free cash and bank balance stood at ₹ 11,169 lakhs. We have achieved further efficiencies in average working capital from 13 days in FY 2022-23 to 12 days in FY 2023-24. We continue to enjoy a net debt-free status and maintain a strong balance sheet to support our growth ambitions.

ENHANCING DISTRIBUTION REACH WITH A COMPREHENSIVE STRATEGY

We aim to explore untapped potential in emerging, high-growth regions with a pragmatic approach to expand our distribution network. To this end, we are actively appointing new distributors and increasing retail touchpoints, thereby strengthening our position as a pan-India player. Our goal is to reach a vast consumer base and effectively communicate the unique benefits and value of our offerings.

Recently, we commissioned new facilities in Jammu for Extruded Snacks and in Rajkot, Gujarat, for Namkeen Snacks, which will enhance our local distribution reach and product range. We've also consolidated our manufacturing operations in the Eastern region by relocating machineries from the Guwahati 1 Unit to other facilities. We are focussed on expanding capacity in target markets, aligning our investments with the PLI scheme, and bolstering our presence in underpenetrated markets with huge potential. Further, we are making efforts to foray into modern trade, e-commerce, and quick commerce channels, which will complement our pan-India presence in traditional distribution channels and augment our brand visibility.

EXPANDING OUR PORTFOLIO TO MEET DIVERSE NEEDS

Innovation is pivotal to our growth agenda. Our commitment extends to developing products that cater to the unique tastes and preferences of our esteemed customers. By continually offering products with superior taste and quality, we have earned the trust and loyalty of our consumers.

We are focussed on diversifying our offerings beyond our top-selling products. We are launching premium products under the 'Better For You' range, targeting evolving consumer preferences. This initiative focusses on providing healthier, high-quality snacks, effectively meeting the market demand for premium choices.

Another key strategy is to boost range selling to drive revenue growth. We intend to penetrate new markets with popular products while enhancing market share in established geographies by offering a broader range and larger pack sizes. Our goal is to capture a higher retailer shelf space, thereby increasing our wallet share at each touchpoint.

LEVERAGING TECHNOLOGY FOR IMPROVED EFFICIENCY

We have stepped up investments in technology and automation to bolster our distribution infrastructure. Our advanced sales analytics utilises Business Intelligence (BI) tools to monitor profitability at regional and SKU levels. Our production processes are fully automated, and we have adopted a comprehensive Enterprise Resource Planning (ERP) solution. The implementation of Sales Force Automation (SFA) has improved last-mile visibility, enhancing our revenue growth strategies. These technological advancements are poised to enhance operational efficiency, profitability, and market positioning.

CONCLUSION

Moving forward, we will proactively embrace emerging opportunities, focussing on profitable growth and operational excellence. With a steadfast commitment, distinctive market strategy, unique offerings, and productivity and efficiency improvement initiatives, we are well-placed to achieve our aspirations and propel Prataap Snacks to unprecedented heights.

Regards,

Amit Kumat

Managing Director and Chief Executive Officer

Performance Highlights

Demonstrating exceptional resilience and agility

₹**1,61,793** Lakhs

Revenue from operations

14%

10-year revenue CAGR

₹**14,099** Lakhs

Highest-ever annual EBITDA
(126% YoY growth)

8.70%

EBITDA margin

9.1%

EBITDA margin in Q4
(highest in 26 quarters)

₹**5,312** Lakhs

Profit after tax

₹**72,876** Lakhs

Net worth

₹**11,169** Lakhs

Free cash and bank balance

₹**12,020** Lakhs

Cash profit

20.6%*

Return on capital
employed (ROCE)



* RoCE calculated by excluding Avadh Snacks, which was acquired in 2018, and the Sweet Snacks business, diversification into which in 2019 led to the creation of a new category as well as surplus cash balance

► Performance Highlights

OVERCOMING INFLATIONARY PRESSURES

We have faced sharp inflation in raw material prices during the period compared to the FY16-FY20 average. Additionally, costs for power, fuel, and overheads significantly increased. Despite these challenges, we improved our EBITDA margins through:

- Compressed distribution structure and channel optimisation
- Process reengineering and cost optimisation
- Better sales realisation via trade margin reduction and grammage rationalisation

RM/PM PRICE INCREASE FROM FY16-20 (AVG) TO FY24**Palm Oil**

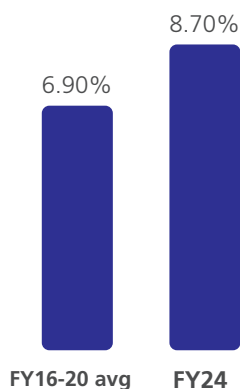
↑ **+40%**

**Laminate**

↓ **-5%**

**Corn**

↑ **+30%**

**EBITDA MARGIN (%)****MARGIN IMPROVEMENT INITIATIVES**

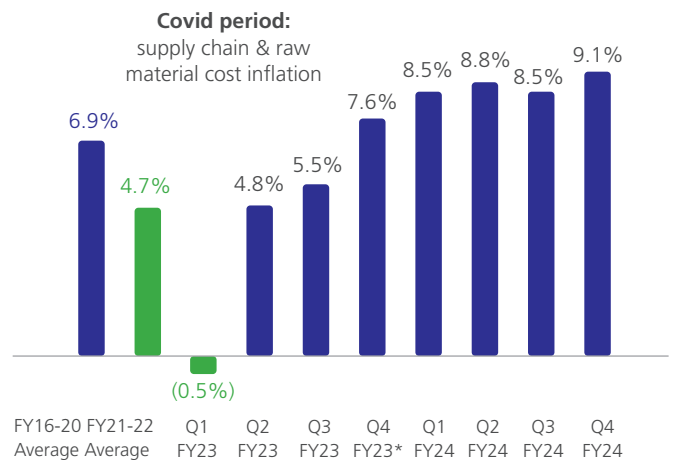
From FY16 to FY20, our average EBITDA margin was 6.9%. However, margins in FY22 and FY23 were impacted due to:

- Operating deleverage caused by inflationary trends, affecting consumer demand
- Sharp increases in raw material prices, particularly palm oil and packaging materials

To address these challenges and improve margins, we implemented several strategic measures:

- Compressed the overall distribution structure
- Enhanced processes through automation, portfolio pruning, and better average realisation
- Established long-term contracts to mitigate fluctuations in input prices

As a result of these initiatives, our margins have significantly improved over the last five quarters, surpassing pre-COVID levels, with further improvement potential.

EBITDA MARGIN (%)

*Adjusted EBITDA represents EBITDA excluding reversal of Production Linked Incentive of ₹ 1,129 lakhs



Strategy

Investing in Future Growth

We remain committed to delivering sustainable growth through a comprehensive strategy that includes diversifying our product portfolio, optimising distribution network, expanding capacities and efficiencies, and amplifying national presence. These initiatives will enable us to capitalise on future opportunities and drive continued success.

STRATEGIC PRIORITIES

STREAMLINING AND EXPANDING DISTRIBUTION NETWORK

We strategically transitioned from a three-tier to a two-tier distribution model, directly supplying to distributors. This move has significantly optimised costs and boosted efficiency, increasing our EBITDA margins.

EMBRACING TECHNOLOGY AND DIGITISATION

We continue to invest heavily in technology to enhance our distribution infrastructure and capabilities. Advanced sales analytics with BI (Business Intelligence) tools, ERP solutions, and Sales Force Automation (SFA) streamline production and order processes, improving profitability, operational efficiency, and market responsiveness.

► Strategy

STRENGTHENING NAMKEEN PORTFOLIO

Namkeen is a leading category in both organised and unorganised salty snacks markets. With its diverse flavours and textures, this segment is rapidly growing as consumers shift to organised brands. Innovations in flavours, packaging, and distribution drive this growth, and we intend to expand our Namkeen range with family pack sizes to meet the burgeoning consumer demand.

INNOVATING OUR PORTFOLIO

Our products, ranging from ₹ 5 to ₹ 100, cater to all market segments. Recognising the evolving palates of Indian consumers, we have harnessed our strong innovation capabilities to expand our product range. In addition to our existing range, we are introducing new, premium offerings under the 'Better For You' range that will cater to consumers with premium choices.

EXPANDING MARKET SHARE WITH RANGE SELLING AND LARGER PACK SIZES

Our strategy includes range selling and larger pack sizes to drive sales. Our robust technology optimises distribution efficiency and enhances the effectiveness of range selling. Entry into modern trade and quick commerce channels supports this approach, enhancing our market presence.

STRATEGIC CAPITAL INVESTMENTS

Our expansive manufacturing network reduces distribution costs and accelerates time-to-market. Our new facilities in Jammu for Extruded Snacks and Rajkot, Gujarat for Namkeen Snacks enhance our production capabilities. Additionally, we've optimised our Eastern operations by relocating machineries from the Guwahati 1 Unit to other sites. By strategically expanding in key markets and leveraging the Production Linked Incentive (PLI) scheme, we aim to strengthen our presence in high-growth, underserved regions.

CONTINUOUS COST RATIONALISATION

Historically, our cost optimisation efforts included resizing packaging, restructuring distribution channels, and refining recipes - all aimed at reducing cost without compromising taste or quality. Looking ahead, we plan to further enhance efficiency, optimise operational costs, and reduce logistics and distribution channel expenses to drive better margins and profitability.

Environmental, Social and Governance (ESG)

Integrating ESG with Core Strategies

At Prataap Snacks, we are unwavering in our dedication to embedding Environmental, Social, and Governance (ESG) practices in our operations. Our ESG policy serves as a crucial framework, guiding us to integrate sustainable practices that bolster our environmental stewardship, foster social equity, and uphold robust governance principles.

To further our commitment to ESG principles, we have established an ESG team consisting of senior leaders from key functions across the company. Led by a member of senior management, this team regularly updates the Board's Risk Management Committee (RMC) on our ESG strategy and goals. Moreover, the team enhances our ESG disclosures, highlighting our dedication to our stakeholders.

ENVIRONMENTAL COMMITMENT

We are actively pursuing key initiatives aimed at reducing our carbon footprint and conserving natural resources through optimised energy and water utilisation. As a snacks manufacturing company, we acknowledge our pivotal role in mitigating greenhouse gas emissions and combating climate change. We strive to carry out projects that minimize our carbon footprint and foster long-term sustainability.



Energy

- 54.88% of total energy was received from Renewable energy sources.
- Solar energy accounted for 23.16% of our total electricity consumption.
- 33% of total electricity consumption at Indore and 31% at Tillore plant was generated through solar energy.
- Indore and Rajkot plants utilize biomass briquettes, reducing dependency on diesel and PNG, while the Guwahati plant has transitioned to using LPG gas instead of HSD as a fuel source.
- Implemented various energy-saving measures, including replacing compressed air supply with air blowers, installing VFD panels and automated systems, upgrading HVAC systems, and optimizing fryer and oven capacity, resulting in significant reductions in power consumption across multiple plants.



Water

- Water, being a scarce natural resource, holds a critical place in our commitment to sustainability. Embracing the 3R strategy - Reduce, Reuse and Recycle, we are dedicated to achieving zero liquid discharge (ZLD) across all our plants as part of our environmental sustainability program. This ambitious goal entails eliminating the discharge of any liquid waste into the environment by recycling and reusing all wastewater generated by our operations.
- Our manufacturing plants at Indore, Tillore, and Rajkot had zero water discharge.
 - Advanced wastewater treatment systems (ETP) are installed at our Indore plant. These systems incorporate cutting-edge technologies to effectively treat the wastewater from our production processes.
 - A new wastewater treatment facility has been installed in Rajkot.
 - Rainwater Harvesting systems at Indore and Tillore plants help rejuvenate ground water levels.
 - We have installed water sub-meters across all our plants to monitor water usage accurately, allowing us to set precise targets for water conservation.

► Environmental, Social and Governance (ESG)



Waste

We take proactive measures to manage our waste effectively and responsibly. We adhere to the Uniform Framework for Extended Producers Responsibility (EPR) issued by the Ministry of Environment, Forest and Climate Change. This ensures that we take responsibility for the post-consumer stage of our products' lifecycle, especially focusing on plastic waste management.

To achieve this, we have partnered with CPCB authorized waste management agencies. These partnerships are crucial as they enable us to collaborate with urban local bodies and waste collector communities nationwide. Hence, the collection, segregation, disposal, and recycling of plastic waste

ensure proper disposal and recycling processes to minimize environmental impact.

Given our pan-India presence, we also collaborate with accredited NGOs across various states.

This partnership allows us to conduct mass collection of empty multi-layered plastic packets used for our products; thereby reducing environmental pollution.

PEOPLE & COMMUNITY FOCUS



Product Safety and Consumer Assurance

Ensuring the highest standards of product safety is foundational to our operations. We conduct regular external audits to rigorously assess product safety. Our manufacturing plants in Indore and Guwahati are aligned with international standard ISO 22000:2018. This standard sets forth rigorous requirements for a food safety management system.

Continuous training sessions on food safety are conducted for all our employees, empowering them with the knowledge and skills to maintain stringent hygiene practices.

We place significant value on feedback and complaints from our distributors, customers, and consumers. A Complaint Mechanism System has been established for consumers, offering dedicated telephone lines and an email address for submitting complaints and feedback. Each input is carefully reviewed and analysed as a crucial opportunity for improvement, ensuring that we consistently meet and exceed customer expectations.

Our responsibility to safety extends to strict compliance with the standards set by the Food Safety and Standards Authority of India (FSSAI). This ensures that every product we develop and manufacture not only meets regulatory requirements but also delivers on our promise of providing safe, superior-quality snacks to our consumers.



Ensuring Employee Well-being

We uphold strict standards to ensure the well-being of our employees and workers through comprehensive programs and policies and prioritize workplace safety, through measures like emergency exits, fire alarms, and extinguishers. They receive regular training on safety protocols and awareness programs, including fire safety and evacuation drills across all plant locations.

Work-related hazards in the workplace are identified through regular inspections and walk-throughs, where types of equipment, work practices, and any potential hazards that could prove to be harmful are visually assessed.

They also have access to comprehensive non-occupational medical and healthcare services at our facilities. We provide round-the-clock medical assistance through a staffed dispensary and stationed ambulances for emergencies.

Additionally, our employees and workers along with their family are covered by a Medclaim Insurance Policy and a Group Term Life Insurance policy, including workmen compensation for added security.

The total cost incurred on well-being measures of employees and workers in FY 2023-24 was ₹ 41,20,000.

Our grievance handling process is transparent and accessible to all employees, fostering a supportive workplace culture where concerns can be addressed promptly and fairly. This process is governed by our Code of Conduct, POSH Policy (Prevention of Sexual Harassment), and Vigil Mechanism/Whistle-blower Policy, ensuring ethical conduct and impartiality in all workplace matters.



Sustainable Supply Chain Practices

We adhere to sustainable supply chain practices anchored in three core pillars: environmental stewardship, social responsibility and economic viability. Our dedication to a green, transparent, and circular supply chain extends across every stage, ensuring the protection of people and environment throughout the entire chain.

We uphold rigorous environmental and social standards for our own operations and those of our suppliers. Hence, we urge them to embrace sustainable practices such as reducing waste and their carbon footprint.

Furthermore, we prioritize the procurement of locally-sourced products that align with our commitment to environmental friendliness and energy efficiency. This not only supports local economies but also enhances our ability to deliver products that meet high environmental standards.



Community

We are committed to working towards the betterment of the communities in which we operate and ensuring the overall welfare and well-being of people.

Through our dedicated Corporate Social Responsibility (CSR) initiatives, we actively empower community members in key areas such as education, healthcare, skill development, and vocational training. These programs are designed not only to enhance individual lives but also to contribute to sustainable development and societal progress.

STRONG GOVERNANCE FRAMEWORK

Our Company's governance is built on three core pillars: Trusteeship, Transparency, and Accountability. Growth and success at Prataap Snacks is driven by a strong governance framework that guides us in achieving our objectives and upholding excellence. This framework ensures accountability to our stakeholders through well-defined policies, frameworks, and processes. We are committed to integrity, ethical conduct, and fairness in all our dealings with employees, value chain partners, the community, investors, and regulatory authorities.

We value the strategic guidance provided by our visionary leadership with the Board of Directors setting the organization's direction and defining our vision, mission, and values in alignment with our Corporate Governance guidelines.

We ensure compliance with all relevant regulations, including SEBI Listing Regulations, the Companies Act, 2013 and Rules and other SEBI Regulations related to Board composition, Committee formation, and policy development.

The Board of our Company is broad-based with an optimum combination of executive and non-executive directors including one woman independent director, who are individuals from industrial, managerial, technical, financial, marketing, investing and strategic background. The Company is governed by the Board of Directors in co-ordination with the Senior Management team. Our Board of Directors plays a pivotal role in guiding the strategic direction of the company. Composed of highly experienced and committed professionals from diverse backgrounds, the Board oversees management, evaluates risks, and ensures that our operations align with our long-term

objectives. The Board meets regularly to review performance, assess opportunities, and address challenges, all while upholding the highest standards of integrity and professionalism. We ensure that the Board and its Committees have access to all necessary information, enabling them to effectively fulfil their fiduciary duties and drive sustainable practices.

Our Board, Senior Management and Employees are committed to ethical behaviour, guided by a robust code of conduct that promotes honesty, fairness, and accountability. This commitment ensures that our business practices align with our core values and support our long-term sustainability goals. By fostering a culture of ethical excellence, we strengthen stakeholder trust and drive responsible business practices.

Our Whistle-Blower Policy offers employees a secure channel to report unethical behaviour or suspected fraud. This policy ensures that employees can raise concerns without fear of retaliation, maintaining the confidentiality of their reports. In exceptional cases where issues remain unresolved, they can be escalated to the Chairman of the Audit Committee for further investigation. This policy reinforces our dedication to ethical governance and accountability.

As we navigate through opportunities and challenges, our commitment to strong governance remains unwavering. We believe that by adhering to these principles, we can sustain our long-term growth, enhance shareholder value and contribute positively to the broader community. The Company remains dedicated to enhancing its Governance standards, regularly reviewing its systems and procedures to adapt to the dynamic business landscape.

To strengthen our commitment to Environmental, Social, and Governance (ESG) standards, we have partnered with Sprih, a third party organisation specializing in ESG standards.

Corporate Social Responsibility (CSR)

Enhancing Community Welfare

Corporate Social Responsibility (CSR) is fundamental to our commitment to societal enrichment. We actively engage with underprivileged and vulnerable communities to create meaningful impacts in their lives. Our structured CSR policy aims to enhance the socio-economic status and improve the quality of life of marginalised communities. It outlines our commitment to making positive contributions to communities' economic, environmental, and social well-being through our CSR initiatives.

Driven by a Board-governed CSR policy, our comprehensive CSR programmes and initiatives are strategically designed to safeguard the environment and conserve natural resources, promote education, improve vocational skills, especially among children, support livelihood enhancement projects, healthcare (including preventive health care), rural development, and promote animal welfare.

KEY INITIATIVES IN FY 2023-24



HEALTHCARE

- Contributed to surgery and medicines for bone marrow transplants for the poor in Government Hospital through the Indian Red Cross Society, Indore.
- Provided essential medical equipment viz. operation theatre table and LED lights for Cloth Market Hospital, Indore.
- Distributed nutritious milk to the elderly, disabled, disadvantaged, poor, and destitute people through Sewadham Ashram, a project of Ujjaini Varishtha Nagrik Sangathan.



₹38.80 Lakhs

Total CSR spend in FY 2023-24



PLANTATION DRIVE

Partnered with Sarthak Welfare Society to organise plantation drives in Madhya Pradesh, promoting environmental sustainability.



ANIMAL WELFARE

Provided food for wounded, sick, and stray animals residing in the animal shelter run by Animal Welfare in Indore, Madhya Pradesh.



Board of Directors



Mr. Arvind Mehta

Chairman and Executive Director

Over 35 years of experience in the real estate sector and more than 21 years of expertise in the snacks food and financing industries.



Mr. Amit Kumat

Managing Director and Chief Executive Officer

Over 28 years of experience in the snacks food industry.



Mr. Apoorva Kumat

Executive Director (Operations)

Over 28 years of experience in the snacks food industry.



Mr. Bharat Singh

Non-Executive Nominee Director
(upto 20.03.2024)

Operating Partner [Peak XV Partners (formerly known as Sequoia Capital)]. Over 24 years of experience in finance and business management. Previously worked as the CFO with redBus.



Mr. Vineet Kumar Kapila

Independent Director
(upto 02.08.2024)

Ex-COO (RPC North of United Spirits) and Ex-MD (Spencer's Retail).



Mr. Chetan Kumar Mathur

Independent Director

Ex CFO (Frito-Lay India). Over 32 years of experience in the FMCG industry. Worked with PepsiCo for 23 years.



Mr. V.T. Bharadwaj

Independent Director

General Partner (A91 Partners). Over 23 years of experience in management consultancy and PE investments. Previously worked with Sequoia Capital and McKinsey & Co.



Mrs. Anisha Motwani

Independent Director
(upto 04.07.2024)

Partner (Storm the Norm Ventures). Earlier worked with General Motors India and Max Life Insurance Company.



Mrs. Venu Vashista

Independent Director
(w.e.f. 03.07.2024)

Over 27 years of experience in business management in supply chain strategies, processes and cost management levers. Currently, Vice President of Supply Chain heading SCM in American Tower Corporation. Previously worked with Procter & Gamble and Kohler Corporation.

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Arvind Mehta

Chairman and Executive Director

Mr. Amit Kumar

Managing Director and Chief Executive Officer

Mr. Apoorva Kumar

Executive Director (Operations)

Non-Executive Nominee Director

Mr. Bharat Singh

(upto 20.03.2024)

Independent Directors

Mrs. Venu Vashista

[w.e.f. 03.07.2024 – Additional Director (Independent)]

Mr. V.T. Bharadwaj

Mr. Chetan Kumar Mathur

Mrs. Anisha Motwani

(upto 04.07.2024)

Mr. Vineet Kumar Kapila

(upto 02.08.2024)

Chief Financial Officer

Mr. Sumit Sharma

Company Secretary and Compliance Officer

Mr. Parag Gupta

(w.e.f. 18.01.2024)

Mr. Om Prakash Pandey

(upto 21.10.2023)

AUDITORS

Statutory Auditor

BSR & Co. LLP

Chartered Accountants

Secretarial Auditor

Ritesh Gupta & Co.

Company Secretaries

Internal Auditor

Grant Thornton Bharat LLP

COMMITTEES

Audit Committee

Mr. Chetan Kumar Mathur

Chairman

Mr. V.T. Bharadwaj

(w.e.f. 03.07.2024)

Mrs. Venu Vashista

(w.e.f. 03.07.2024)

Mr. Vineet Kumar Kapila

(upto 02.07.2024)

Mrs. Anisha Motwani

(upto 02.07.2024)

Mr. Bharat Singh

(upto 20.03.2024)

Nomination and Remuneration Committee

Mr. V.T. Bharadwaj

Chairman

Mr. Chetan Kumar Mathur

Mr. Arvind Mehta

Mr. Vineet Kumar Kapila

(upto 02.07.2024)

Corporate Social Responsibility Committee

Mrs. Venu Vashista

Chairperson (w.e.f. 03.07.2024)

Mr. V.T. Bharadwaj

Mr. Arvind Mehta

Mr. Amit Kumar

Mrs. Anisha Motwani

Chairperson (upto 02.07.2024)

Stakeholders Relationship Committee

Mr. V.T. Bharadwaj

Chairman

Mr. Arvind Mehta

Mr. Amit Kumar

Mr. Vineet Kumar Kapila

(upto 02.07.2024)

Risk Management Committee

Mr. Chetan Kumar Mathur

Chairman

Mrs. Venu Vashista

(w.e.f. 03.07.2024)

Mr. Amit Kumar

Mrs. Anisha Motwani

(upto 02.07.2024)

Mr. Bharat Singh

(upto 20.03.2024)

BANKERS

ICICI Bank

Kotak Mahindra Bank

REGISTERED OFFICE

Khasra No. 378/2, Nemawar Road,
Near Makrand House, Palda,
Indore - 452 020, Madhya Pradesh, India
Tel. +91 731 2437604/642

E-mail: complianceofficer@yellowdiamond.in

Website: www.yellowdiamond.in

CIN: L15311MP2009PLC021746

SHARE TRANSFER AGENT

KFin Technologies Limited

Selenium Building, Tower-B, Plot No. 31 & 32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad - 500032,
Telangana, India

Toll Free No.: 18003094001

WhatsApp No.: (91) 9100094099

Tel.: (91 40) 67162222, 79611000

E-mail: einward.ris@kfintech.com

Website: <https://www.kfintech.com>

Corporate Registry (RIS)

Website: <https://ris.kfintech.com>

Investor Support Centre: <https://ris.kfintech.com/client-services/sc>

PLANT LOCATIONS

Owned Plants

Khasra No. 378/2, Nemawar Road,
Near Makrand House, Palda,
Indore - 452020, Madhya Pradesh

Survey No. 65/2, 66/1, 67/2,
Gram Piplyalohar, Tehsil Mhow,
Indore - 453441, Madhya Pradesh

Plot No. 40-41, Brahmaputra
Industrial Park, Amingaon,
Guwahati - 781031, Assam

No. 260, Bommasandra Jigani
Link Road, Jigani Hobli, Anekal
Taluk, Bengaluru (Bengaluru
Urban) - 560105, Karnataka

Plot No. 5514-5515, 152-153,
Mouza, Jangalpur Police Station,
Domjur, District - Howrah,
West Bengal - 711302

New R.S. No. 128, R.S. No. 123/P3,
Taluka - Kalawad, Nikava,
Jamnagar - 361162, Gujarat

New R.S. No. 127, Old R.S. No. 123 /PAIKI2,
TA-Kalawad, Nikava, Jamnagar – 361162, Gujarat

Khewat No. 13, Khasra No. 800 min, Khata No.
293 min, Kartholi Teh. Bari Brahmana, Jammu,
Samba - 181133, Jammu & Kashmir

Third-Party Plants

No. 44/2, Kothanur Dinne,
SOS College, Bannerghatta Road,
Near B.K. Circle Bus Stop, J.P. Nagar, 8th Phase,
Bengaluru - 560076, Karnataka

11, Kanduah Food Park, Sankrail,
Howrah – 711302, West Bengal

Plot No. 1, Jagan Village, Food Park APC,
Jagan, Hisar - 125052, Haryana

Plot No. 36,39,40,41, Agro Park,
Kunjipura, Karnal - 132023, Haryana

Plot No. 397, 406, 407,
Pitambarpur Bhika, Fatwah,
Patna - 803201, Bihar

Arazi No. 385/A, Rajaswa Gram,
Chachendi Sachendi -1,
Kanpur - 209304, Uttar Pradesh

Survey No. 170, Medchal Malkajgiri,
Somaram Village, Medchal Mandal,
Somaram - 501401, Telangana

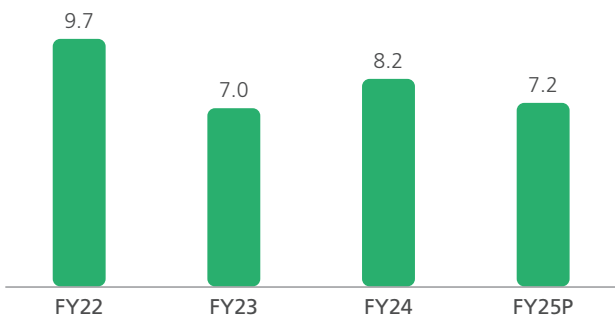
Management Discussion & Analysis

ECONOMIC SCENARIO

INDIAN ECONOMY

In FY24, the Indian economy grew by 8.2%, driven by increased government capital expenditure, improved labour market conditions and heightened urban demand. This was accompanied by strong macroeconomic indicators on tax collections, improved exports and steady foreign currency reserves. Household consumption is expected to strengthen further, boosting domestic demand. Meanwhile, private capital expenditure and the robust financial health of banks and corporations have enhanced business sentiments and the outlook for fixed investment. The per capita Net National Income (NNI) at constant (2011-12) prices increased by 35.12% from ₹ 72,805 in FY15 to ₹ 98,374 in FY23. As income level rises, overall spending would increase leading to higher consumption. Moreover, increased spending also boosts demand for goods and services, which in turn would further stimulate economic growth across the country. In FY24, India's headline inflation moderated to 5.4%, driven by easing supply chain pressures and broad-based moderation in core inflation. The Reserve Bank of India (RBI) maintained a policy repo rate of 6.5% throughout the year to control inflation and ensure economic stability. Moderating inflation and the government's proactive efforts to maintain fiscal balance ensure sustained economic growth within the country.

Indian Economic Outlook (%)



P- Projected

Source: NSO estimates dated 31st May, 2024

RBI MPC (Monetary Policy Committee) report dated 7th June, 2024

Looking ahead, domestic consumption in India has been projected to reach USD 4 trillion by 2030, driven by the expansion of the upper-middle-income and high-income segments. Despite potential risks from geopolitical tensions and financial market volatility, the RBI projects India's GDP to grow by 7.2% in FY25 and expects a further decline in inflation to 4.5% for the same period.

INDUSTRY OVERVIEW

INDIAN PACKAGED FOOD INDUSTRY OVERVIEW

The Indian packaged food industry is experiencing rapid growth, driven by increasing urbanisation, changing consumer lifestyles, and a rising preference for convenience foods. Since a large proportion of the domestic food industry is still informal and unorganised in nature, there is immense growth potential for the growth of the packaged food industry. The Indian packaged food market, valued at USD 3.1 trillion in 2023, is forecasted to reach USD 5.32 trillion by 2032, according to Global Markets Insights report. Packaged food provides convenience, variety and time-saving benefits, driving its popularity among consumers. Packaging technologies and materials play a crucial role in extending the shelf life and enhancing the attractiveness of these products. This helps in the introduction of variety of offerings to customers, retaining freshness while storing and transporting products to all corners of the country and differentiates the offering from the informal industry.

Key Drivers of the Packaged Food Industry in India

The packaged food industry in India has been reshaped by the digital space, e-commerce, and green initiatives. Trends such as direct-to-consumer channels, analytics integration and strategic investments are also playing a crucial role. The packaged food sector is set for substantial growth, focussing on adaptability, innovation and understanding consumer trends in the evolving market.

Strong Demographics

India possesses a robust demographic profile, being the world's most populous nation with a median age under 30, notably younger compared to the US and China where the median age nears 40. Personal consumption in India contributes significantly, making up nearly two-third of the GDP, a higher proportion than many other middle-income countries. Consumer spending is expected to increase in the coming years, supported by strong macroeconomic indicators, sustained government spending, and optimistic consumer sentiment. Additionally, a young working population will lead to higher disposable income and consequently, higher consumption across the packaged food sector.

Rising Affluent Consumers

According to a report titled "The Rise of 'Affluent India'" by Goldman Sachs Research, the group of affluent consumers is projected to increase from around 60 million in 2023 to 100 million people by 2027. In essence, the growth of the affluent consumer segment in India is poised to strengthen the packaged food industry by driving higher consumption, expanding market opportunities, influencing product innovation, and shaping consumer trends.

Supportive Government Policies

Ongoing government investment in infrastructure, including improvements to roads, railways, and cold storage facilities, has significantly supported the growth of the packaged food industry. These investments would enhance the efficiency of transportation and storage, reducing costs and improving supply chain reliability for the packaged foods industry. Additionally, supportive policies for the storage of agricultural products help in managing inventory and reducing waste.

Rising Influence of Semi-Urban and Rural Markets in the Packaged Food Sector

While the urban sector continues to play a significant role in the packaged food market, the past decade has seen remarkable growth in semi-urban and rural areas. This expansion is driven by enhanced penetration, improved infrastructure, and targeted marketing efforts. Going forward, packaged food companies are expected to intensify their efforts to understand and cater to the unique needs of consumers in these thriving markets.

Growing Presence of Modern Retail Formats

The enhanced penetration of modern retail formats, such as supermarkets and hypermarkets, has significantly improved the accessibility and visibility of packaged food products. These retail formats provide larger and more strategically placed shelf space, allowing for a broader range of products to be showcased. This increased visibility makes it easier for consumers to find and purchase packaged foods. Additionally, the extensive reach and convenience of these modern retail outlets drive higher consumer traffic and promote greater market growth for packaged food products.

Increasing Tech Adoption

Packaged food companies are increasingly leveraging big data to innovate and gain a competitive edge. By analysing consumer data from online shopping, brands can build stronger relationships, understand customer preferences, and personalise experiences. The integration of big data solutions and analytics in the packaged food sector optimises communication strategies, supporting enhanced engagement in a dynamic industry landscape. In 2024, online sales are projected to surge due to the convenience of digital platforms. The use of AI and machine learning is improving operational efficiency and decision-making in the industry. Direct-to-consumer (D2C) and digital-only brands have emerged in certain niches, creating hyper-competition in specific micro-markets by eliminating traditional structures and overheads.

Growing Ready-to-Eat Market

The shift towards urban living and hectic schedules has boosted demand for convenient food options like ready-to-eat meals, pre-cut vegetables, and microwavable snacks. The Indian

ready-to-eat market is projected to reach ₹ 25 billion by 2025, up from ₹ 12.2 billion in FY20, reflecting significant growth in this segment.

Growing Influence of Innovative and Dynamic Marketing Strategies

Advertising plays a key role in expanding product reach and influencing consumer spending. Due to rising inflation, packaged food companies had to adjust prices and reduce package sizes, leading consumers to opt for smaller packs to manage their costs. In response to these changes, brands are focussing on packaging innovations and personalised promotions to better align with consumer preferences. At the same time, influencer marketing has become a significant trend in the packaged food industry. Brands are increasingly collaborating with influencers across food, beauty, skincare, and lifestyle categories to promote their products. Influencers help build trust and relatability, catering to the consumer demand for personalised connections with brands. Additionally, negative reviews from influencers, such as those from Food Pharmer, also play a role in shaping consumer behaviour.

Quick Commerce Gaining Predominance

The share of quick commerce sales for larger packaged food brands is expected to double in the near term, as major brands often achieve better margins on quick-commerce platforms compared to e-commerce due to lower discounts. This competition has led to increased discounting by both e-commerce platforms and offline retailers resulting in increased consumption of packaged foods.

The future of the packaged food industry in India holds great promise, driven by sustainability, digital transformation, and inclusive growth. As consumer preferences continue to evolve, packaged food companies must remain adaptable, constantly adjusting their strategies to meet the shifting demands of the consumers.

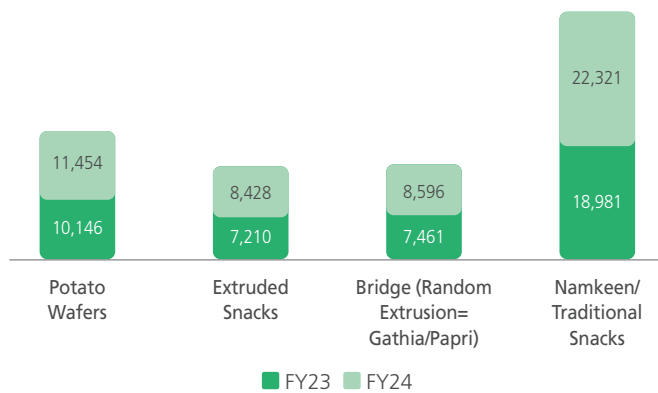
SNACKS FOOD MARKET

The size of the Indian organised snacks food market reached ₹ 50,798 crore in FY24 as compared to ₹ 43,799 crore in FY23, according to Nielsen. The growth of this market is driven by increasing urbanisation, higher disposable incomes, and changing lifestyles. The growing young population and the influence of Western eating habits have also been boosting the demand for convenient, ready-to-eat snack options across various demographics. In addition, the rising popularity of convenient food products, the increasing implementation of quality standards by the Food Safety and Standards Authority of India (FSSAI), and the expanding number of e-commerce brands and distribution channels are key factors driving the Indian savoury snacks market.

► Management Discussion & Analysis

The Indian organised savoury snacks market demonstrated substantial growth across all segments from FY23 to FY24. Within the snacks food market, bridge snacks grew from ₹ 7,461 crore to ₹ 8,596 crore, registering a 15.2% increase. Extruded snacks saw a rise from ₹ 7,210 crore to ₹ 8,428 crore, marking a 16.9% growth. Potato wafers increased from ₹ 10,146 crore to ₹ 11,454 crore, achieving a 12.9% growth rate. Traditional snacks experienced a notable increase from ₹ 18,981 crore to ₹ 22,321 crore, with a growth rate of 17.6%. The numbers reflect the robust expansion of the savoury snacks market in India, driven by rising consumer demand across various product categories.

Total Organised Snacks Food Market Size in FY24 - ₹ 50,799 crore and in FY23 - ₹ 43,798 crore



Source: Nielsen

With the population increasing, the demand for food in both urban and rural areas of India is growing each year. Taste is a key factor, and snacks provide a satisfying option that can be enjoyed at any time of the day. These snacks are not only flavourful but also convenient and affordable, making them an attractive choice for consumers.

CAKES & PIES MARKET

The Indian cakes and pies market is projected to grow at a CAGR of 12.5% over the next five years till 2029, with packaged cakes being the fastest-growing category. Both online and offline sales channels contribute equally to market expansion for packaged cakes. In rural and semi-urban areas, convenience stores and supermarkets/hypermarkets are popular choices among consumers. In contrast, online channels are increasingly favoured in urban areas, particularly in Tier-1 and Tier-2 cities, due to the widespread use of grocery delivery services. The introduction of new flavours is also anticipated to positively influence the industry. Furthermore, the growing popularity of long-shelf-life packaged cakes is contributing notably to market expansion across the country.

Source: Mordor Intelligence Research

COMPANY OVERVIEW

COMPANY BACKGROUND

Prataap Snacks Limited (hereafter referred to as 'PSL' or 'the Company') is a leading manufacturer of packaged snacks in India, offering a variety of products including potato chips, extruded snacks, pellets, and namkeen under the brands 'Yellow Diamond' and 'Avadh'. 'Yellow Diamond' has established itself in India's competitive market. PSL continues to be a key player in India's packaged snacks food industry, with products available nationwide, consistently expanding its market presence and optimising efficiencies.

Core Business Strategy Pillars

The Company's growth strategy includes a key distribution network and product-led initiatives aimed at boosting overall sales, scaling specific categories, improving profitability, and enhancing return ratios. These initiatives are outlined as follows:

Distribution Network Initiatives

- Enhancing Distribution Efficiency:** PSL would enhance its distribution effectiveness by leveraging technology, telecalling, and range selling. These strategies aim to streamline operations, expand reach, and improve distribution management. PSL uses BI tools for profitability analysis, automated production, Enterprise Resource Planning (ERP), and Sales Force Automation (SFA) for optimised order-taking and sales routes. The hubs at each manufacturing facility would further streamline distribution and enhance cost efficiency. PSL will continue refining operations and distribution to reduce expenses and improve cost management.
- Organic Expansion:** PSL has planned to increase its retail touchpoints in underpenetrated markets to broaden its distribution network. This includes identifying and addressing gaps in areas where the Company already has a strong presence. PSL aims to enhance its market coverage, improve accessibility to its products, and drive overall growth in its distribution network.

In addition, PSL has commissioned a new facility in Jammu for Extruded Snacks and another in Rajkot, Gujarat, for Namkeen Snacks. The Company has consolidated its manufacturing units in the Eastern region by relocating machineries from the Guwahati 1 Unit to other facilities. PSL is strategically expanding its capacity in targeted markets while leveraging opportunities presented by the Production Linked Incentive (PLI) scheme. The Company has been focussed on expanding its network, particularly in North and West India, and is also increasing its presence in southern markets.

- Diversifying Distribution Channels:** PSL has been strengthening its presence in traditional distribution formats to maintain and enhance its established market position. The Company would expand into new distribution formats, including modern trade, supermarkets, hypermarkets, and quick commerce, to reach a broader audience and adapt to evolving consumer preferences. The Company will also initiate export sales, creating an additional revenue stream and broadening its market reach beyond domestic borders, to further diversify its sales channels.

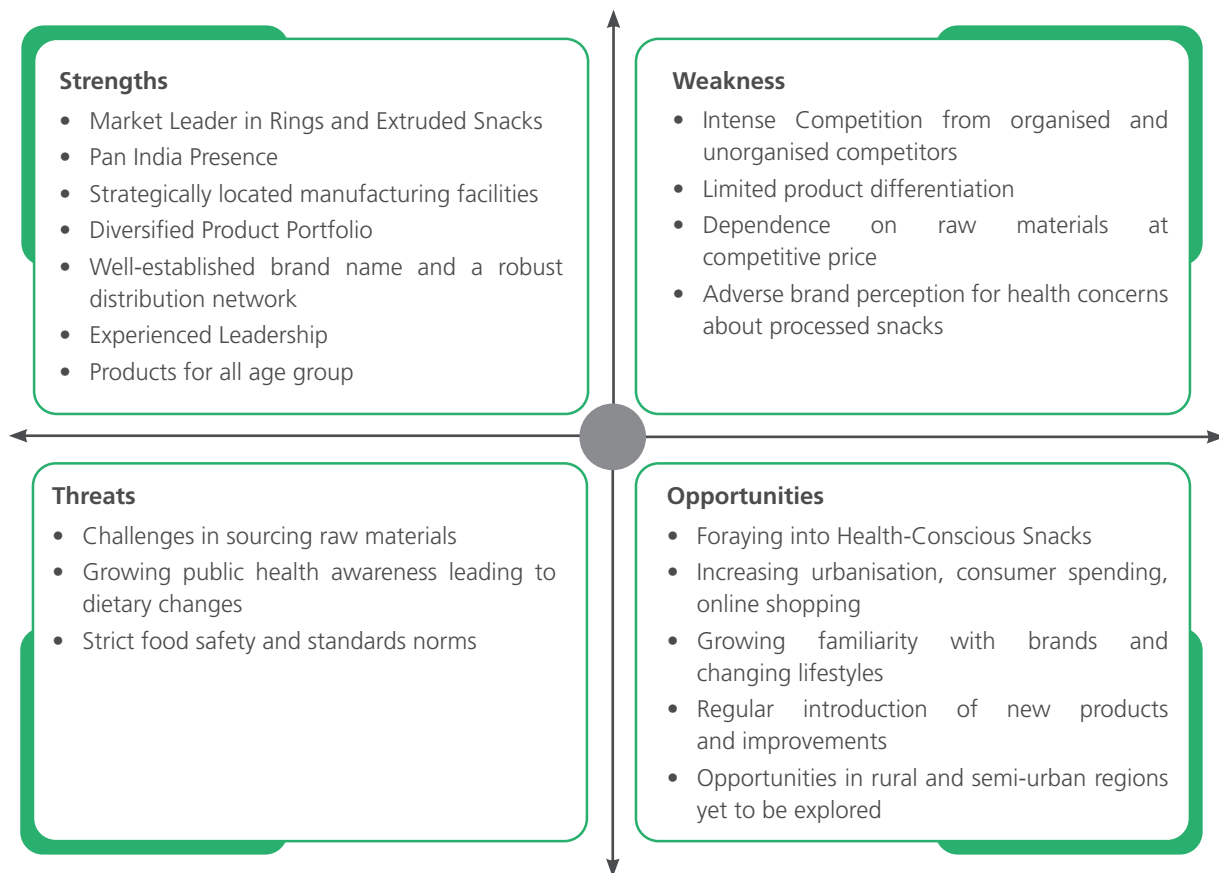
Product-Led Initiatives

- Focussing on Namkeens:** PSL plans to emphasise namkeens to align their share in the Company's overall sales mix with their proportionate share in the broader packaged snacks sector. This strategy involves focussing more resources and efforts on developing and marketing namkeen products to ensure they contribute significantly to the Company's turnover. PSL aims to capture a larger share of the market segment by enhancing the variety and availability of namkeens, introducing new flavours, and optimising distribution channels.
- Scaling Pellet-Based Products:** PSL is expanding its successful pellet-based product category, which had shown strong performance for the Avadh brand in Gujarat, to a

pan-India level. This expansion strategy involves replicating the successful formula used in Gujarat across the entire country. PSL aims to introduce these popular pellet-based snacks to a broader audience, leveraging the established reputation of the Yellow Diamond brand by scaling up production and distribution.

- Elevating Product Offerings and Portfolio:** PSL would introduce larger and family-sized packs to boost home consumption and growth in modern trade and e-commerce. The Company will also launch 'Better for You' snacks in larger pack sizes with premium pricing, focussing on healthier options. Additionally, PSL will debut bold flavours like Korean Chili and Naga Chili and use sleek black packaging to stand out on shelves, enhancing product appeal and strengthening its market position. PSL aims to improve profit margins by focussing on high-margin products, boosting productivity, and cutting costs. PSL had undertaken initiatives such as box resizing, distribution restructuring, and recipe changes to reduce material costs, streamline operations, and achieve more cost-effective manufacturing processes in the past. Moving forward, PSL plans to enhance efficiency through the adoption of advanced technologies, optimise operational and logistics costs, and refine distribution channels for further cost reduction.

SWOT ANALYSIS



► Management Discussion & Analysis

FINANCIAL REVIEW

Financial Performance and Business Update for FY24

In FY24, PSL's annual revenue declined by 2%, amounting to ₹ 1,61,793 lakhs, as compared to ₹ 1,65,293 lakhs in FY23. In a challenging macroeconomic environment, PSL has shown resilient top-line performance. The Company has upheld its position as the market leader nationwide in the Extruded Snacks category. In addition, PSL has sustained strong growth in the "Yellow Diamond" Namkeen category by expanding its retail presence and enhancing product offerings through range selling strategies.

In FY24, PSL achieved a 17% year-on-year (YoY) increase in gross profit despite stable revenues. This improvement was driven by a 555 basis points increase in gross margin, rising from 28% to 33% year-on-year. EBITDA grew 1.26 times from ₹ 6,243 lakhs in FY23 to ₹ 14,099 lakhs in FY24, thus PSL achieved the highest-ever EBITDA value in FY24. PSL has maintained a strong focus on margin

performance, implementing several initiatives to structurally enhance margins. Furthermore, a decrease in certain input costs along with process optimisations has bolstered profitability.

Profit before tax and exceptional items (PBT) has significantly increased by 50 times from ₹ 151 lakhs in FY23 to ₹ 7,741 lakhs in FY24. Finance costs decreased from ₹ 655 lakhs in FY23 to ₹ 577 lakhs in FY24, while depreciation increased from ₹ 6,213 lakhs in FY23 to ₹ 6,636 lakhs in FY24.

Profit After Tax (PAT) surged significantly from ₹ 2,031 lakhs to ₹ 5,312 lakhs in FY24, marking a growth of 162%. This remarkable growth was achieved even with higher depreciation expenses.

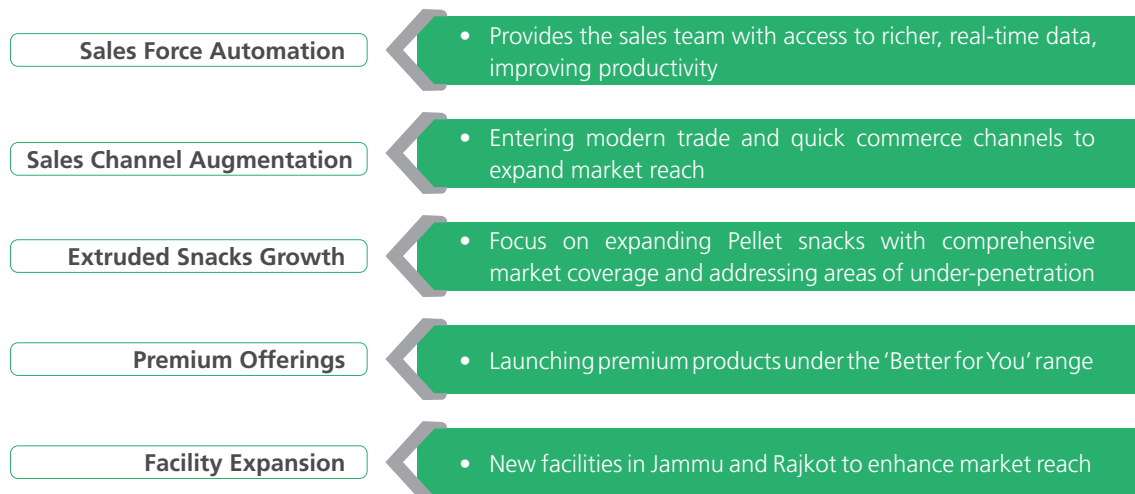
The Board of Directors has recommended a dividend of 40% per share on a face value of ₹ 5 each, equating to ₹ 2 per share. As of 31st March, 2024, PSL's net worth stood at ₹ 72,876 lakhs, compared to ₹ 67,623 lakhs on 31st March, 2023. The Company's free cash and bank balance was ₹ 11,169.46 lakhs.

Details of Significant Change in Key Financial Ratios

Ratios		FY24	FY23	% Change	Change
Net Profit margin	%	3.3	1.2	167.0	Optimisation in certain costs and reduction in certain key raw material pricing have contributed to increased net profit margins during the year
Operating Profit margin	%	8.7	3.8	113.1	The increase in operating profit margins has been attributed to optimisation in certain costs and reduction in certain key raw material pricing
Debtor turnover	times	129	107	20.5	A reduction in the average credit period offered to customers in the current year have resulted in the improvement of this ratio
Stock turnover	times	7.8	8.5	(8.9)	Increase in inventory has resulted in lower stock turnover ratio
Debt Equity Ratio	%	0.030	0.004	(518.6)	Increase in long-term secured borrowing from bank has resulted in decrease in ratio
Current ratio	times	1.7	1.5	11.9	A reduction in current liabilities has resulted in increase in this ratio
Interest Coverage Ratio	times	14.4	1.2	1070.4	Increased considerably due to higher earnings before interest and taxes (EBIT)
Return on Network – RoNW	%	7.3	3.0	142.6	The rise in operating profit margins has led to increase in the ratio

OUTLOOK

Strategic Initiatives Fuel PSL's Robust Growth Trajectory



PSL has planned to expand its product range to cater to diverse consumer demographics with innovative offerings. The Company aims to drive growth through initiatives such as range selling, salesforce automation, and expansion into modern trade and quick commerce. PSL would focus on maintaining its leadership in Extruded Snacks and enhancing the share of Namkeen in its revenue mix. PSL regularly adds new flavours and products while optimising costs and distribution to continuously innovate. New facilities in Jammu and Rajkot have been established to support efficient local supply and product diversification.

The Company's efforts in cost cutting, operational efficiency, and productivity are expected to enhance profitability and overall cost management. The Company plans to further diversify its product offerings, expand regionally, and introduce family pack sizes. PSL anticipates sustained revenue growth driven by innovation, distribution expansion, and synergies from integrating Avadh's business, all amid favourable economic conditions.

HUMAN RESOURCES

Human resources have a significant impact on PSL's long-term growth within the competitive packaged food industry. The Company prioritises a balanced and fair approach to human resource management, cultivating a welcoming workplace environment. PSL is committed to nurturing a strong talent pool and preparing future leaders for key roles within and outside the organisation to ensure ongoing business success. Through effective personnel management practices, developmental interventions, productivity improvements, and reward mechanisms, PSL consistently achieves organisational objectives and significant milestones. The team comprises a diverse and dynamic blend of multigenerational professionals who are keen to learn and contribute to the Company's growth story. PSL continuously invests in enhancing employee skills, providing them with the competitive edge needed to thrive in a dynamic industry.

In addition, PSL offers an Employee Stock Appreciation Rights Plan (ESARP), allowing permanent employees to become shareholders based on their eligibility, aligning their interests with the Company's long-term success. As of 31st March, 2024, PSL employed 1,230 staff, and its industrial facilities operate without labour unions, experiencing no disruptions due to labour unrest throughout FY24.

CORPORATE SOCIAL RESPONSIBILITY

PSL aims to significantly contribute to the social and economic development of a sustainable society. The Company's CSR policy focuses on three core areas: fostering economic development, enhancing environmental sustainability and advancing social well-being within local communities. In FY24, PSL invested ₹ 38.80 lakhs in a diverse array of CSR initiatives, reflecting its

dedication to being a responsible and impactful business partner. This investment aims to create meaningful, long-lasting benefits for the communities where PSL operates.

PSL's commitment to environmental sustainability is exemplified through its successful plantation drive, which has contributed to supporting activities aimed at fostering a sustainable environment. As part of its healthcare initiative, PSL has contributed to surgery and medicines for bone marrow transplant for poor people in Government Hospital, essential medical equipment viz. operation theatre table and LED lights for operation theatre, distribution of nutritious milk to the elderly, disabled, disadvantaged, poor and destitute people. Further, PSL also provided food for wounded, sick and stray animals residing in the animal shelter.

RISK AND MITIGATION

In the dynamic landscape of corporate operations, risk management is an indispensable aspect of ensuring sustainable growth and resilience. Corporates face a myriad of risks including economic uncertainties, market volatility, regulatory changes, supply chain, changing consumer preferences, technological advancements and more. Effective risk management at PSL involves identifying potential risks assessing their impact and implementing strategies to mitigate identified potential risks. Mitigation strategies are crucial in managing and reducing the impact of identified risks.

PSL adopts a comprehensive approach, integrating risk management into our strategic planning and decision-making processes. This includes diversifying supply chains, investing in cybersecurity measures, and maintaining robust compliance frameworks to adhere to regulatory requirements.

Regular risk assessments and scenario planning helps anticipate potential disruptions and the development of contingency plans. By fostering a culture of risk awareness and preparedness, PSL navigates uncertainties effectively and while ensuring long-term viability. Additionally, fostering open communication and collaboration across departments ensures that our risk management is a shared responsibility. By proactively addressing risks and implementing mitigation measures, PSL effectively enhances its resilience, maintains stakeholder confidence, and achieve our strategic objectives.

PSL has implemented Enterprise Risk Management practices, that involves thorough identification, evaluation, and mitigation of risks, alongside continuous monitoring to uphold commitments in risk containment. The following risks have been identified and the mitigation measures taken by PSL.

- 1. Economic Uncertainty:** Macro-economic challenges can influence consumer behaviour, purchasing trends, and work environments, creating obstacles for PSL.

► Management Discussion & Analysis

Mitigation Measure: PSL mitigates economic uncertainties through several strategic measures. Firstly, as a long-term strategy, we have continued to add new products to our portfolio and slowly and gradually expanded into new markets to reduce dependency on any single region in the country. Continuous monitoring of economic indicators and consumer behaviour enables us to adapt swiftly to changing conditions. We focus on strong consumer engagement, and innovative marketing and distribution strategies, enhance operational efficiency by investing in technology and automation, optimising supply chain management, and implementing cost-control measures.

- Raw Material Price Risk:** Key raw materials, including potatoes, palm oil, and packaging laminate, are essential to PSL's operations. Disruptions in the supply chain, shortages of these raw materials, or rising prices can impact costs and profit margins.

Mitigation Measure: PSL has cultivated long-term partnerships with suppliers to maintain a consistent supply of materials. The Company secures mid to long-term contracts for packaging laminates and palm oil. Additionally, refrigerated storage facilities for bulk purchases and an expanded network of procurement locations ensure a year-round supply of potatoes. To mitigate price volatility, PSL uses forward contracts and employs continuous process re-engineering and cost optimisation strategies, which also help manage the impact of rising raw material and packaging costs on profitability.

- Competition Risk:** This industry includes large established organised players, and mid and small regional players and PSL faces substantial competition from both, which can affect its growth and profit trajectory.

Mitigation Measure: PSL offers a diverse range of products and continues to innovate to stay ahead of the competition. As a specialised and key industry player, the Company has a deep understanding of consumer preferences, leveraging this knowledge for sustained development and expansion. PSL's extensive distribution network, strategically located manufacturing facilities, and diverse product portfolio positions it well for continued growth. Additionally, PSL focusses on adding new touchpoints in underpenetrated markets and enhancing its presence in modern trade formats such as supermarkets, hypermarkets, e-commerce and quick commerce. PSL is also scaling its namkeen offerings and expanding the successful pellet-based product category to a pan-India level through its widely spread network.

- Cyber Security Risk:** Unauthorised access to the Company's server via hacking or virus attack could result in

significant financial and operational losses. Such breaches can lead to the theft of sensitive data, disruption of operations, and damage to the Company's reputation. In addition to external threats, technical errors or system malfunctions can also pose risks by causing downtime, data loss, and operational inefficiencies.

Mitigation Measure: PSL utilises a multi-layered approach to cybersecurity, employing robust measures to protect its digital infrastructure. The Company secures its web portals with passwords, firewalls, VPNs, and SSL certificates. A Disaster Recovery Mechanism (DRM) is in place for real-time server replication, ensuring business continuity in case of system failures. To enhance physical security, CCTV cameras with authorised access are installed in server rooms. On the software side, Endpoint Detection and Response (EDR) and Data Leakage Prevention (DLP) systems are implemented on all devices and servers. Continuous monitoring and assessment of cybersecurity risks, regular review of safety feature logs, and real-time server mirroring and backups further strengthen PSL's defences against cyber threats.

INTERNAL CONTROL SYSTEM

PSL's extensive presence across India necessitates a robust internal control system. The internal control framework is tailored to match the size and complexity of the Company's business. PSL conducts regular internal audits and management reviews in key areas such as procurement, production, information technology, supply chain, sales, marketing, and finance.

The Company has established a comprehensive internal control framework to ensure effective monitoring and management of its operations. Management of the Company and an independent internal auditor provides the Audit Committee with an impartial assessment of PSL's risk management, business processes, operations, financial reporting, and compliance. The Audit Committee receives summaries of these reports and action plans for review and updates. The management team reviews the internal auditor's reports and implements corrective actions to enhance the Company's controls and systems.

CAUTIONARY STATEMENTS

Certain statements in this document may be forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties, like regulatory changes, local political or economic developments and many other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements. Prataap Snacks Limited will not be in any way responsible for any action taken based on such statements and undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.

Board's Report

To the Members,

Your Board of Directors ('Board') is pleased to present the 15th Board's Report of Prataap Snacks Limited ('Prataap' or 'Company') for the financial year ended 31st March, 2024.

FINANCIAL HIGHLIGHTS AND STATE OF COMPANY'S AFFAIRS

In the backdrop of a challenging macro environment and continued inflationary pressures impacting consumption trends, the revenue from operations of the Company decreased to

₹ 1,61,793.12 lakhs compared to ₹ 1,65,293.22 lakhs in the previous year, registering a decline of 2.12% majorly due to subdued demand and severe competition by small players gaining market shares. The Company reported its highest ever annual EBITDA of ₹ 14,099.09 lakhs in financial year 2023-24. Net profit after tax increased to ₹ 5,312.26 lakhs compared to ₹ 2,031.18 lakhs in the previous year, primarily due to process improvement, optimization in certain cost and reduction in few key raw material pricing. The financial performance of the Company is as under:

Particulars	(₹ in lakhs)	
	31 st March 2024	31 st March 2023
Revenue from operations	1,61,793.12	1,65,293.22
Exceptional item*	95.91	-
Profit/(Loss) before tax	7,645.28	151.28
Less: Current tax	(1,403.83)	(85.65)
(Less)/Add: Deferred tax (including minimum alternate tax)	(929.19)	30.10
Add: Tax adjustments in respect of earlier years	-	1,935.45
Net Profit after tax	5,312.26	2,031.18
Other Comprehensive income/(loss)	24.75	47.97
Total comprehensive income for the year	5,337.01	2,079.15
Surplus brought forward	24,540.99	22,467.96
Add: ESAR lapsed during the year	41.72	111.16
Less: Amount utilised towards payment of dividend (including dividend distribution tax)	(238.60)	(117.27)
Surplus carried forward	29,681.13	24,540.99

*Loss by fire at one of Company's co-manufacturing plant in Kolkata.

The Company had formulated an Employee Stock Purchase Plan ('ESPP') where the Company granted loan to employees through a separate Trust called Prataap Snacks Employees Welfare Trust ('Trust') for providing monetary assistance to the employees for acquisition of shares granted under the ESPP plan. Till 31st March, 2023, the Trust was identified as a subsidiary. In the standalone financial statements, the Company had adopted the policy of considering the trust as a legal entity separate from the Company and therefore, was not consolidating the Trust in the standalone financial statements. The Company recognized the loan given to the Trust as financial asset and tested it for impairment on a periodic basis in accordance with the requirements of applicable accounting standards. However, given that the Trust was identified as a subsidiary, in the consolidated financial statements of the Company, the Trust was consolidated for the purpose of consolidated financial statements and consequently, the related

loan to trust (including interest) appearing in the standalone financial statements of the Company was eliminated.

During the year under review, the Company changed its accounting policy to consolidate the Trust in the financial statements to reflect a more appropriate presentation of the activity of the Trust in the financial statements as the Trust carried out activities for benefit of employees of the Company. Consequently, in the financial statements the loan given to the Trust (including interest) is eliminated.

The Company has given effect to the change in accounting policy in financial statements by restating the comparative information for the preceding period in accordance with the requirements of applicable standards for change in accounting policy.

► Board's Report

During the year under review, your Company has commenced the production in its Jammu and new Rajkot unit, which will enhance our local distribution reach and product range respectively.

The Company has undertaken / taking various steps to improve profitability. The key steps include expanding distribution network while optimizing costs and product composition to improve operating margins, enhancing Company's presence in modern trade which will complement Company's pan India presence in traditional distribution channels.

Your company has initiated a series of operational and strategic efforts aimed at enhancing its market position. The strategy involves driving sales and growing market share by tapping into underexploited markets and increasing penetration in established ones. Further, as revenue grows, the Company will gain from increased operating leverage, boosting overall financial performance.

RESTATEMENT OF FINANCIAL STATEMENTS

The Company had formulated an Employee Stock Purchase Plan ('ESPP') where the Company granted loan to employees through a separate Trust called Prataap Snacks Employees Welfare Trust ("Trust") for providing monetary assistance to the employees for acquisition of shares granted under the ESPP plan. Till 31st March, 2023, the Trust was identified as a subsidiary. In the standalone financial statements, the Company had adopted the policy of considering the trust as a legal entity separate from the Company and therefore, was not consolidating the Trust in the standalone financial statements. The Company recognized the loan given to the Trust as financial asset and tested it for impairment on a periodic basis in accordance with the requirements of applicable accounting standards. However, given that the Trust was identified as a subsidiary, in the consolidated financial statements of the Company, the Trust was consolidated for the purpose of consolidated financial statements and consequently, the related loan to trust (including interest) appearing in the standalone financial statements of the Company was eliminated.

During the year under review, the Company changed its accounting policy to consolidate the Trust in the financial statements to reflect a more appropriate presentation of the activity of the Trust in the financial statements as the Trust carried out activities for benefit of employees of the Company. Consequently, in the financial statements the loan given to the Trust (including interest) is eliminated.

The Company has given effect to the change in accounting policy in financial statements by restating the comparative information for the preceding period in accordance with the requirements of applicable standards for change in accounting policy. The details of the same is provided in note no. 50 of the notes to the financial statements.

DIVIDEND

After considering the Company's profitability, cash flow and overall financial performance, the Board of Directors of the Company is pleased to recommend a dividend of ₹ 2.00/- per equity share of ₹ 5.00/- each (i.e. 40%) for the financial year ended 31st March, 2024. Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Dividend Distribution Policy of the Company has been disclosed on the website of the Company and the web link of the same is <https://www.yellowdiamond.in/wp-content/uploads/2018/05/Dividend-Distribution-Policy-31st-May.pdf>.

RESERVES

For the financial year ended 31st March, 2024, no amount has been proposed to carry to General Reserve. However, ₹ 5,312.26 lakhs has been taken to surplus in the Statement of profit and loss.

SHARE CAPITAL

During the year under review, there is no change in the authorised share capital of the Company. However, the Board of Directors of your Company in its Meeting held on 13th April, 2023 has allotted 4,06,556 equity shares of ₹ 5/- each as fully paid up to the shareholders of Avadh Snacks Private Limited (Transferor Company 1) (except the Transferee Company/Company) pursuant to Scheme of Amalgamation of Avadh Snacks Private Limited (Transferor Company 1) and Red Rotopack Private Limited (Transferor Company 2) with Prataap Snacks Limited (Transferee Company) and their respective shareholders and creditors. Further, the Board of Directors in its Meeting held on 6th February, 2024 has allotted 13,833 equity shares of ₹ 5/- each as fully paid up upon exercise of Employees Stock Appreciation Rights ("ESARs") by eligible employees of the Company in accordance with the Prataap Employees Stock Appreciation Rights Plan 2018 ("ESARP 2018"/ "Plan"). Accordingly, the issued, subscribed and paid-up equity share capital of the Company stands increased from ₹ 1,172.65 lakhs to ₹ 1,193.67 lakhs.

As on 31st March, 2024, the authorised share capital is ₹ 2,675.00 lakhs and issued, subscribed and paid-up equity share capital is ₹ 1,193.67 lakhs.

EMPLOYEE STOCK APPRECIATION RIGHTS (ESAR) PLAN

The Company has framed Prataap Employees Stock Appreciation Rights Plan 2018 ("ESARP 2018") pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. During the year under review, the Company has granted 4,927 Employee Stock Appreciation Rights (ESARs) to the eligible employees. There was no change in the ESARP 2018 during the year under review except that the

Nomination and Remuneration Committee in its Meeting held on 2nd August, 2023 increased the exercise period of 3,47,000 ESARs granted on 9th August, 2019 under ESARP 2018 by two (2) years for first two vestings i.e. upto 8th August, 2025 and 8th August, 2026 respectively. The disclosure pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital And Debentures) Rules, 2014 is given in Annexure-I, which is annexed hereto and forms part of the Board's Report and also disclosed on the website of the Company and can be accessed at <https://www.yellowdiamond.in/wp-content/uploads/2024/08/Disclosure-of-ESARs-31.03.2024.pdf>.

The ESARP 2018 is in compliance with applicable provisions of the Companies Act, 2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

DEPOSITS

During the year under review, your Company has not accepted any public deposits within the meaning of Section(s) 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

CORPORATE GOVERNANCE

Pursuant to Regulation 34 read with Para B and C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis, Report on Corporate Governance and Practicing Company Secretary's certificate regarding the compliance of conditions of Corporate Governance and Business Responsibility and Sustainability Report form part of Annual Report 2023-24 ("Annual Report").

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted the Corporate Social Responsibility Committee in accordance with Section 135 of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of the Annual Report. The Annual Report on CSR activities as required to be given under Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been provided in Annexure-II which is annexed hereto and forms part of the Board's Report. The Company has adopted and amended its Corporate Social Responsibility Policy (CSR Policy) in line with the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder, as applicable, from time to time. The CSR Policy deals with objectives, scope/ areas of CSR activities, implementation and monitoring of CSR activities, CSR budget, reporting, disclosures etc. The same is uploaded and available on the website of the Company and the weblink of the same is <https://www.yellowdiamond.in/wp-content/uploads/2021/06/CSR-Policy-Prataap-Snacks-1.pdf>.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Companies Act, 2013, your Board of Directors confirm the following:

- (a) in the preparation of the annual financial statements for the year ended 31st March, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed alongwith proper explanation relating to material departures, if any;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and the profit and loss of the Company for the year ended on that date;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) proper internal financial controls to be followed by the Company were laid down and such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company's financial, operational and compliance controls are embedded in the business processes. Additionally, the Risk Management Committee and the Board of Directors assess the implementation of risk management and risk mitigation measures through their review of potential risks which could impact the operations. This includes an additional oversight in the area of financial risks and controls besides inherent risks associated with the products dealt with by the Company. The major risks identified are systematically addressed through mitigating actions on a continual basis.

The Risk Management Committee is entrusted with the responsibility to assist the Board in overseeing and recommending/approving the Company's Enterprise Risk Management (ERM) Policy.

The purpose of the ERM Policy is to institutionalise a formal risk management function and framework in the Company for

► Board's Report

identifying, assessing, monitoring and managing its business risk including any material changes to its risk profile.

In addition, the policies and procedures have been designed to ensure the safeguarding of the Company's assets; prevention and detection of frauds and errors; accuracy and completeness of the accounting records; and timely preparation of reliable financial information.

Your Company's system and process relating to internal controls and procedures for financial reporting provide a reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with applicable Indian Accounting Standards, the Companies Act, 2013 and Rules made thereunder and all other applicable regulatory/statutory guidelines etc.

Your Company's internal control systems are supplemented by an extensive program of internal audit by an independent firm of Chartered Accountants. Internal audit is conducted at regular intervals and a summary of the observations and recommendations of such audit alongwith management reply are placed before the Audit Committee of the Board.

HUMAN RESOURCE

Your Company follows a policy of building strong team of talented professionals. Your Company continues to build on its human resource capabilities by hiring the right talent, who support different functions and takes effective steps to retain such talent. People remain the most valuable asset of your Company and it has built an open, transparent and meritocratic culture to nurture this asset.

Your Company's human resource commensurate with its size, nature and operations. The Company's Industrial Relations remained cordial and harmonious throughout the year.

DIRECTORS

During the year under review, Mr. Bharat Singh (DIN: 08222884), Non-Executive, Nominee Director has resigned from the Board of Directors of the Company with effect from 20th March, 2024.

Mr. V.T. Bharadwaj (DIN: 02918495) has completed his first term of five (5) consecutive years as an Independent Director of the Company on 30th June, 2024. Considering his knowledge, expertise in the areas of management, investments, corporate governance and other discipline related to Company's business, experience of Food & Beverages industry, performance evaluation and the contribution made by him during his tenure as an Independent Director, the Nomination and Remuneration Committee and the Board of Directors of the Company in its Meeting held on 20th May, 2024 recommended his re-appointment as an Independent Director of the Company,

not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 1st July, 2024 to 30th June, 2029. Subsequently, the members of the Company by way of special resolution passed through Postal Ballot on 28th June, 2024, approved the re-appointment of Mr. V.T. Bharadwaj as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 1st July, 2024 to 30th June, 2029.

Further, pursuant to the provisions of Section 149,152 and 161 of the Companies Act, 2013 read with Rules framed thereunder, Articles of Association of the Company, Regulation 17 and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company by way of circular resolution passed on 2nd July, 2024 approved and recommended the appointment of Mrs. Venu Vashista (DIN: 09006358) as an Additional Director (Non – Executive, Independent Director) on the Board of Directors of the Company, for a first term of five (5) consecutive years with effect from 3rd July, 2024 to 2nd July, 2029, not liable to retire by rotation and shall hold the office as an Additional Director up to the date of the ensuing 15th Annual General Meeting of the Company, for consideration and approval of the members of the Company at the ensuing 15th Annual General Meeting of the Company.

Mrs. Anisha Motwani (DIN: 06943493), Independent Director of the Company, has completed her second term of five (5) consecutive years with a Company on 4th July, 2024. Accordingly, she ceased to be the Director of the Company with effect from 4th July, 2024. The Board of Directors placed on record its appreciation for the extensive contribution made by Mrs. Anisha Motwani during her tenure on the Board of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Apoorva Kumat (DIN: 02630764), Director will retire by rotation at the ensuing 15th Annual General Meeting and being eligible, has offered himself for re-appointment as a Director of the Company. The Board recommends his re-appointment for the consideration of the members of the Company at the ensuing 15th Annual General Meeting of the Company.

The brief resume and other information/details of Directors seeking appointment/re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given in the Notice of the ensuing 15th Annual General Meeting, which forms part of the Annual Report.

KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Om Prakash Pandey has resigned from the position of Company Secretary and Compliance Officer of the Company with effect from 21st October, 2023.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its Meeting held on 18th January, 2024 has appointed Mr. Parag Gupta (ACS: 50725) as the Company Secretary and Compliance Officer of the Company with effect from 18th January, 2024.

Mr. Arvind Mehta, Chairman and Executive Director, Mr. Amit Kumat, Managing Director and Chief Executive Officer, Mr. Apoorva Kumat, Executive Director (Operations), Mr. Sumit Sharma, Chief Financial Officer and Mr. Parag Gupta, Company Secretary and Compliance Officer are the key managerial personnel of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors of your Company have individually given a declaration pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 affirming compliance to the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the declarations received from the Independent Directors, the Board of Directors recorded its opinion that all the Independent Directors are independent of the management and have fulfilled the conditions as specified under the governing provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MEETINGS OF BOARD AND COMPOSITION OF COMMITTEES

During the year ended 31st March, 2024, six (6) Board meetings were held on 13th April, 2023, 26th May, 2023, 02nd August, 2023, 02nd November, 2023, 18th January, 2024 and 06th February, 2024.

As required under Section 177(8) read with Section 134(3) of the Companies Act, 2013 and the Rules made thereunder, the composition and meetings of the Audit Committee are in line with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of which alongwith composition, number of meetings of all other Board Committees held during the year under review and attendance at the meetings are provided in the Report on Corporate Governance, which forms part of the Annual Report. During the year under review, all the recommendations of the Audit Committee were accepted by the Board of Directors.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Guidance Note on Board evaluation issued by SEBI and the evaluation criteria framed by the Nomination and Remuneration Committee, the Board of Directors of your Company carried out a formal annual evaluation of its own performance and of its committees and individual directors. The process was conducted by allowing the Board to engage in candid discussions with each Director with the underlying objective of taking best possible decisions in the interest of the Company and its stakeholders. The Directors were individually evaluated through a structured questionnaire to ascertain feedback on parameters which, inter alia, comprised of level of engagement, their contribution to strategic planning and other criteria based on performance and personal attributes of the Directors. During the process of evaluation, the performance of the Board was evaluated by the Board after seeking inputs from all the Directors. The performance of the committees was evaluated by the Board after seeking inputs from the respective Committee members on the basis of the criteria such as the composition of committees, effectiveness of the committees, structure of the committees and meetings, contribution of the committees etc. The Board evaluated the performance of the individual director based on the criteria as per aforesaid Guidance Note of SEBI and evaluation criteria framed by the Nomination and Remuneration Committee. A statement regarding the form and the way in which the annual performance evaluation has been made is given in the Report on Corporate Governance, which forms part of the Annual Report.

SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Board of Directors in consonance with the recommendation of Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy, which, inter alia, deals with the criteria for identification of members of the Board of Directors and selection/appointment of the Key Managerial Personnel/Senior Management Personnel of the Company and their remuneration. The Nomination and Remuneration Committee recommends appointment of Directors based on their qualifications, expertise, positive attributes and independence in accordance with prescribed provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee, in addition to ensure diversity, also considers the impact the appointee would have on Board's balance of professional experience, background, view-points, skills and areas of expertise.

► Board's Report

The Nomination and Remuneration Policy of the Company has been amended from time to time in line with applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, the Board of Directors in its meeting held on 13th April, 2023 has amended the Nomination and Remuneration Policy in line with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2023. The salient features of the Nomination and Remuneration Policy are stated in the Report on Corporate Governance, which forms part of the Annual Report. The Nomination and Remuneration Policy is uploaded on the website of the Company and the web link of the same is <https://www.yellowdiamond.in/wp-content/uploads/2021/06/Nomination-and-Remuneration-Policy-1.pdf>.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

In terms of the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism which includes formulation of the Whistle Blower Policy to bring to the Company's attention, instances of unethical behaviour, actual or suspected incidents of fraud, instances of leak of unpublished price sensitive information that could adversely impact the Company's operations, business performance and/or reputation. No employee is denied access to the Vigilance Officer as well as Chairman of the Audit Committee. The Policy provides that the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that requisite standards of professional and ethical conduct are always upheld. The policy is available on the website of the Company and the web link of the same is <https://www.yellowdiamond.in/wp-content/uploads/2021/06/Vigil-MechanismWhistle-Blower-Policy.pdf>.

AUDITOR

In terms of provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), was appointed as Auditor of your Company to hold office for a consecutive period of five (5) years until the conclusion of 17th Annual General Meeting of the Company.

AUDITOR'S REPORT

The Auditor's Report on the financial statements of the Company forms part of the Annual Report. During the year under review, the Auditor have not reported any matter under Section 143(12) of the Companies Act, 2013, therefore, no detail is required to be disclosed pursuant to Section 134(3)(ca) of the Companies Act, 2013. However, there is following remark under 'Report

on other legal and regulatory requirements' section in terms of the Companies (Auditor's Report) Order, 2020 (CARO) in the Auditor's Report on the Financial Statements:

- i. The amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess and other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Provident Fund, Employee State Insurance and Labour Welfare Fund.

Board of Directors' comments:

The slight delay in deposit of provident fund in few cases was due to mismatch of Aadhaar details and provident fund account details of such cases. Further, the delay in Employee State Insurance deposit was due to ESIC portal failing to function while delay in Labour Welfare Fund deposit was due to technical issues on Labour Welfare website.

Apart from the above, there are no other remark or qualification or adverse clause in the Auditor's Report, which calls for any comment or explanation.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Ritesh Gupta & Co., Company Secretaries in practice was appointed to undertake the secretarial audit of the Company for the financial year ended 31st March, 2024. The Report of the Secretarial Auditor for the financial year ended 31st March, 2024 is given in Annexure-III, which is annexed hereto and forms part of the Board's Report. There are no qualification or observation or adverse remark in the Secretarial Audit Report except the following:

- i. The prior approval of Audit Committee has taken for all related party transactions except for transactions with three related parties, which subsequently approved / ratified by the Audit Committee in its Meeting held on 20th May, 2024.

Board of Directors' comments:

The prior approval of Audit Committee has taken for all related party transactions in terms with provisions of Section 177 of the Companies Act, 2013 read with Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except for transactions with three related parties. The same was due to oversight. The transactions with said related parties were entered on arm's length basis and in ordinary course of business and accordingly, the transactions with said related parties have subsequently approved / ratified by the Audit Committee in its Meeting held on 20th May, 2024.

INTERNAL AUDITOR

M/s. Grant Thornton Bharat LLP, Chartered Accountants is the Internal Auditor of the Company.

COST AUDITOR

The provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company. Hence, the maintenance of the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 is not required and accordingly such accounts and records are not made and maintained. The Company has not appointed any Cost Auditor during the year under review.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, your Company has complied with Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions entered into by the Company during the year under review were on arm's length basis and in the ordinary course of business. Further, during the year under review, no material related party transactions were entered into by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable. During the year under review, all related party transactions were placed in the Audit Committee meeting for approval except for transactions with three related parties. The same was due to oversight. The transactions with said related parties were entered on arm's length basis and in ordinary course of business and accordingly, the transactions with said related parties have subsequently approved/ratified by the Audit Committee in its meeting held on 20th May, 2024. Further, prior omnibus approval of the Audit Committee has obtained on an annual basis, for a financial year, for the transactions, which are of foreseen and repetitive in nature. The statement giving details of related party transactions entered into pursuant to the omnibus approval were placed before the Audit Committee for its review. Details of related party transactions are provided in the financial statements and hence not repeated herein for the sake of brevity.

The Company has formulated a Policy on materiality of related party transactions and dealing with related party transactions, which is available on the website of the Company and can be accessed through web link <https://www.yellowdiamond.in/wp-content/uploads/2018/01/Policy-on-Materiality-of-Related-Party-Transactions-and-on-Dealing-with-Related-Party-Transactions-1.pdf>.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE

As on 31st March, 2024, your Company does not have any subsidiary, associate or joint venture.

LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments pursuant to Section 186 of the Companies Act, 2013 have been disclosed in the financial statements and hence not repeated herein for the sake of brevity.

DISCLOSURE OF RATIO OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL ETC.

As required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement of disclosure of remuneration and such other details as prescribed therein is given in Annexure-IV, which is annexed hereto and forms part of the Board's Report.

PARTICULARS OF EMPLOYEES

The statement of particulars of employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure-IV, which is annexed hereto and forms part of the Board's Report.

ANNUAL RETURN

In compliance with the provisions of Section 92 of the Companies Act, 2013, the Annual Return of the Company for the financial year ended 31st March, 2024 has been uploaded on the website of the Company and the web link of the same is <https://www.yellowdiamond.in/wp-content/uploads/2024/08/Annual-Return-2023-24.pdf>.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the information on conservation of energy, technology absorption and foreign exchange earnings and outgo are given in Annexure-V, which is annexed hereto and forms part of the Board's Report.

INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has constituted an Internal Complaints Committee pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder. During the year under review, no case was filed or reported under the said Act.

▶ Board's Report

GENERAL

During the year under review, there were no transactions or events with respect to the following, hence no disclosure or reporting:

1. Material changes and/or commitments that could affect the Company's financial position, which have occurred between the end of the financial year of the Company and the date of this Report.
2. Significant or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.
3. Receipt of any remuneration or commission from any of its subsidiary companies by the Managing Director or the Whole-time Director(s) of the Company.
4. Buy back of securities/issue of sweat equity shares/issue of equity shares with differential rights.
5. Matters reported by the Auditor under Section 143(12) of the Companies Act, 2013 either to Audit Committee, Board of Directors or the Central Government.
6. Revision of the previous year's financial statements. The Company had formulated an Employee Stock Purchase Plan ('ESPP') where the Company granted loan to employees through a separate Trust called Prataap Snacks Employees Welfare Trust ("Trust") for providing monetary assistance to the employees for acquisition of shares granted under the ESPP plan. Till 31st March, 2023, the Trust was identified as a subsidiary. In the standalone financial statements, the Company had adopted the policy of considering the trust as a legal entity separate from the Company and therefore, was not consolidating the Trust in the standalone financial statements. The Company recognized the loan given to the Trust as financial asset and tested it for impairment on a periodic basis in accordance with the requirements of applicable accounting standards. However, given that the Trust was identified as a subsidiary, in the consolidated financial statements of the Company, the Trust was consolidated for the purpose of consolidated financial statements and consequently, the related loan to trust (including interest) appearing in the standalone financial statements of the Company was eliminated.

During the year under review, the Company changed its accounting policy to consolidate the Trust in the financial statements to reflect a more appropriate presentation of the activity of the Trust in the financial statements as the Trust carried out activities for benefit of employees of the Company. Consequently, in the financial statements the loan given to the Trust (including interest) is eliminated.

The Company has given effect to the change in accounting policy in financial statements by restating the comparative information for the preceding period in accordance with the requirements of applicable standards for change in accounting policy. The details of the same is provided in note no. 50 of the notes to the financial statements.

7. Change in the nature of business of the Company.
8. Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.
9. One-time settlement with any bank or financial institution.

ACKNOWLEDGEMENT

The Board wish to place on record its profound appreciation for the continued support and co-operation received from the banks, financial institutions, investors, government, customers, vendors, shareholders and other stakeholders during the year under review. The Board also wish to place on record its grateful appreciation to all the employees of the Company for their unwavering dedication, commitment and contributions to the Company's performance. Your Board look forward for their continued support in future.

Yours faithfully,

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

Arvind Mehta

Chairman and Executive Director
DIN: 00215183

Amit Kumat

Managing Director and
Chief Executive Officer
DIN: 02663687

Place: Indore

Date: 1st August, 2024

ANNEXURE-I
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. 42 of Notes to 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':

₹ 22.22/-

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 th 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 th August, 2019: ₹ 775.00 (Rupees Seven hundred seventy five only) ii. ESARs granted on 4 th February, 2022: ₹ 842.00 (Rupees Eight hundred forty two only) iii. ESARs granted on 19 th August, 2022: ₹ 767.00 (Rupees Seven hundred sixty seven only) iv. ESARs granted on 2 nd August, 2023: ₹ 854.00 (Rupees Eight hundred fifty four 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

► Board's Report

Sr. No.	Particulars	Prataap Snacks Limited Employee Stock Appreciation Rights Plan 2018 (ESARP 2018)
(i)	Variation in terms of scheme	During the year under review, there is no change in the ESARP 2018 except that in the interest and benefit of the ESAR Grantees, the Nomination and Remuneration Committee in its Meeting held on 2 nd August, 2023 increased the exercise period of 3,47,000 (Three lakh forty seven thousand) ESARs granted on 9 th August, 2019 under ESARP 2018 by two (2) years for first two vestings i.e. upto 8 th August, 2025 and 8 th August, 2026 respectively.
(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	4,22,593
b)	Number of SARs granted during the year	4,927
c)	Number of SARs forfeited/lapsed during the year	80,335
d)	Number of SARs vested during the year	1,43,727
e)	Number of SARs exercised/settled during the year	33,890
f)	Number of SARs outstanding at the end of the year	3,13,295
g)	Number of SARs exercisable at the end of the year	2,22,264
h)	Total number of shares arising as a result of exercise of SARs	During the year, the Company has issued and allotted 13,833 equity shares of face value of ₹ 5/- each to the eligible employees of the Company for the exercise of ESARs granted under ESARP 2018.
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	₹ 69,165/-
k)	Total number of SARs in force	3,13,295
(v)	Employee wise details (name of employee, designation, number of SAR granted during the year, exercise price) of SAR granted to:	

Sr. No.	Particulars	Prataap Snacks Limited Employee Stock Appreciation Rights Plan 2018 (ESARP 2018)		
a)	Senior managerial personnel (including key managerial personnel);	Name & Designation	No. of ESARs granted during the financial year 2023-24	Exercise Price
		*Mr. Om Prakash Pandey, Company Secretary & Compliance Officer	2,000	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	Name & Designation	No. of ESARs granted during the financial year 2023-24	Exercise Price
		**Mr. Rohit Kumar, Plant and SCM Head - North	2,927	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		

Notes:

- *Mr. Om Prakash Pandey has resigned from the position of Company Secretary and Compliance Officer of the Company with effect from 21st October, 2023.
- **Mr. Rohit Kumar has resigned from the position of Plant and SCM Head – North of the Company with effect from 12th June, 2024.

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

Arvind Mehta

Chairman and Executive Director
 DIN: 00215183

Amit Kumat

Managing Director and Chief Executive Officer
 DIN: 02663687

Place: Indore

Date: 1st August, 2024

ANNEXURE-II

Annual Report on CSR Activities

[Pursuant to Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY:

Corporate Social Responsibility (CSR) forms an integral part of Prataap's overall philosophy of giving back to the society. The Company is committed to bring positive changes in the society in which it operates.

As per the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder, the Company has formulated its CSR Policy with the vision to actively contribute to spreading education by promoting education, enhancing vocation skills especially among children and livelihood enhancement projects, protecting environment and conservation of natural resources, health care including preventive health care, rural development, animal welfare etc. The CSR Policy deals with objectives, scope/ areas of CSR activities, implementation and monitoring of CSR activities, CSR budget, reporting, disclosures etc.

2. COMPOSITION OF CSR COMMITTEE:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mrs. Venu Vashista (w.e.f. 03.07.2024)	Chairperson, Independent Director	N.A.	N.A.
2.	Mrs. Anisha Motwani (upto 02.07.2024)	Chairperson, Independent Director	2	2
3.	Mr. V.T. Bharadwaj	Member, Independent Director	2	2
4.	Mr. Arvind Mehta	Member, Executive Director	2	2
5.	Mr. Amit Kumat	Member, Executive Director	2	2

Note:

Mrs. Venu Vashista, Independent Director has been appointed as the Chairperson of Corporate Social Responsibility Committee with effect from 3rd July, 2024 and Mrs. Anisha Motwani was the Chairperson and Member of Corporate Social Responsibility Committee upto 2nd July, 2024.

3. WEB-LINK WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:

The composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on website of the Company and the web-link of the same are as under:

(a) Composition of CSR Committee:

<https://www.yellowdiamond.in/investor-relations/constitution-of-committees/>

(b) CSR Policy:

<http://www.yellowdiamond.in/wp-content/uploads/2021/06/CSR-Policy-Prataap-Snacks-1.pdf>

(c) CSR Projects:

<https://www.yellowdiamond.in/wp-content/uploads/2021/06/CSR-projects-for-financial-year-2023-24.pdf>

4. EXECUTIVE SUMMARY ALONG WITH WEB-LINK OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE:

Not Applicable.

5. (a) Average net profit of the Company as per sub-section (5) of Section 135: ₹ 1,908.13 lakhs
 (b) Two percent of average net profit of the Company as per sub-section (5) of Section 135: ₹ 38.13 lakhs
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
 (d) Amount required to be set-off for the financial year, if any: ₹ 1.07 lakhs
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 37.06 lakhs
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 38.80 lakhs
 (b) Amount spent in Administrative Overheads: Nil
 (c) Amount spent on Impact Assessment, if applicable: Not Applicable
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 38.80 lakhs
 (e) CSR amount spent or unspent for the Financial Year:

(₹ in lakhs)

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
38.80	Nil	Nil	Nil	Nil	Nil

- (f) Excess amount for set-off, if any:

(₹ in lakhs)

Sr. No.	Particulars	Amount
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	38.13
(ii)	Total amount spent for the Financial Year	38.80
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.67
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set-off in succeeding Financial Years [(iii)-(iv)]	0.67

7. DETAILS OF UNSPENT CORPORATE SOCIAL RESPONSIBILITY AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

1	2	3	4	5	6		7	8
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1	FY - 1							
2	FY - 2				Nil			
3	FY - 3							

► Board's Report

8. WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR:

No

If Yes, enter the number of Capital assets created / acquired

Nil

Furnish the details relating to such asset(s) so created / acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short Particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity / Authority / beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SUB-SECTION (5) OF SECTION 135:

Not Applicable.

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

Arvind Mehta

Chairman and Executive Director
DIN: 00215183

Amit Kumat

Managing Director and Chief Executive Officer
DIN: 02663687

Venu Vashista

Chairperson CSR Committee
DIN: 09006358

Place: Indore

Date: 1st August, 2024

ANNEXURE-III

FORM NO. MR-3

Secretarial Audit Report

For the Financial Year ended 31st March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Prataap Snacks Limited
Khasra No. 378/2, Nemawar Road,
Near Makrand House, Palda,
Indore - 452020, Madhya Pradesh, India

I have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Prataap Snacks Limited (CIN: L15311MP2009PLC021746)** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) The Company has identified and confirmed the following law as being applicable specifically to the Company:
 - a) Food Safety and Standards Act, 2006
 - b) Trade Marks Act, 1999
 - c) Legal Metrology Act, 2009

I have relied on the representation made by the Company and its officers for the system and processes formed by the Company to monitor and ensure compliances under the other applicable laws specifically applicable to the Company.

- (vii) I have also examined compliance with the applicable clauses of the following: -
 - i. Secretarial Standard-1 on Meeting of the Board of Directors and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

► Board's Report

- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I report that equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company during the financial year under report :-

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- c) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; and
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following:

- The prior approval of Audit Committee has taken for all related party transactions except for transactions with three related parties, which subsequently approved/ratified by the Audit Committee in its meeting held on 20th May, 2024.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the change in Board of Directors during the year was duly made in accordance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adequate notices were given to all directors to schedule the Board Meetings and Committee Meetings. Agenda and detailed notes on agenda were sent seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions were carried out by majority. The dissenting members views, if any, were captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that no event occurred during the audit period having a major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except:

- (i) Allotment of 4,06,556 (Four lakh six thousand five hundred fifty-six) equity shares of face value of ₹ 5/- (Rupees five only) each as fully paid up, pursuant to the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors duly sanctioned by National Company Law Tribunal, Ahmedabad Bench vide its order dated 10th February, 2023 and National Company Law Tribunal, Indore Bench vide its order dated 3rd March, 2023, suo moto amended on 15th March, 2023.
- (ii) Allotment of 13,833 (Thirteen thousand eight hundred thirty-three) equity shares of face value of ₹ 5/- (Rupees Five only) each as fully paid-up, pursuant to exercise of Employees Stock Appreciation Rights (ESARs) by eligible employees of the Company in accordance with Prataap Employees Stock Appreciation Rights Plan 2018 ("ESARP 2018"/ "Plan").

For **Ritesh Gupta & Co.**
Company Secretaries

Ritesh Gupta

Place: Indore
Date: 1st August, 2024

CP:3764 | FCS:5200
UDIN: F005200F000869811

Note: This report is to be read with my letter of even date which is annexed as '**Annexure-A**' and forms part of this report.

Annexure-'A' to the Secretarial Audit Report

To,
The Members,
Prataap Snacks Limited

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial and other statutory records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practice and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future liability of the Company nor of the efficiency of effectiveness with which the management has conducted the affairs of the Company.

For **Ritesh Gupta & Co.**
Company Secretaries

Place: Indore
Date: 1st August, 2024

Ritesh Gupta
CP:3764 | FCS:5200
UDIN: F005200F000869811

ANNEXURE-IV

Details pertaining to Remuneration

[As required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1), (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2024 IS AS UNDER:

Name of Director	Remuneration (₹ in lakhs)	Ratio of remuneration of Director to the median remuneration
Mr. Arvind Mehta Chairman and Executive Director	103.50	36.07
Mr. Amit Kumat Managing Director and Chief Executive Officer	103.50	36.07
Mr. Apoorva Kumat Executive Director (Operations)	103.50	36.07
Mrs. Anisha Motwani Independent Director	18.00	6.27
Mr. Vineet Kumar Kapila Independent Director	17.00	5.92
Mr. Chetan Kumar Mathur Independent Director	19.14	6.67
Mr. V.T. Bharadwaj Independent Director	18.12	6.31

Notes:

- Remuneration comprises of salary and perquisites.
- Independent Directors received remuneration by way of commission and sitting fees for attending the Board and Committees meetings.
- No remuneration has been paid to Mr. Bharat Singh, Non-Executive Nominee Director.
- Mr. Bharat Singh, resigned from the Board of Directors of the Company with effect from 20th March, 2024.
- Mrs. Anisha Motwani, ceased to be an Independent Director of the Company upon completion of her second term of five (5) consecutive years with effect from 4th July, 2024.

2. PERCENTAGE INCREASE/(DECREASE) IN THE REMUNERATION OF EACH DIRECTOR, CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY IN THE FINANCIAL YEAR 2023-24 IS AS UNDER:

Name of Director/KMP	Remuneration (₹ in lakhs)	% increase/(decrease) in remuneration
Mr. Arvind Mehta Chairman and Executive Director	103.50	15.00 %
Mr. Amit Kumat Managing Director and Chief Executive Officer	103.50	15.00 %
Mr. Apoorva Kumat Executive Director (Operations)	103.50	15.00 %
Mrs. Anisha Motwani Independent Director (upto 04.07.2024)	18.00	50.00 %
Mr. Vineet Kumar Kapila Independent Director	17.00	68.32 %
Mr. Chetan Kumar Mathur Independent Director	19.14	52.63 %

Name of Director/KMP	Remuneration (₹ in lakhs)	% increase/(decrease) in remuneration
Mr. V.T. Bharadwaj Independent Director	18.12	83.77 %
Mr. Sumit Sharma Chief Financial Officer	65.75	7.22 %
Mr. Om Prakash Pandey Company Secretary and Compliance Officer (upto 21 st October, 2023)	19.90	N.A.
Mr. Parag Gupta Company Secretary and Compliance Officer (w.e.f. 18 th January, 2024)	2.21	N.A.

Notes:

- Remuneration comprises of salary, allowance, perquisites, contribution to provident fund and leave encashment paid.
 - Independent Directors received remuneration by way of commission and sitting fees for attending the Board and Committees meetings.
 - No remuneration has been paid to Mr. Bharat Singh, Non-Executive Nominee Director.
 - Mr. Bharat Singh, resigned from the Board of Directors of the Company with effect from 20th March, 2024.
 - Mrs. Anisha Motwani, ceased to be an Independent Director of the Company upon completion of her second term of five (5) consecutive years with effect from 4th July, 2024.
 - Mr. Om Prakash Pandey and Mr. Parag Gupta are employed for a part of the year during the financial year 2023-24 and as such the percentage increase/(decrease) in remuneration as compared to previous year remuneration is not given, being not comparable.
- There was no increase in the employees remuneration in the financial year 2023-24. Hence the percentage increase in median remuneration of employees in the F.Y. 2023-24 is not applicable. The median remuneration of employees is ₹ 2.87 lakhs for the financial year 2023-24.
 - There were total 1,230 permanent employees on the roll of the Company as on 31st March, 2024.
 - The increase in remuneration of managerial personnel in the financial year 2023-24 was 15%. There was no increase in remuneration of employees other than the managerial personnel in the financial year 2023-24. The increase in the remuneration of managerial personnel was after considering their rich and varied experience in snacks food industry, industry benchmark, inflation and the overall performance of the Company. Since, there is no increase in remuneration of employees other than the managerial personnel, hence the comparison of average percentage increase made in the salaries of employees other than the managerial personnel with the percentage increase in the managerial remuneration and justification thereof is not applicable.
 - It is hereby affirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

7. STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) AND (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED 31ST MARCH, 2024:

Sr. No.	Name and Designation	Age (in years)	Remuneration (₹ in lakhs)	Qualification	Experience (in years)	Last employment	Commencement of employment
1.	Mr. Rakesh Chauhan, President – Sales	54	83.64	BSc., PG Diploma in Marketing and Business Management	33	Haldiram Snacks Private Limited	01.01.2022
2.	Mr. Sumit Sharma, Chief Financial Officer	47	65.75	Chartered Accountant and B.Com	22	L&T Case Equipment Private Limited	15.02.2012
3.	Mr. Awadh Bihari Singh, General Manager Sales – East	62	48.00	Bachelor's Degree in Science (Hons).	36	Chhaged Food (I) Limited	01.01.2005

► Board's Report

Sr. No.	Name and Designation	Age (in years)	Remuneration (₹ in lakhs)	Qualification	Experience (in years)	Last employment	Commencement of employment
4.	Mr. Abhijit Singh, Regional Zonal Sales Head - East	35	36.60	Master of Management Studies (Marketing)	10	ABD India Private Limited	20.06.2014
5.	Mr. D.V. Praveen Kumar, Business Head – South	57	36.54	Bachelor's Degree in Commerce	36	PepsiCo-Atlas Dina Co.	20.11.2018
6.	Mr. Ankur Verma, Business Head - (North & East) & Avadh	34	36.03	B. Tech (IT), PGDMA	10	N.A.	01.04.2014
7.	Mr. Rishabh Singh, Business Head – West & South	34	34.63	Master of Business Administration (General Marketing)	10	Pidilite Industries Limited	01.01.2019
8.	Mr. Mahesh Purohit, General Manager Sales – West	54	31.40	Bachelor's Degree in Commerce	27	Candico (I) Limited	05.01.2006
9.	Mr. Rohit Kumar, Plant & Supply Head	37	28.06	B. Tech (Mechanical)	14	DFM Foods Limited	19.09.2022
10.	Mr. Sunil Sharma, Zonal Sales Manager	48	26.69	Master of Business Administration (Sales & Marketing)	24	Parle Agro Private Limited	10.12.2021

Notes:

- Mr. Rakesh Chauhan, President – Sales, Mr. D.V. Praveen Kumar, Business Head – South and Mr. Rohit Kumar, Plant & Supply Head resigned from the Company with effect from 9th November, 2023, 31st December, 2023 and 12th June, 2024 respectively.
- Remuneration comprises of salary, allowance, perquisites, contribution to provident fund and leave encashment paid.
- None of the above employees is related to any Director of the Company and does not hold, along with his wife and dependent children, more than 2% of the equity shares of the Company.

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

Arvind Mehta

Chairman and Executive Director
DIN: 00215183

Amit Kumat

Managing Director and Chief Executive Officer
DIN: 02663687

Place: Indore

Date: 1st August, 2024

ANNEXURE-V

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[As per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

(A) CONSERVATION OF ENERGY

The Company has steadfastly pursued its goal of energy conservation across every facet of its operations. This commitment is reflected in efforts to enhance operational efficiency while simultaneously reducing both energy and water consumption. In addition to these measures, the Company has focused on modernization and technological upgrades of its production facilities. This process involves meticulously selecting plant and machinery that adhere to the highest standards of energy conservation. Throughout the year, several key initiatives were undertaken to advance energy conservation. These initiatives are part of a broader strategy to integrate cutting-edge technologies and practices designed to optimize energy use and minimize environmental impact. The key initiatives undertaken during the year under review for conservation of energy are:

(i) Steps taken or impact on conservation of energy:

- Replaced compressed air supply with Air blowers in fryers oil filter mesh cleaning thereby saving 50 KW energy per hour.
- Successfully reduced the electricity load from MPEB for 2150 KVA to 1800 KVA, resulting in reduction in fixed cost of electricity at Indore plant.
- Successfully reduced the electricity load from MPEB for 650 KVA to 555 KVA, resulting in reduction in fixed cost of electricity at our sweet snacks plant in Indore.
- Installation of switch controller and on/off switch in box conveyor belt.
- Implemented automation to ensure that the UV system operates solely when the plant is in operation, thereby preserving energy at our sweet snacks plant in Indore.
- Replaced high electricity consuming HAVC with new one to reduce power consumption in Guwahati plant.
- Provided limit switches/sensors on all air curtains and FG belts running from FG area to loading points in Guwahati plant.
- Utilizing 100% capacity of fryer and oven resulting in increased output from 600 kg/hr to 1,000 kg/hr and reduced electricity consumption per MT in Guwahati plant.
- Installation of Automatic main failure panel (AMF) for DG sets resulting in reduced power loss while changeover.

(ii) Steps taken by the Company for utilising alternate sources of energy:

- Use of bio-mass briquettes for generating heat for manufacturing process in Indore and Rajkot plant.
- Use of LPG Gas instead of HSD as fuel for Boiler in Guwahati plant.
- We are using solar power at Indore plant. During the financial year 2023- 24, almost 33.00% of power need of the Indore plant has been fulfilled by solar power.
- We are also using solar power in our sweet snacks plant at Indore and during the financial year 2023-24, almost 31.00% of power need of the plant has been fulfilled by solar power.

(iii) Capital investment on energy conservation equipment:

Capital expenditure on energy conservation equipment's is not separately accounted.

(B) TECHNOLOGY ABSORPTION**(i) Efforts made towards technology absorption:**

The Company is continuously putting its efforts toward absorption and development of technology. The key initiatives undertaken during the year under review towards technology absorption are:

- Replacement of Mamra Roasting line 200 kg/hr having electrical heaters to 500 kg/hr roasting line having gas fired burners for roasting of Mamra.
- Installed new packing machine running at 110 Packet per Minute (PPM) in Namkeen line in Indore unit, 20 PPM higher than other machines.
- Installation of industrial chiller at extruded line for maintaining the barrel temperature there by increasing the product yield in Bangalore unit.
- Replacement of multi conveyor belt with modified conveyor belt for proper distribution of final product in Guwahati plant.
- Installation of online taping machine to reduce tape consumption and manpower cost.
- Implemented automation for deposit of oil in flavour slurry tank through motor pump.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution:

- Through diligent monitoring of the power factor for each electrical panel, we successfully raised the power factor incentive from 3.5% to 7% at Indore plant.
- Reduction in fixed cost of electricity in Indore plants.
- Increase in product yield in extruded line.
- Reduction in production utility cost.
- Reduction in wastage of corrugated boxes.
- Improved hygienic condition and consistency in quality.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

The Company has not imported any technology in last three years reckoned from the beginning of the financial year, hence, nothing to report under this section.

(iv) Expenditure incurred on Research and Development:

As research and development is part of the ongoing quality control and manufacturing costs, the expenditure is not separately allocated and identified.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the foreign exchange outgo in terms of actual outflows was Nil while foreign exchange earned in terms of actual inflows was ₹ 65.09 lakhs.

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

Arvind Mehta

Chairman and Executive Director
DIN: 00215183

Amit Kumat

Managing Director and Chief Executive Officer
DIN: 02663687

Place: Indore

Date: 1st August, 2024

Business Responsibility and Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF COMPANY

1. Corporate Identification Number (CIN) of the Company:	L15311MP2009PLC021746
2. Name of the Company:	Prataap Snacks Limited
3. Year of incorporation:	23 rd March, 2009
4. Registered office address:	Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh, India
5. Corporate address:	Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh, India
6. E-mail id:	complianceofficer@yellowdiamond.in
7. Telephone:	0731-2437604/642
8. Website:	www.yellowdiamond.in
9. Financial year for which reporting is being done	1 st April, 2023 to 31 st March, 2024
10. Name of the Stock Exchange(s) where shares are listed:	a) BSE Limited b) National Stock Exchange of India Limited
11. Paid-up Capital (in ₹ lakhs)	1,193.67
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	
Name	Mr. Parag Gupta, Company Secretary and Compliance Officer
Contact	0731-2437679
E mail	complianceofficer@yellowdiamond.in
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis
14. Whether the company has undertaken reasonable assurance of the BRSR Core?	No

II. PRODUCTS/SERVICES

15. Details of business activities (accounting for 90% of the turnover):

Description of Main Activity	Description of Business Activity	% of Turnover of the entity
Manufacturing	Potato Chips and Namkeen (viz. traditional namkeen, fried pellets based namkeen & extruded namkeen); Snacks; Sweet snacks like cakes	98.80%

16. Products/Services sold by the Company (accounting for 90% of the Company's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Namkeen Snacks	1079	72.02%
2	Potato Chips	1030	22.30%

► Business Responsibility and Sustainability Report

III. OPERATIONS**17. Number of locations where plants and/or operations/offices of the Company are situated:**

Location	Number of plants	Number of offices	Total
National	15	4	19
International	-	-	-

18. Market served by the Company:

A	Number of locations	
Locations	Number	
National (No. of States)	27	
International (No. of Countries)	2	
B	What is the contribution of exports as a percentage of the total turnover of the entity?	0.06%
C	A brief on types of customers	Our Company is a leading Indian Snacks Food Company. The Company reaches consumers through its wide network of over 5200 Super/Sub Distributors (customers) and over 2.20 million retail touchpoints.

IV. EMPLOYEES**19. Details as at the end of Financial Year****A. Employees and workers (including differently abled)**

Sr. No.	Particulars	Total (A)	Male		Female		Other	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (H)	% (H / A)
EMPLOYEES								
1	Permanent (D)*	1230	1215	98.78%	15	1.22%	-	-
2	Other than permanent (E)**	1730	1727	99.83%	3	0.17%	-	-
3	Total employees(D + E)	2960	2942	99.39%	18	0.61%	-	-
WORKERS								
4	Permanent (F)	-	-	-	-	-	-	-
5	Other than permanent (G)***	1750	1413	80.74%	337	19.26%	-	-
6	Total workers (F + G)	1750	1413	80.74%	337	19.26%	-	-

*Permanent Employees include the employees who are On-Roll.

**Other than Permanent Employees include Temporary, Contractual and Third-Party Employees etc.

***Other than Permanent Workers include Contractual Labour.

B. Differently abled Employees and workers

Sr. No.	Particulars	Total (A)	Male		Female		Other	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (H)	% (H / A)
DIFFERENTLY ABLED EMPLOYEES								
1	Permanent (D)	6	6	100.00%	-	-	-	-
2	Other than Permanent (E)	-	-	-	-	-	-	-
3	Total differently abled employees (D + E)	6	6	100.00%	-	-	-	-
DIFFERENTLY ABLED WORKERS								
4	Permanent (F)	-	-	-	-	-	-	-
5	Other than Permanent (G)	-	-	-	-	-	-	-
6	Total differently abled workers (F + G)	-	-	-	-	-	-	-

20. Participation/ Inclusion/Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14.29%
Key Management Personnel	5	-	-

21. Turnover rate for permanent employees and workers:

	Turnover rate in current FY 2023-24				Turnover rate in previous FY 2022-23				Turnover rate in the year prior to the previous FY 2021-22			
	Male	Female	Other	Total	Male	Female	Other	Total	Male	Female	Other	Total
Permanent Employees	33.00%	-	-	33.00%	40.00%	-	-	40.00%	38.00%	-	-	38.00%
Permanent Workers*	-	-	-	-	-	-	-	-	-	-	-	-

*The Company does not have Permanent Workers.

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES): Nil
VI. CSR DETAILS
22. Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

Turnover (in ₹ lakhs) : 1,61,644.39

Net worth (in ₹ lakhs) : 72,875.86

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES
23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No/NA)	(If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23			(If NA, then provide the reason)
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	
Communities	Yes	https://www.yellowdiamond.in/get-in-touch/	-	-	-	-	-	-	
Investors (other than shareholders)	Yes	https://www.yellowdiamond.in/investor-relations/investor-contact/	-	-	-	-	-	-	
Shareholders	Yes	https://www.yellowdiamond.in/investor-relations/investor-contact/	-	-	-	-	-	-	

► Business Responsibility and Sustainability Report

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No/NA)	(If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23			(If NA, then provide the reason)
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	
Employees and workers	Yes	https://www.yellowdiamond.in/wp-content/uploads/2021/06/Vigil-MechanismWhistle-Blower-Policy.pdf	-	-	-	-	-	-	
Customers	Yes	https://www.yellowdiamond.in/get-in-touch/	113	3	-	70	5	-	
Value Chain Partners	Yes	https://www.yellowdiamond.in/get-in-touch/	123	15	-	71	8	-	

24. Overview of the Company's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Energy management	Opportunity	We have put in place robust processes and systems to ensure optimal energy efficiency and increase our use of renewable energy sources like solar power.		Positive - Investing in energy management systems and renewable energy sources will deliver substantial long-term benefits, including significant cost savings and enhanced operational efficiency.
2	Water management	Risk	Water being a finite resource, its limited availability presents a significant risk to our business operations. Water scarcity can disrupt our production processes, increase operational costs, and affect supply chain stability.	We use Sewage Treatment Plants (STP) and Effluent Treatment Plants (ETP) at our production facilities. Water meters are being installed across all facilities to set accurate targets. Our goal is to reduce fresh water consumption in our production processes by enhancing the use of recycled water.	Negative - Violating water regulations can lead to severe legal liabilities and fines.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	GHG Emissions	Risk	As the manufacturing capacity of the company grows to meet rising production demands, there will likely be a corresponding increase in greenhouse gas (GHG) emissions. This anticipated increase is due to the greater energy requirements, higher resource consumption, and potentially elevated emissions associated with transportation and other operational activities linked with scaling up production.	The adoption of advanced and cleaner technologies in both our production processes and power generation systems will play a crucial role in reducing our greenhouse gas (GHG) emissions. By integrating these innovative solutions, we aim to enhance operational efficiency, cut down on energy consumption, and lower our overall carbon footprint.	Negative- Companies emitting greenhouse gases are facing higher costs due to stricter environmental regulations and rising production expenses. Compliance requirements for emissions monitoring and reporting may add to operational expenses.
4	Diversity and Inclusion	Opportunity	Fostering gender diversity and ensuring the inclusion of differently abled employees are central to our company's strategic objectives. We are committed to creating a more inclusive workforce by actively promoting equal opportunities and integrating diverse perspectives across all levels of the organization.		Positive - Increased employment opportunities for women and differently abled in our local communities, enhancing their economic empowerment and overall well-being.
5	Cyber Security Risk	Risk	Unauthorized personnel can potentially access the Company's server remotely through hacking or virus attacks, posing significant risks of financial and operational losses to the Company. Additionally, any technical malfunction, glitches or system failures could disrupt/impact the business operations.	<ul style="list-style-type: none"> Endpoint Detection and Response (EDR) and Data Leakage Prevention (DLP) have been deployed on all computers and servers. Firewall, VPN, and SSL certificate are implemented for the web portal. A Disaster Recovery Mechanism (DRM) has been put in place, featuring real-time server mirroring to ensure business continuity and minimize operational risks. 	Negative - Data breaches can result in exposure of sensitive data, such as customer financial information or intellectual property, which may tarnish the company's image and prompt legal actions.

► Business Responsibility and Sustainability Report

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

The National Guidelines for Responsible Business Conduct (NGRBC) as brought out by the Ministry of Corporate Affairs advocates nine principles as P1-P9 as given below:

P1	Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9	
Policy and management processes										
1. a) Whether your Company's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b) Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c) Web Link of the policies, if available	#	#	#	#	#	#	#	#	#	#
2. Whether the Company has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Our Company's manufacturing facilities in Indore and Guwahati are aligned with international standard ISO 22000:2018 that specified requirements for a food safety management system.									
5. Specific commitments, goals and targets set by the Company with defined timelines, if any.	Towards our endeavor to reduce our carbon footprint and foster long term sustainability we have decided to take following key initiatives at the Company level:									
	1. Environment focused initiatives									
	<ul style="list-style-type: none"> Adopting Solar Energy: Implement solar power in our factories wherever feasible. Energy-Efficient Building Designs: Integrate energy-efficient architectural designs where applicable. Reducing Fossil Fuel Use: Increase the use of non-fossil fuels in our manufacturing processes. Automated Energy Management: Deploy automated energy management systems where possible. 									

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	<ul style="list-style-type: none"> Energy-Efficient Devices: Utilize energy-efficient equipment and devices. Water Conservation: Reduce freshwater consumption by reusing treated water from ETP and STP systems. Packaging Disposal: Ensure proper disposal of packaging materials. Local and Sustainable Sourcing: Procure locally sourced, environmentally friendly, and energy-efficient products. 								
	2. Workforce focused initiatives <ul style="list-style-type: none"> Equal Opportunity & Fair Treatment: Ensure non-discrimination and equitable treatment for all employees. Employee Health & Well-Being: Prioritize the health and well-being of our workforce. Women's Safety: Implement measures to ensure the safety and security of women in the workplace. Comprehensive Training & Development: Provide effective training and development programs for employee growth. 								
	3. Customers focused initiatives <p>We aim to deliver value to our consumers by aligning with their preferences and actively seeking their feedback. The Company is committed to maintaining high-quality standards through rigorous quality checks and regularly evaluating distribution efficiency.</p>								
	4. Community and Society focused initiatives <p>The Company is committed to supporting social and economic development to foster a sustainable society. Our CSR policy outlines our dedication to enhancing the economic, environmental and social well-being of communities through various CSR activities.</p>								
6. Performance of the Company against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company is in process of implementing the identified sustainability commitments and goals.								
Governance, leadership and oversight									
7. Statement by the director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements.	<p>Recognising the importance of sustainable operations, we strive to align our Environmental, Social, and Governance (ESG) principles with our strategic goals. We maintain a continuous focus on enhancing our ESG disclosures and effectively showcasing our commitment to ESG principles to all stakeholders. We diligently identify and address ESG-related risks, ensuring that our ESG policy framework guides all our activities in this regard. By doing so, we aim to create long-term value for our stakeholders while contributing to a more sustainable and responsible business ecosystem.</p>								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Amit Kumat, Managing Director and Chief Executive Officer								
9. Does the Company have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	<p>Yes, to take forward our vision and attention to ESG, we have established an Environmental, Social, and Governance (ESG) team, which is a management-level team consisting of senior individuals from key functions across the Company and is led by a senior member of the management team. The team provides updates on the Company's ESG strategy and road map for achieving goals to the Risk Management Committee (RMC) of the Board of Directors. The team also works to enhance the Company's ESG disclosure to clearly display our commitment to our stakeholders.</p>								

Weblink of the Policies:

Principle 1: Ethics, Transparency and Accountability: Businesses should conduct and govern themselves with integrity in a manner that is Ethical, Transparent and Accountable:

- Anti-Bribery and Anti-corruption Policy*
- Whistle Blower Policy- <https://www.yellowdiamond.in/wp-content/uploads/2021/06/Vigil-MechanismWhistle-Blower-Policy.pdf>
- Code of Conduct for Board of Directors and Senior Management Personnel – <https://www.yellowdiamond.in/wp-content/uploads/2021/06/Code-of-Conduct-for-Board-of-Directors-and-Senior-Management.pdf>

Principle 2: Product Life Cycle Sustainability: Businesses should provide goods and services in a manner that is sustainable and safe:

- ESG Policy Framework*
- Product Lifecycle Sustainable Policy*
- Preservation on Environment Policy*

Principle 3: Employee Well Being: Businesses should respect and promote the well-being of all employees, including those in their value chains:

- Prevention of Sexual Harassment of Women at workplace (POSH)*
- Equal Opportunity Policy - <https://www.yellowdiamond.in/wp-content/uploads/2023/07/Equal-Opportunity-policy.pdf>
- Nomination And Remuneration Policy - <https://www.yellowdiamond.in/wp-content/uploads/2021/06/Nomination-and-Remuneration-Policy-1.pdf>
- ESG Policy Framework*
- Environment, Health, and Safety Policy*

Principle 4: Stakeholder Engagement: Businesses should respect the interests of and be responsive to all its stakeholders:

- CSR Policy - <https://www.yellowdiamond.in/wp-content/uploads/2021/06/CSR-Policy-Prataap-Snacks-1.pdf>

Principle 5: Businesses should respect and promote human rights:

- Nomination and Remuneration Policy - <https://www.yellowdiamond.in/wp-content/uploads/2021/06/Nomination-and-Remuneration-Policy-1.pdf>
- Prevention of Sexual Harassment of Women at workplace (POSH)*
- Equal Opportunity Policy - <https://www.yellowdiamond.in/wp-content/uploads/2023/07/Equal-Opportunity-policy.pdf>
- Vigil Mechanism / Whistle Blower Policy - <https://www.yellowdiamond.in/wp-content/uploads/2021/06/Vigil-MechanismWhistle-Blower-Policy.pdf>
- ESG Policy Framework*
- Code of Conduct for Board of Directors and Senior Management Personnel – <https://www.yellowdiamond.in/wp-content/uploads/2021/06/Code-of-Conduct-for-Board-of-Directors-and-Senior-Management.pdf>
- Environment, Health, and Safety Policy*

Principle 6: Environment: Businesses should respect and make efforts to protect and restore the environment:

- ESG Policy Framework*
- Preservation of Environment Policy*
- Enterprise Risk Management Policy*
- Environment, Health, and Safety Policy*

Principle 7: Policy Advocacy: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent:

- Responsible Advocacy Policy*

Principle 8: Inclusive Growth: Businesses should promote inclusive growth and equitable development:

- CSR Policy - <https://www.yellowdiamond.in/wp-content/uploads/2021/06/CSR-Policy-Prataap-Snacks-1.pdf>
- ESG Policy Framework*

Principle 9: Customer/Consumer Value: Businesses should engage with and provide value to their consumers in a responsible manner:

- ESG Policy Framework*
- Consumer / Customer Value Policy*

*The Policies are available internally with the Company and shared with internal & external stakeholders as and when required.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether Review was Undertaken by Director/ Committee of the Board/ Any other Committee	Frequency (Annually/ Half yearly/ Quarterly/ Any other- please specify)																		
		P1	P2	P3	P4	P5	P6	P7	P8	P9										
Performance against above policies and follow up action	Yes. The policies of the Company are reviewed periodically or on a need basis by department heads, business heads, or the functional heads. During the review, the efficacy of the policy is reviewed, and necessary changes are implemented.																			Periodically
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company complies with all the applicable statutory requirements.																			As stipulated by applicable laws

11. Has the Company carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

P1	P2	P3	P4	P5	P6	P7	P8	P9
				No				

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12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The Company does not consider the principles material to its business									
The Company is not at a stage where it is in a position to formulate and implement the policies on specified principles									
The Company does not have the financial or/human and technical resources available for the task						Not Applicable			
It is planned to be done in the next financial year									
Any other reason (Please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1

Business should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total of and awareness programmes held	number of training its impact	Topics / principles covered under the training and	% of persons in respective category covered by the awareness programmes
Board of Directors	1		NGRBC principles and BRSR Reporting	100%
Key Managerial Personnel				
Employees other than BoD and KMPs	52		At our Company, we conduct training and awareness programs on the Company's Code of Conduct and other important policies, including POSH and Anti-Corruption/Anti-Bribery, as well as regular Environment, Health & Safety training, such as Fire Fighting & Safety, First Aid and CPR Training, Road Safety etc.	100%
Workers	25			

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the Company or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year.

(Note: The Company shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the Company's website):

Monetary				
NGRBC Principle	Name of regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/fine				
Settlement		Not Applicable		
Compounding fees				

Non-Monetary			
NGRBC Principle	Name of regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Punishment			
Imprisonment		Not Applicable	

Note: During the financial year 2023-24, no fines/penalties/punishment/award/compounding fees/settlement amount was paid in proceedings (by the Company or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions.

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of regulatory/enforcement agencies/judicial institutions
	Not Applicable

4. Does the Company have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, as a responsible organization, we are committed to maintaining the highest standards of ethical conduct and business integrity. Our Anti-Corruption Compliance Policy is designed to prevent and detect bribery or corruption within our operations and applies to all directors, employees, and affiliates. We do not tolerate any form of bribery or corruption, whether through offering or receiving improper benefits or gifts, manipulating business decisions, or engaging in activities that undermine our business integrity. We are dedicated to fostering a culture of transparency, accountability, and ethical behaviour throughout our organization and among our business partners. By adhering to our anti-corruption policy, we aim to maintain the trust of our customers, employees, and stakeholders, upholding the highest standards of ethical conduct in all our operations.

The policy is available internally with the Company and shared with external stakeholders as and when required.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2023-24	FY 2022-23
Directors	None	None
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	-	-	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	-	-	-

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payable [(accounts payable *365) / Cost of goods/services procured] in the following format:

	FY 2023-24	FY 2022-23
Number of days of accounts payables	28	24

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9. Open-ness of business - Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23	
Concentration of Purchases	a. i) Purchases from trading houses	-	-	
	ii) Total purchases (in ₹ lakhs)	1,08,468.59	1,18,252.03	
	iii) Purchases from trading houses as % of total purchases	N.A.	N.A.	
	b. Number of trading houses where purchases are made	-	-	
	c. i) Purchases from top 10 trading houses	-	-	
	ii) Total purchases from trading houses	-	-	
	iii) Purchases from top 10 trading houses as % of total purchases from trading houses	N.A.	N.A.	
	Concentration of Sales	a. i) Sales to delaer / distributors (in ₹ lakhs)	1,61,015.00	1,64,171.00
		ii) Total Sales (in ₹ lakhs)	1,61,015.00	1,64,171.00
iii) Sales to dealer / distributors as % of total sales		100.00%	100.00%	
b. Number of dealers / distributors to whom sales are made		2200	2400	
c. i) Sales to top 10 dealers / distributors (in ₹ lakhs)		38,252.00	40,091.00	
ii) Total Sales to dealer / distributors (in ₹ lakhs)		1,61,015.00	1,64,171.00	
iii) Sales to top 10 dealers / distributors as % of total sales to dealer / distributors		23.76%	24.42%	
Share of RPTs in		a. i) Purchases (Purchases with related parties) (in ₹ lakhs)	2165.89	289.80
		ii) Total Purchases (in ₹ lakhs)	1,08,468.59	1,18,252.03
	iii) Purchases (Purchases with related parties as % of Total Purchases)	1.99%	0.24%	
	b. i). Sales (Sales to related parties)	-	-	
	ii) Total Sales (in ₹ lakhs)	1,61,015.00	1,64,171.00	
	iii) Sales (Sales to related parties as % of Total Sales)	N.A.	N.A.	
	c. i) Loans & advances given to related parties	-	-	
	ii) Total loans & advances	-	-	
	iii) Loans & advances given to related parties as % of Total loans & advances	N.A.	N.A.	
	d. i) Investments in related parties	-	-	
	ii) Total Investments made	-	-	
	iii) Investments in related parties as % of Total Investments made	N.A.	N.A.	

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe.

Essential Indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the Company, respectively.

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	0.00%	Nil	Not Applicable
Capex	4.83%	3.07%	The Company has installed Effluent Treatment Plant at its Indore, Tillore, Jammu, and Rajkot units, and Sewage Treatment Plant at its Indore, Tillore and Jammu units.

- Does the Company have procedures in place for sustainable sourcing? (Yes/No)
Yes.
 - If yes, what percentage of inputs were sourced sustainably?
35.00%
- Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

(a) Plastics (including packaging)	We have a comprehensive system in place for managing plastic waste, including packaging materials. All plastic waste generated by our operations is collected through Central Pollution Control Board (CPCB) authorised vendors. Once collected, the plastic waste undergoes a recycling process to repurpose it for various applications. Additionally, a portion of the plastic waste is handed over to the cement industry, where it is utilised as an alternative fuel or raw material in the manufacturing process, thereby contributing to a circular economy.
(b) E-waste	E-waste, which includes obsolete electronics and electrical equipment from our Indore and Tillore units, is responsibly managed through an authorised vendor specialising in e-waste recycling and disposal. This vendor ensures that all e-waste is either recycled in an environmentally sound manner or disposed of safely, minimising any potential harm to the environment. Furthermore, specific types of e-waste, such as battery waste, are returned to the sellers as part of a buy-back programme, ensuring proper handling and recycling.
(c) Hazardous waste	The management of hazardous waste is a critical aspect of our sustainability efforts. Used oil from diesel generator (DG) sets, thermo fluid oil from boilers, and black oil are meticulously collected and sold to authorised recyclers. These recyclers process the oils, allowing them to be reused in other applications, thereby reducing the demand for virgin materials and preventing environmental contamination.
(d) Other waste	Our approach to other types of waste, such as process waste, corrugated boxes, waste poly and jute bags, and laminate wastage, involves selling these materials to various vendors who specialise in recycling or repurposing them. For example, solid sludge from our Effluent Treatment Plant (ETP), which primarily consists of potato skins, is sent to the Indore Municipal Corporation (IMC) for appropriate handling. Meanwhile, biological sludge is repurposed as compost for our gardening activities, thereby contributing to waste minimisation and resource recovery.

- Whether Extended Producer Responsibility (EPR) is applicable to the Company's activities. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, our waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards.

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PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance*		Accident insurance*		Maternity benefits		Paternity Benefits**		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	1215	1215	100.00%	1215	100.00%	-	-	-	-	1215	100.00%
Female	15	15	100.00%	15	100.00%	15	100.00%	-	-	15	100.00%
Other	-	-	-	-	-	-	-	-	-	-	-
Total	1230	1230	100.00%	1230	100.00%	15	1.22%	-	-	1230	100.00%
Other than permanent employees											
Male	1727	530	30.69%	530	30.69%	-	-	-	-	1727	100.00%
Female	3	1	33.33%	1	33.33%	3	100.00%	-	-	3	100.00%
Other	-	-	-	-	-	-	-	-	-	-	-
Total	1730	531	30.69%	531	30.69%	3	0.17%	-	-	1730	100.00%

*All employees are either covered under ESI (wherever ESI facility is available) or Group Health Insurance & Group Accident Insurance or Workmen Compensation.

**Not Applicable, as we don't have a policy for Paternal Leave.

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance***		Accident insurance***		Maternity benefits		Paternity Benefits**		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers*											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-
Other than permanent workers											
Male	1413	1413	100.00%	1413	100.00%	-	-	-	-	1413	100.00%
Female	337	337	100.00%	337	100.00%	337	100.00%	-	-	337	100.00%
Other	-	-	-	-	-	-	-	-	-	-	-
Total	1750	1750	100.00%	1750	100.00%	337	19.26%	-	-	1750	100.00%

* The Company does not have Permanent Workers.

**Not Applicable, as we don't have a policy for Paternal Leave.

***All workers are either covered under ESI (wherever ESI facility is available) or Group Health Insurance & Group Accident Insurance or Workmen Compensation.

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2023-24	FY 2022-23
i) Cost incurred on wellbeing measures (well-being measures means well-being of employees and workers (including male, female, permanent and other than permanent employees and workers) (in ₹ lakhs)	41.20	38.60
ii) Total revenue of the company (in ₹ lakhs)	1,61,644.39	1,65,293.00
iii) Cost incurred on wellbeing measures as a % of total revenue of the company	0.03%	0.02%

2. Details of retirement benefits

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100.00%	100.00%	Yes	100.00%	100.00%	Yes
Gratuity	100.00%	100.00%	Yes	100.00%	100.00%	Yes
ESI*	100.00%	100.00%	Yes	100.00%	100.00%	Yes

*All eligible employees and workers on whom ESI is applicable as per ESI Act, 1948 are covered under ESI. For the business location, which does not come under purview of ESI, the workforce is covered through workmen compensation.

3. Accessibility of workplaces

Are the premises / offices of the Company accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the Company in this regard.

We are working towards making our plants and offices more accessible to differently abled persons.

4. Does the Company have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? (Yes/No). If so, provide a web-link to the policy.

Yes, the weblink of the same is <https://www.yellowdiamond.in/wp-content/uploads/2023/07/Equal-Opportunity-policy.pdf>.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	-	-	-	-
Female	-	-	-	-
Other	-	-	-	-
Total	-	-	-	-

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6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	<p>At our Company, we have processes in place for receiving and handling grievances. We strive to make sure that it is fair, transparent, and accessible to all employees and workers, regardless of their position or seniority within the organization. The process includes the following steps:</p> <ol style="list-style-type: none"> Complaint Submission: Employees and workers can submit their grievances through a designated complaint box or email. The complaint can be submitted anonymously, and the identity of the complainant is kept confidential. Grievance Evaluation: Once a complaint is received, it is evaluated by a designated grievance officer. The officer assesses the validity of the complaint and determines whether it requires further investigation or action. Investigation and Action: If the complaint is found to be valid, the officer initiates an investigation and takes appropriate action to resolve the grievance. This may involve conducting interviews, collecting evidence, and consulting with relevant stakeholders to determine the appropriate course of action. Communication and Follow-up: The officer communicates the findings of the investigation and the action taken to the complainant. <p>We also provide regular training and awareness programs to our employees and workers on the mechanism and their rights and obligations under it. This ensures that all employees and workers are aware of the process for raising grievances and the steps involved in resolving them.</p>
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or unions recognized by the Company:

There are no unions / associations in the Company to which employees and workers are affiliated.

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	2942	2942	100.00%	23	0.78%	3706	3706	100.00%	159	4.29%
Female	18	18	100.00%	2	11.11%	14	14	100.00%	4	28.57%
Other	-	-	-	-	-	-	-	-	-	-
Total	2960	2960	100.00%	25	0.84%	3720	3720	100.00%	163	4.38%
Workers										
Male	1413	1413	100.00%	9	0.64%	1379	1379	100.00%	16	1.16%
Female	337	337	100.00%	16	4.75%	350	350	100.00%	30	8.57%
Other	-	-	-	-	-	-	-	-	-	-
Total	1750	1750	100.00%	25	1.43%	1729	1729	100.00%	46	2.66%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B / A)	Total (D)	No. (E)	% (E / D)
Employees*						
Male	1215	1023	84.20%	1490	887	60.00%
Female	15	12	80.00%	13	13	100.00%
Other	-	-	-	-	-	-
Total	1230	1035	84.10%	1503	900	60.00%
Workers**						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total	-	-	-	-	-	-

*Performance and career development reviews are only applicable to permanent employees.

**The Company does not have Permanent Workers.

10. Health and safety management system:

- a. **Whether an occupational health and safety management system has been implemented by the Company? (Yes/No). If yes, the coverage of such a system?**

Yes, the safety of people in the workplace is a primary concern of the Company. The Company has taken steps to provide the employees and workers with a safe and healthy work environment by implementing safety measures like emergency exits, fire alarms, fire extinguishers, etc. Further, the Company trains its employees and workers on safety protocols and conducts periodic training on fire safety and evacuation drills for employees and workers at its all plant locations.

- b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the Company?**

The processes used by the Company to identify work-related hazards in the workplace includes regular inspections and walk-throughs to visually assess types of equipment, work practices and any potential hazards that could be harmful to employees and workers.

- c. **Whether the Company has processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)**

Yes

- d. **Do the employees / workers of the Company have access to non-occupational medical and healthcare services? (Yes/No)**

Yes, employees and workers have access to non-occupational medical and healthcare services. We have a dispensary manned 24/7 with medical practitioners to provide any medical assistance to our employees and workers. Further, we have Mediclaim Insurance policy and Group Term life insurance policy for our employees and workers are covered under workmen compensation.

11. Details of safety related incidents:

Detailed investigations are carried out for all accidents to identify the root causes and to understand the measures to prevent recurrence. Learning from all accidents are disseminated across the organization.

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil

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Safety Incident/Number	Category	FY 2023-24	FY 2022-23
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

12. Describe the measures taken by the Company to ensure a safe and healthy workplace.

At our Company, we take several measures to ensure a safe and healthy workplace for our employees and workers. Some of the key measures include:

- Safety Policies and Procedures:** We have established comprehensive safety policies and procedures that outline the guidelines for safe work practices. We ensure that all employees and workers are trained in these policies and procedures and comply with them.
- Workplace Safety Training:** We provide regular training to our employees and workers on workplace safety, including safe work practices, proper use of equipment, and emergency response procedures.
- Incident Reporting and Investigation:** We have established a system for incident reporting and investigation, where employees and workers can report incidents and accidents, and we investigate the root cause to prevent recurrence.

13. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions		Nil			Nil	
Health & Safety		Nil			Nil	

14. Assessments for the year:

	% of your plants and offices that were assessed (by Company or Statutory Authorities or Third Parties)
Health and safety practices	
Working Conditions	Nil

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

No such incidents were reported during the year.

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the Company:

Our Company's stakeholders are those who are affected by the Company's activities, either directly or indirectly. They can also impact the Company's ability to create value in the short, medium, and long term. Our relationships with stakeholders are based on mutual trust and understanding of their priorities in creating overall value. The Company has identified stakeholders like customers/ consumers, investors, shareholders, value chain partners, distributors, vendors, employees, lenders/banking partners, government/regulatory bodies and community (residents residing in vicinity of plants).

2. List stakeholder groups identified as key for your Company and the frequency of engagement with each stakeholder group:

Sr. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community meetings, Notice Board, Website, Others)	Frequency of engagement (Annually/Half yearly/Quarterly/ Others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement	
1	Customers / Consumers	No	Website, Marketing, Social Media, Advertisement	Surveys, Activities, Pamphlets, Advertisement	Continuous	Customers' / Consumers' needs, business challenges and opportunities
2	Investors (other than shareholders)	No	Email, Conferences, Website, Advertisement	Meetings/ Media, Press Release, Advertisement	Annually/Half yearly/ Quarterly and Event based engagement	Financial Business Queries and Dividend Performance, Development, and Dividend
3	Shareholders	No	Email, Website, Advertisement	SMS, Press Release, Advertisement	Annually/Half yearly/ Quarterly and Event based engagement	Financial performance, Queries and Dividend
4	Value Chain Partners	No	Meetings, Phone	Emails	Ongoing / Need basis	Business volume, Customer Expectation, Sustainability, Supply chain issues
5	Distributors	No	Meetings, Phone	Emails	Ongoing / Need basis	Sales planning, Distribution expansion, Delivery and Dispatch planning, Product and retailer feedback
6	Vendors	No	Meetings, Phone	Emails	Ongoing / Need basis	Business matters, Collaboration with Vendors
7	Employees	No	Induction Programme, Emails, Notice Board, Training, Personal / Group Interaction, HR support		Ongoing / Need basis	Career growth, Professional development, Training, Health & Safety and Work practices
8	Lenders / Banking Partners	No	Meetings, Phone	Emails	Ongoing / Need basis	Facilitate the funding requirements for business and financial transactions
9	Government / Regulatory Bodies	No	Filings, Meetings, Emails	Letters	Need Basis	Reporting requirements, Statutory Compliances
10	Community (Residents residing in vicinity of Plants)	Yes	Community development initiatives - CSR projects, Website		Need Basis	Uplifting of livelihood of community in which Company operates its business

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PRINCIPLE 5

Businesses should respect and promote human rights.

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the Company:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	1230	1230	100.00%	1503	1503	100.00%
Other than permanent	1730	1730	100.00%	2217	2217	100.00%
Total Employees	2960	2960	100.00%	3720	3720	100.00%
Workers						
Permanent	-	-	-	-	-	-
Other than permanent	1750	1750	100.00%	1729	1729	100.00%
Total Workers	1750	1750	100.00%	1729	1729	100.00%

2. Details of minimum wages paid to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No. (E)	% (E /D)	No. (F)	% (F /D)
Employees										
Permanent	1230	-	-	1230	100.00%	1503	-	-	1503	100.00%
Male	1215	-	-	1215	100.00%	1490	-	-	1490	100.00%
Female	15	-	-	15	100.00%	13	-	-	13	100.00%
Other	-	-	-	-	-	-	-	-	-	-
Other than Permanent	1730	-	-	1730	100.00%	2217	-	-	2217	100.00%
Male	1727	-	-	1727	100.00%	2216	-	-	2216	100.00%
Female	3	-	-	3	100.00%	1	-	-	1	100.00%
Other	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-
Other than Permanent	1750	-	-	1750	100.00%	1729	-	-	1729	100.00%
Male	1413	-	-	1413	100.00%	1379	-	-	1379	100.00%
Female	337	-	-	337	100.00%	350	-	-	350	100.00%
Other	-	-	-	-	-	-	-	-	-	-

3. a. Details of remuneration/salary/wages:

	Male		Female		Other	
	Number	Median remuneration/ salary/wages of respective category (in ₹ lakhs)	Number	Median remuneration/ salary/wages of respective category (in ₹ lakhs)	Number	Median remuneration/ salary/wages of respective category (in ₹ lakhs)
Board of Directors (BoD)	6	61.32	1	18.00	-	-
Key Managerial Personnel	5	84.63	-	-	-	-
Employees other than BoD and KMP	1215	3.42	15	3.90	-	-
Workers	1413	1.94	337	1.94	-	-

b. Gross wages paid to females:

	FY 2023-24	FY 2022-23
Gross wages paid to females (Gross wages paid to females as % of total wages)	1.56%	1.15%

4. Do the Company has a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

We have established internal mechanisms to address grievances related to human rights issues. We believe that respecting and promoting human rights is essential for the success of our business and we are committed to ensuring that all stakeholders, including our employees, workers and suppliers are treated with dignity and respect.

Some of the internal mechanisms that we have in place to redress grievances related to human rights issues include:

- 1. Complaint Mechanisms:** We have procedures for employees, workers and suppliers to report grievances related to human rights issues. These include placement of complaint/suggestion boxes in the plants and complaint/suggestions through email.
- 2. Training and Awareness:** We provide regular training and awareness programs to our employees and workers on human rights issues. This helps ensure that everyone understands their rights and responsibilities and can identify potential human rights violations.
- 3. Investigation and Remediation:** We investigate all complaints related to human rights issues thoroughly and take appropriate remedial action, if necessary. This may include disciplinary action against employees or termination of contracts with suppliers who violate the human rights policies.

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6. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	N.A.	-	-	N.A.
Discrimination at workplace	-	-	N.A.	-	-	N.A.
Child Labour	-	-	N.A.	-	-	N.A.
Forced Labour/Involuntary Labour	-	-	N.A.	-	-	N.A.
Wages	-	-	N.A.	-	-	N.A.
Other human rights related issues	-	-	N.A.	-	-	N.A.

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	FY 2022-23
i) Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
ii) Female employees / workers	355	364
iii) Complaints on POSH as a % of female employees / workers	-	-
iv) Complaints on POSH upheld	-	-

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Discrimination and harassment in the workplace can have serious consequences for the complainant. To prevent adverse consequences, we follow the following mechanism:

- Confidentiality:** Complaints related to discrimination and harassment are handled with utmost confidentiality to protect the complainant's privacy and prevent retaliation. Only individuals directly involved in investigating and resolving the complaint have access to the information.
- Anti-Harassment Policy:** POSH policy has been established that clearly outlines the Company's stance on harassment. This policy defines what constitutes harassment, and the procedures for reporting and addressing complaints.

Further, our whistle blower policy has clearly laid down the guidelines to prevent retaliation against a complainant. A complainant is saved from physical harm, loss of job, punitive work assignments, or impact on salary or wages.

9. Do human rights requirements form part of your business agreements and contracts?

Yes.

10. Assessments for the year:

	% of your plants and offices that were assessed (by Company or Statutory Authorities or Third parties)
Child Labour	
Forced Labour/ Involuntary Labour	
Sexual Harassment	100%
Discrimination at Workplace	(We assess our plant and offices internally)
Wages	
Others-Please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

There was no need to take any corrective actions as no significant concerns or risks were identified during these assessments.

PRINCIPLE 6:

Businesses should respect and make efforts to protect and restore the environment.

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity:

Parameter	Units	FY 2023-24	FY 2022-23
From renewable sources			
Total electricity consumption (A)	Gigajoule (GJ)	15,214.00	11,432.00
Total fuel consumption (B)	Gigajoule (GJ)	2,02,737.00	2,27,034.00
Energy consumption through other sources (C)	Gigajoule (GJ)	-	-
Total energy consumed from renewable sources (A+B+C)	Gigajoule (GJ)	2,17,951.00	2,38,466.00
From non-renewable sources			
Total electricity consumption (D)	Gigajoule (GJ)	50,490.00	52,646.00
Total fuel consumption (E)	Gigajoule (GJ)	1,28,707.00	1,12,367.00
Energy consumption through other sources (F)	Gigajoule (GJ)	-	-
Total energy consumed from non- renewable sources (D+E+F)	Gigajoule (GJ)	1,79,197.00	1,65,013.00
Total energy consumed (A+B+C+D+E+F)	Gigajoule (GJ)	3,97,148.00	4,03,479.00
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	Gigajoule (GJ) / Cr ₹	245.69	245.77
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	Gigajoule (GJ) / Mn\$	550.35	550.52
Energy intensity in terms of physical Output	Gigajoule (GJ) / tonne production	4.52	5.36
Energy intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Independent assessment has been carried out by Sprih.

Comparative figures for the Financial Year 2022-23 has been restated following the re-computation of BRSR attributes in line with the approach and methodology applied for the Financial Year 2023-24.

2. Does the Company have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? If yes, disclose whether targets set under the PAT Scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No.

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3. Provide details of the following disclosures related to water:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kiloliters)		
(i) Surface water	-	-
(ii) Groundwater	92,140.00	93,766.00
(iii) Third party water	192.00	180.00
(iv) Seawater/desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kiloliters) (i+ii+iii+iv+v)	92,332.00	93,946.00
Total volume of water consumption (in kiloliters)	88,160.00	92,001.00
Water intensity per rupee of turnover (Total water consumption / Revenue from operations) (in kiloliters/Cr ₹)	54.54	56.04
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) (in kiloliters/ Mn\$)	122.17	125.53
Water intensity in terms of physical output (in kiloliters/tonne production)	1.00	1.22
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Independent assessment has been carried out by Sprih.

Comparative figures for the Financial Year 2022-23 has been restated following the re-computation of BRSR attributes in line with the approach and methodology applied for the Financial Year 2023-24.

4. Provide the following details related to water discharged:

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water	2,350.00	1,890.00
No treatment	2,350.00	1,890.00
With treatment – please specify level of treatment	-	-
(ii) To Groundwater	1,822.00	55.00
No treatment	1,615.00	-
With treatment – please specify level of treatment	207.00	55.00
(iii) To Seawater	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(v) Others	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
Total water discharged (in kiloliters)	4,172.00	1,945.00

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Independent assessment has been carried out by Sprih.

Comparative figures for the Financial Year 2022-23 has been restated following the re-computation of BRSR attributes in line with the approach and methodology applied for the Financial Year 2023-24.

5. Has the Company implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Recognizing water as a scarce and invaluable natural resource, we are deeply committed to its conservation through the 3R (Reduce, Reuse, Recycle) strategy. We strive to achieve zero liquid discharge (ZLD) at all our plants as part of our environmental sustainability program. This entails eliminating any liquid waste discharge into the environment by recycling and reusing all wastewater generated by our operations.

To meet this objective, we have implemented a comprehensive wastewater treatment system (ETP) that employs advanced technologies to treat wastewater from our production processes. This system incorporates a series of physical, chemical, and biological processes to remove contaminants and impurities from the wastewater, ensuring it meets or exceeds the required standards for reuse. The treated water from the ETP, approximately 170 m³/day, is currently used in boilers and cooling towers. Meanwhile, the treated water from the STP, approximately 30 m³/day, is used for plant watering and gardening.

6. Please provide details of air emissions (other than GHG emissions) by the Company:

Parameter	Unit	FY 2023-24	FY 2022-23
NOx	Kg	525.65	535.97
SOx	Kg	137.79	141.11
Particulate Matter (PM)	Kg	32.25	17.41
Persistent organic pollutants (POP)	Kg	-	-
Volatile organic compounds (VOC)	Kg	-	-
Hazardous air pollutants (HAP)	Kg	-	-
Others - CO	Kg	338.01	344.77

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Independent assessment has been carried out by Sprih.

Comparative figures for the Financial Year 2022-23 has been restated following the re-computation of BRSR attributes in line with the approach and methodology applied for the Financial Year 2023-24.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity:

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	9,853.00	8,700.00
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	10,042.00	11,918.00
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	tCO ₂ e / Cr ₹	12.31	12.56

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Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	tCO ₂ e / Mn\$	27.57	28.13
Total Scope 1 and Scope 2 emission intensity in terms of physical output	tCO ₂ e / tonne production	0.226	0.274
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Independent assessment has been carried out by Sprih.

Comparative figures for the Financial Year 2022-23 has been restated following the re-computation of BRSR attributes in line with the approach and methodology applied for the Financial Year 2023-24.

Biogenic emissions for FY 2023-24 and 2022-23 are 22,054 tCO₂e and 24,697 tCO₂e, respectively.

8. Does the Company have any project related to reducing Green House Gas emission? If Yes, then provide details.

As a snacks manufacturing Company, we recognize the critical role we play in reducing greenhouse gas emissions and addressing climate change. We are committed to implementing projects that aim to reduce our carbon footprint and contribute to a more sustainable future.

To achieve this, we have identified several projects aimed at lowering greenhouse gas emissions from our operations:

Energy Conservation Measures:

- Replacing compressed air supply with air blowers in fryers, saving 50 KW of energy per hour.
- Reducing electricity load at the Indore plant and sweet snacks plant, leading to lower fixed electricity costs.
- Installing energy-efficient equipment like speed controllers, automated UV systems, and replacing high electricity-consuming HVAC systems.
- Maximising fryer and oven capacity at the Guwahati plant, increasing output and reducing electricity consumption per ton.

Alternative Energy Utilisation:

- Using biomass briquettes and LPG gas instead of conventional fuels in various plants.
- Switching to PNG gas for specific heating processes.
- Implementing solar power solutions, resulting in up to 23% of electricity needs through solar power during FY 2023-24.

We are committed to regularly monitoring and reporting our progress towards our emissions reduction targets and continuously improving our operations to lessen our environmental impact.

9. Provide details related to waste management by the Company:

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tonnes)		
Plastic waste (A)	19.19	18.80
E-waste (B)	-	0.03
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	75.00
Battery waste (E)	0.13	0.18
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	52.31	19.44
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	273.88	223.05
Total (A + B + C + D + E + F + G + H)	345.51	336.50
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) (in metric tonnes /Cr ₹)	0.21	0.20
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) (in metric tonnes/Mn\$)	0.48	0.46
Waste intensity in terms of physical output (in metric tonnes/tonne production)	0.0039	0.0045
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	230.95	179.32
(ii) Re-used	96.04	64.84
(iii) Other recovery operations	-	-
Total	326.99	244.16
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	75.00
(iii) Other disposal operations	18.51	17.32
Total	18.51	92.32

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Independent assessment has been carried out by Sprih.

Comparative figures for the Financial Year 2022-23 has been restated following the re-computation of BRSR attributes in line with the approach and methodology applied for the Financial Year 2023-24.

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10. Briefly describe the waste management practices adopted in the Company. Describe the strategy adopted by the Company to reduce usage of hazardous and toxic chemicals in the products and processes and the practices adopted to manage such wastes.

E-waste generated is sent to our main unit in Indore, where it is collected by authorized recyclers. To minimize the use of hazardous and toxic chemicals in our products and processes, we have established a rigorous chemical management system. This system involves identifying and assessing the potential risks of the chemicals used in our operations and adopting safer alternatives wherever possible.

13. Is the Company compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances.

Yes.

PRINCIPLE 7:

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

Our Company works with major industry chambers/ associations and professional bodies that are engaged in policy advocacy as well as various other forums. During the year, the Company has active affiliations with 5 such trade and industry chambers/ associations.

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the Company is a member of/ affiliated to.

S.No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	Federation of Sweet & Namkeen Manufacturers	National
2.	Confederation of Indian Industry	National
3.	Bommasandra Jigni Link Road Industries Association	State
4.	WeCare (Waste Efficient Collection and recycling efforts)	National
5.	SNAC International	International

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the Company, based on adverse orders from regulatory authorities.

The Company has not engaged in any anti-competitive conduct.

Name of Authority	Brief of the Case	Corrective action taken
	Not Applicable	

PRINCIPLE 8:

Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the Company based on applicable laws, in the current financial year.

The Company has not undertaken any SIAs in the financial year 2023-24.

Name and brief details of projects	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your Company.

There is no project for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by the Company.

S.No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

The Company has defined a process to ensure all the complaints and feedback from all stakeholders including communities are received and addressed. It includes a dedicated email id and toll-free number on its website. Our dedicated team of Operational Excellence manages all the complaints and feedback to ensure a timely response.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	16.96%	11.89%
Sourced directly from within the district and neighboring districts*	36.21%	36.73%

*We have considered within state purchases across all locations as purchases sourced directly from within the district and neighboring districts.

5. Job creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Parameters	FY 2023-24	FY 2022-23
Rural	12.61%	-
Semi-urban	-	-
Urban	78.64%	95.80%
Metropolitan	8.75%	4.20%

PRINCIPLE 9:

Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:

We have a Complaint Mechanism System for our consumers. Dedicated telephone lines and email addresses are available for consumers to file their complaints and feedback. Our Operational Excellence team listens to and reviews the complaints, then escalates them to the Quality Control (QC) head of the concerned unit. The QC team conducts a root cause analysis, with input from the Operational Excellence team if necessary. Based on this analysis, the QC team prepares a Corrective and Preventive Action (CAPA) document. We then implement and validate the corrective actions and send a closure message or email to the consumer.

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2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about: The products of the Company contain all relevant information as required under applicable laws.

As a percentage to total turnover	
Environmental and social parameters relevant to the product	-
Safe and responsible usage	100.00%
Recycling and/or safe disposal	100.00%

3. Number of consumer complaints in respect of the following:

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remark	Received during the year	Pending resolution at end of year	Remark
Data privacy	-	-	NA	-	-	NA
Advertising	-	-	NA	-	-	NA
Cyber-security	-	-	NA	-	-	NA
Delivery of essential services	-	-	NA	-	-	NA
Restrictive Trade Practices	-	-	NA	-	-	NA
Unfair Trade Practices	-	-	NA	-	-	NA
Other*	236	18	-	141	13	-

*Complaints received from Consumers and Value chain partners.

4. Details of instances of product recalls on account of safety issues:

	Number	Reason for recall
Voluntary Recalls	Nil	Not Applicable
Forced Recalls	Nil	Not Applicable

5. Does the Company have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

The Company collects only essential data from its customers and value chain partners. However, we prioritize safeguarding the data stored on our servers by implementing robust IT Security measures and controls. Our commitment is further reflected in our privacy policy, accessible on our website at <https://www.yellowdiamond.in/privacy/> which outlines precisely how we handle and manage data within the Company.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No issues related to such matters were reported during the year.

7. Information relating to data breaches.

a. Number of instances of data breaches along-with impact	-
b. Percentage of data breaches involving personally identifiable information of customers	-
c. Impact, if any, of the data breaches	NA

Report on Corporate Governance

Pursuant to Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), the Company’s Report on Corporate Governance is set out below:

COMPANY PHILOSOPHY

Corporate Governance is an essential tool for achieving all-round business excellence which results in enhanced shareholders’ value, while safeguarding the need and interests of other stakeholders. Your Company’s Governance framework is built on three pillars, i.e. Trusteeship, Transparency and Accountability. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles which are reinforced at all levels within the Company. We do not practice Corporate Governance as an act of compliance but with the spirit of governance.

The Company’s governance framework based on the aforesaid three pillars are:

- a) Appropriate composition and size of the Board, with each member bringing expertise in their respective domains;
- b) Availability of information to the members of the Board and its Committees to enable them to discharge their fiduciary duties;
- c) Ethical conduct of Board, Senior Management and Employees; and
- d) Timely and accurate disclosure of material information to the stakeholders.

Corporate Governance is not a destination but an ongoing journey, with a constantly evolving benchmark. The Company remains dedicated to enhancing its Corporate Governance standards, regularly reviewing its systems and procedures to adapt to the dynamic business landscape.

BOARD OF DIRECTORS

The Board is broad-based and consists of eminent individuals from industrial, managerial, technical, financial and marketing background. The Company is governed by the Board of Directors in co-ordination with the Senior Management team. The composition and strength of the Board is reviewed from time

to time to ensure that it remains aligned with statutory as well as business requirements.

As on 31st March, 2024, the Board of Directors of your Company comprised of seven (7) Directors. The Board has an optimum combination of executive and non-executive directors including one woman independent director. Out of total seven (7), three (3) are Executive Directors and four (4) are Independent Directors. As the Chairman of the Board is not a regular non-executive director, the requirement of at least half of the Board of Directors comprising of independent directors is also met. The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

As mandated by Regulation 26(1) of the Listing Regulations, none of the Director on the Board is a member in more than ten (10) committees or acts as chairperson of more than five (5) committees (considering only audit committee and stakeholders relationship committee) across all public limited companies (listed or unlisted) in which he/she is a Director. All the Directors have informed about their directorship and committee membership/ chairpersonship. All the Independent Directors have given a declaration that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, all Independent Directors of the Company have declared that they have complied with the provisions of sub-rules (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to inclusion of their names in the data bank of the Indian Institute of Corporate Affairs (“IICA”). The terms and conditions of appointment of Independent Directors can be accessed on the Company’s web link: <https://www.yellowdiamond.in/wp-content/uploads/2018/01/Terms-and-conditions-ID.pdf>.

The following table gives the composition and category of the Directors on the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting (‘AGM’), number of other Board of directors or committees in which director is a member or chairperson and name of the other listed companies where he/she is a director and the category of directorship:

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Name of the Director	Category	Attendance Particulars		Number of other Board of directors or committees in which director is a member or chairperson			Name of other listed companies and category of directorship
		Board Meeting	Last AGM	Directorship in other companies	Committee membership in other companies	Committee chairpersonship in other companies	
Mr. Arvind Mehta Chairman and Executive Director	Promoter, Executive	5	Yes	Nil	Nil	Nil	Nil
Mr. Amit Kumat Managing Director and Chief Executive Officer	Promoter, Executive	6	Yes	Nil	Nil	Nil	Nil
Mr. Apoorva Kumat Executive Director (Operations)	Promoter, Executive	6	Yes	1	Nil	Nil	Nil
Mr. Bharat Singh	Non-Executive, Nominee (Sequoia Capital, equity investor)	4	No	N.A.	N.A.	N.A.	N.A.
Mrs. Anisha Motwani	Non-Executive, Independent	6	No	8	7	2	Abbott India Limited (Non-Executive, Independent) Welspun Living Limited (formerly known as Welspun India Limited) (Non-Executive, Independent) Hindware Home Innovation Limited (formerly known as Somany Home Innovation Limited) (Non-Executive, Independent) Star Health and Allied Insurance Company Limited (Non-Executive, Independent) Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) (Non-Executive, Independent)
Mr. Vineet Kumar Kapila	Non-Executive, Independent	5	No	Nil	Nil	Nil	Nil
Mr. Chetan Kumar Mathur	Non-Executive, Independent	6	Yes	Nil	Nil	Nil	Nil
Mr. V.T. Bharadwaj	Non-Executive, Independent	6	Yes	Nil	Nil	Nil	Nil

Notes:

1. Directorship in other companies exclude directorship in private limited companies, foreign companies and section 8 companies.
2. Committee membership/chairpersonship in other companies only includes Audit Committee and Stakeholders Relationship Committee in Indian public limited companies other than Prataap Snacks Limited. Membership include chairpersonship.
3. None of the Independent Directors of the Company served as an Independent Director in more than seven listed companies.
4. Brief profile of the Directors are available on the Company's website: www.yellowdiamond.in.
5. Mr. Bharat Singh (DIN: 08222884), Non-Executive, Nominee Director has resigned from the Board of Directors of the Company with effect from 20th March, 2024.

6. The Board of Directors in its meeting held on 20th May, 2024 has re-appointed Mr. V.T. Bharadwaj (DIN: 02918495) as an Independent Director. Subsequently, in accordance with provisions of Section 149(10) of the Companies Act, 2013 and Regulation 17, 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members by special resolution passed through Postal Ballot on 28th June, 2024 has re-appointed Mr. V.T. Bharadwaj as a Non-Executive, Independent Director of the Company.
7. Mrs. Anisha Motwani (DIN: 06943493) has ceased to be an Independent Director of the Company upon completion of her second term of five (5) consecutive years with effect from 4th July, 2024.
8. The Board of Directors, by way of circular resolution passed on 2nd July, 2024 has appointed Mrs. Venu Vashista (DIN: 09006358) as an Additional Director (Non- Executive, Independent Director) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 3rd July, 2024 to 2nd July, 2029, subject to the approval of members of the Company at the ensuing 15th Annual General Meeting (AGM) of the Company. Further, she will continue to act as an Additional Director (Non- Executive, Independent Director) till the ensuing 15th AGM of the Company.

Relationship between Director inter-se

Mr. Amit Kumat and Mr. Apoorva Kumat are relatives (brother). No other Director is related to any other Director on the Board of the Company.

Share and Convertible instruments held by Non-Executive Directors

No Non-Executive Director of the Company holds any share or convertible instruments of the Company.

Skills/expertise/competencies identified by the Board of Directors required for the Company and the availability of such skills/expertise/competencies:

Sr. No.	Skills/Expertise/Competencies	Name of Directors who have skills/expertise/competencies
1.	Understanding of Business - Sufficient understanding and knowledge of the Company and the business/ sector in which it operates	All Directors
2.	Industry Experience - Experience of Packaged food industry	Mr. Arvind Mehta Mr. Amit Kumat Mr. Apoorva Kumat Mr. V.T. Bharadwaj Mr. Vineet Kumar Kapila Mr. Chetan Kumar Mathur
3.	Strategy and Planning - Contribution to new ideas/insights on business issues raised by Management - Providing thoughtful and constructive feedback to Management - Anticipating new issues that Management and the Board should consider - Demonstration of highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality etc.)	All Directors
4.	Law - Knowledge of legal/regulatory framework/affairs relating to the packaged food business	Mr. Amit Kumat
5.	Financial Knowledge - Proficiency in review of financial statements	Mr. Chetan Kumar Mathur Mrs. Anisha Motwani Mr. Vineet Kumar Kapila
6.	Technical Knowledge - Technical knowledge of the business of the Company	Mr. Arvind Mehta Mr. Amit Kumat Mr. Apoorva Kumat
7.	Commitment and Integrity - Adequate commitment to the Board and the Company	All Directors

Based on the declarations received from all Independent Directors, the Board in its meeting held on 20th May, 2024 have confirmed that in its opinion, the Independent Directors of the Company have fulfilled the criteria of independence specified in the Companies Act, 2013 and Listing Regulations and are independent of the management.

In accordance with Regulation 36(3) of the Listing Regulations, the brief resume and other information/details of Directors to be appointed/re-appointed at the ensuing 15th Annual General Meeting (AGM) of the Company is given in the AGM Notice.

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BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board meetings are prescheduled and annual calendar of the Board Meeting is circulated to the Directors well in advance to facilitate them to plan their schedules accordingly.

Minimum four prescheduled Board meetings are held every year (one meeting in every calendar quarter). Additional meetings are held to address specific needs, if any, of the Company. During the financial year ended 31st March, 2024, six (6) Board meetings were held on 13th April, 2023, 26th May, 2023, 02nd August, 2023, 02nd November, 2023, 18th January, 2024 and 06th February, 2024. The maximum time gap between any two consecutive meetings was not more than one hundred and twenty days, as stipulated under Section 173(1) of the Companies Act, 2013, Regulation 17(2) of the Listing Regulations and the Secretarial Standard (SS-1) issued by the Institute of Company Secretaries of India.

The notice and detailed agenda along with the relevant notes and other material information are circulated to the Directors before the meeting including minimum information as required under Regulation 17(7) read with Schedule II of the Listing Regulations, to the extent applicable and relevant and in exceptional cases tabled at the meeting with the approval of the Directors present in the meeting. All the Directors have complete and unrestricted access to any information required by them to understand the transactions and take decisions. This enables the Board to discharge its responsibilities effectively and make an informed decision.

Familiarisation Programme for Independent Directors

The Company from time to time arrange familiarisation programme for Independent Directors to provide them an opportunity to familiarise with the Company, its management and its operations so as to gain a clear understanding of their roles and responsibilities. They have full opportunity to interact with senior management personnel and are provided all documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part. During the course of Board/Committee Meetings, presentations are made on various matters, inter alia, covering the Company's business and operations, business model, industry and regulatory updates, strategy, finance, risk management framework and other relevant matters as a part of familiarisation programmes. Details of familiarisation programmes imparted to Independent Directors is disclosed on the website of the Company and can be accessed through web link <https://www.yellowdiamond.in/wp-content/uploads/2021/06/Details-of-Familiarisation-Programmes-imparted-to-Independent-Directors-2.pdf>.

Independent Directors Meeting

During the year under review, a separate meeting of Independent Directors was held on 26th May, 2023, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and Board of Directors, as a whole;
- Review of the performance of the Chairman of the Company, taking into account the views of the Non-Executive Director; and
- Assessment of the quality, quantity and timeliness of flow of information between the Company's management and the Board of Directors, that is necessary for the Board of Directors to effectively and reasonably perform their duties.

All the Independent Directors of the Company were present in the meeting.

COMMITTEES OF THE BOARD

The Company has following Board level committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility Committee

AUDIT COMMITTEE

The Audit Committee constituted by the Board of the Company is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. During the financial year ended 31st March, 2024, four (4) Audit Committee meetings were held on 26th May, 2023, 02nd August, 2023, 02nd November, 2023 and 06th February, 2024. The minutes of Audit Committee meeting are placed before the Board for noting. The maximum gap between the two meetings was not more than 120 days as stipulated under Regulation 18(2) of the Listing Regulations.

The composition of the Audit Committee and the details of meetings attended by the members thereof is given below:

Name of the Member	Designation	No. of Meetings attended
Mr. Chetan Kumar Mathur	Chairman	4
Mrs. Anisha Motwani (upto 02.07.2024)	Member	4
Mr. Vineet Kumar Kapila (upto 02.07.2024)	Member	4
Mr. Bharat Singh (upto 20.03.2024)	Member	3
Mrs. Venu Vashista (w.e.f. 03.07.2024)	Member	N.A.
Mr. V.T. Bharadwaj (w.e.f. 03.07.2024)	Member	N.A.

Notes:

1. Mr. Bharat Singh, Member of the Audit Committee resigned from the Company with effect from 20th March, 2024.
2. Mr. V.T. Bharadwaj and Mrs. Venu Vashista, Independent Directors have been appointed as Members of the Audit Committee with effect from 3rd July, 2024 and Mrs. Anisha Motwani and Mr. Vineet Kumar Kapila were Members of the Audit Committee upto 2nd July, 2024.

All the members of the Audit Committee are financially literate and have insight to interpret and understand financial statements.

At the invitation of the Company, internal auditor, statutory auditor and other invited executives also attend the Audit Committee meetings along with Chief Financial Officer and Company Secretary to respond to queries raised at the Committee meetings.

The Company Secretary of the Company acts as the Secretary to the Audit Committee as per Regulation 18(1)(e) of the Listing Regulations.

The composition, quorum, powers, role and scope of Audit Committee and information being reviewed by the Audit Committee are in accordance with Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013. The Terms of Reference of the Audit Committee include the following:

- (i) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
 - (a) matters required to be included in the Directors' Responsibility Statement to be included in the Boards' Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report.
- (v) Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- (vi) Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- (vii) Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- (viii) Approval or any subsequent modification of transactions of the Company with related parties;
- (ix) Scrutiny of inter-corporate loans and investments;
- (x) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (xi) Evaluation of internal financial controls and risk management systems;
- (xii) Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- (xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xiv) Discussion with internal auditors of any significant findings and follow up thereon;
- (xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

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- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) To review the functioning of the Vigil mechanism/ Whistle Blower policy;
- (xix) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate;
- (xx) Reviewing the utilization of loans and/or advances from/ investment by the Company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
- (xxi) In case of resignation of statutory auditor of the Company/ material subsidiary:
- In case of any concern with the management of the Company /material subsidiary, such as non-availability of information/non-cooperation by the management which may hamper the audit process, the auditor shall approach the Chairman of the Audit Committee of the Company and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meeting;
 - In case the auditor proposes to resign, to review and deliberate all concerns with respect to the proposed resignation, alongwith relevant documents which brought to the notice of the Audit Committee and communicate its views to the management and the auditor as soon as possible, but not later than the date of the next Audit Committee meeting;
- (xxii) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- (xxiii) Carrying out such other function as may be delegated by the Board from time to time or specified in the circular, notification issued by SEBI, from time to time or provided under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee constituted by the Board of the Company is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

During the financial year ended 31st March, 2024, five (5) Nomination and Remuneration Committee meetings were

held on 13th April, 2023, 26th May, 2023, 02nd August, 2023, 02nd November, 2023 and 18th January, 2024. The minutes of Nomination and Remuneration Committee meeting are placed before the Board for noting. The composition of the Nomination and Remuneration Committee and the details of meetings attended by the members thereof is given below:

Name of the Member	Designation	No. of Meetings attended
Mr. V.T. Bharadwaj	Chairman	5
Mr. Vineet Kumar Kapila (upto 02.07.2024)	Member	4
Mr. Chetan Kumar Mathur	Member	5
Mr. Arvind Mehta	Member	4

Note:

Mr. Vineet Kumar Kapila, was a Member of the Nomination and Remuneration Committee upto 2nd July, 2024.

The Company Secretary of the Company acts as the Secretary to the Committee. The Terms of Reference of the Nomination and Remuneration Committee include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- For every appointment of an Independent Director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;

- (vi) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- (vii) Recommend to the Board, all remuneration, in whatever form, payable to senior management; and
- (viii) Carrying out such other function as may be delegated by the Board from time to time or as provided in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force.

Performance Evaluation of Board, Committees and Directors

Pursuant to the governing provisions of the Companies Act, 2013, the Listing Regulations and Guidance Note on Board evaluation issued by SEBI and the evaluation criteria framed by the Nomination and Remuneration Committee, a formal annual evaluation was carried out by the Board of its own performance, its Committees and individual Directors including Independent Directors. During the year under review, a meeting of the Independent Directors was held without presence of non-independent directors and members of the management, wherein the performances of non-independent directors, Chairman and the Board of Directors, as a whole were evaluated. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

The performance evaluation of Committees and Independent Directors was carried out by the Board, excluding the Director being evaluated, inter alia, taking into account the criteria for evaluation formulated by the Nomination and Remuneration Committee and as envisaged in the Guidance Note on Board evaluation issued by SEBI. The Directors were individually evaluated through structured questionnaire to ascertain feedback on parameters, which, inter alia, comprised of level of engagement and their contribution to strategic planning and other criteria based on performance and personal attributes. The performance of the Independent Directors was also evaluated based on additional criteria viz. independence and independent views and judgment. The Board, its Committees and Directors evaluation provided a formal process of communication in raising issues that might not otherwise be vetted by the Board with the underlying objectives to develop an action plan to enhance the Board's performance, inter alia, by ensuring compliance with the requirements of the Companies Act, 2013 and Code of Corporate Governance as enshrined in the Listing Regulations.

The structured evaluation process was focused on identifying areas of improvement, if any, such as creating balance of power between the Board and management, long term strategy, more effectively fulfilling the Board's oversight responsibilities, the adequacy of committee(s) structures, assessment of Board culture to ascertain whether the same is conducive to attract right individuals to join the Board and updating the evaluation process itself. The Directors expressed their satisfaction with the evaluation process.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee constituted by the Board of the Company is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. Mr. V.T. Bharadwaj, Non – Executive, Independent Director is heading the Stakeholders Relationship Committee.

During the financial year ended 31st March, 2024 two (2) Stakeholders Relationship Committee meetings were held on 02nd August, 2023 and 06th February, 2024. The minutes of Stakeholders Relationship Committee Meeting are placed before the Board for noting.

The table below provides the composition and attendance of members of the Stakeholders Relationship Committee:

Name of the Member	Designation	No. of Meetings attended
Mr. V.T. Bharadwaj	Chairman	2
Mr. Vineet Kumar Kapila (upto 02.07.2024)	Member	2
Mr. Arvind Mehta	Member	2
Mr. Amit Kumat	Member	2

Note:

Mr. Vineet Kumar Kapila was a Member of the Stakeholders Relationship Committee upto 2nd July, 2024.

The Company Secretary of the Company acts as the Secretary to the Committee. The Terms of Reference of Stakeholders Relationship Committee include the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate share certificates, general meetings etc.;
2. Investigating complaints relating to allotment of shares, approval of transmission of shares or any other securities;

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3. Issue of duplicate share certificates and new share certificates on split/consolidation/renewal etc.;
4. Review of measures taken for effective exercise of voting rights by shareholders;
5. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Share Transfer Agent;
6. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company;
7. Review and resolve the grievances/complaints of super stockiest, retailers and consumers of the Company; and
8. Carrying out such other function as may be delegated by the Board from time to time or as provided in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force.

Name, designation and address of the Compliance Officer

Mr. Parag Gupta
 Company Secretary and Compliance Officer
 Prataap Snacks Limited
 Khasra No. 378/2, Nemawar Road,
 Near Makrand House, Palda,
 Indore - 452020, Madhya Pradesh, India
 Tel.: +91 731 2437679
 E-mail: complianceofficer@yellowdiamond.in

Details of shareholders/investors complaints

The Company and the Share Transfer Agent viz. KFin Technologies Limited attend the grievances of the shareholders received directly or through SEBI, Stock Exchanges and other statutory regulatory authorities.

The details of shareholders/investors complaint is as under:

Complaint outstanding as on 1 st April, 2023	:	0
Compliant received during the financial year ended 31 st March, 2024	:	0
Compliant resolved during the financial year ended 31 st March, 2024	:	0
Complaint outstanding as on 31 st March, 2024	:	0

RISK MANAGEMENT COMMITTEE

The Risk Management Committee constituted by the Board of the Company is in compliance with the provisions of Regulation 21 of the Listing Regulations.

During the financial year ended 31st March, 2024, four (4) Risk Management Committee meetings were held on 26th May, 2023, 02nd August, 2023, 02nd November, 2023 and 06th February, 2024. The minutes of Risk Management Committee meeting are placed before the Board for noting.

The composition of the Risk Management Committee and the details of meeting attended by the members thereof are given below:

Name of the Member	Designation	No. of Meetings attended
Mr. Chetan Kumar Mathur	Chairman	4
Mr. Bharat Singh (upto 20.03.2024)	Member	3
Mrs. Anisha Motwani (upto 02.07.2024)	Member	4
Mrs. Venu Vashista (w.e.f. 03.07.2024)	Member	N.A.
Mr. Amit Kumart	Member	4

Notes:

1. Mr. Bharat Singh, Member of the Risk Management Committee resigned from the Company with effect from 20th March, 2024.
2. Mrs. Venu Vashista, Independent Director has been appointed as Member of the Risk Management Committee with effect from 3rd July, 2024 and Mrs. Anisha Motwani was a Member of the Risk Management Committee upto 2nd July, 2024.

The Terms of Reference of Risk Management Committee include the following:

1. Formulate a detailed Risk Management Policy of the Company which shall include:
 - (a) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
 - (b) measures for risk mitigation including systems and processes for internal control of identified risks;
 - (c) Business continuity plan;
2. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. Monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of risk management systems;

4. Periodically review the Risk Management Policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. Keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any) of the Company;
7. Seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if consider necessary; and
8. Carrying out such other function as may be delegated by the Board from time to time or specified in the circular, notification issued by SEBI, from time to time or provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee is constituted by the Board of the Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

During the financial year ended 31st March, 2024, two (2) Corporate Social Responsibility Committee meetings were held on 26th May, 2023 and 02nd November, 2023. The minutes of Corporate Social Responsibility Committee Meeting are placed before the Board for noting.

The composition of the Corporate Social Responsibility Committee and the details of meeting attended by the members thereof are given below:

Name of the Member	Designation	No. of Meetings attended
Mrs. Anisha Motwani (upto 02.07.2024)	Chairperson	2
Mrs. Venu Vashista (w.e.f. 03.07.2024)	Chairperson	N.A.
Mr. V.T. Bharadwaj	Member	2
Mr. Arvind Mehta	Member	2
Mr. Amit Kumat	Member	2

Note:

Mrs. Venu Vashista, Independent Director has been appointed as the Chairperson of Corporate Social Responsibility Committee with effect from 3rd July, 2024 and Mrs. Anisha Motwani was the Chairperson and member of CSR Committee upto 2nd July, 2024.

The Company Secretary of the Company acts as the Secretary to the Committee. The Terms of Reference of Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013 and as amended from time to time or as per any circulars, notifications etc. issued by the government in relation thereto from time to time;
2. Recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the Company;
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time;
4. Ensure the compliance of the Company with respect of CSR provisions as per the applicable laws of the land; and
5. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

OTHER COMMITTEE

SHARES ALLOTMENT COMMITTEE

The Shares Allotment Committee is constituted by the Board of the Company for allotment of equity shares on exercise of Employees Stock Appreciation Rights (ESARs) by eligible employees of the Company pursuant to the Prataap Employees Stock Appreciation Rights Plan 2018 ("ESARP 2018"/"Plan").

During the financial year ended 31st March, 2024, one (1) Shares Allotment Committee meeting was held on 06th February, 2024. The minutes of the Shares Allotment Committee meeting are placed before the Board for noting.

The composition of the Shares Allotment Committee and the details of meeting attended by the members thereof are given below:

Name of the Member	Designation	No. of Meetings attended
Mr. V.T. Bharadwaj	Chairman	1
Mr. Arvind Mehta	Member	1
Mr. Amit Kumat	Member	1
Mr. Apoorva Kumat	Member	1

► Report on Corporate Governance

PARTICULARS OF SENIOR MANAGEMENT

The details of Senior Management Personnel of the Company identified in accordance with the provisions of Regulation 16(1) (d) of the Listing Regulations are given below:

Sr. No.	Name	Designation
1.	Mr. Rakesh Chauhan (upto 09.11.2023)	President - Sales
2.	Mr. Sumit Sharma	Chief Financial Officer
3.	Mr. Om Prakash Pandey (upto 21.10.2023)	Company Secretary and Compliance Officer
4.	Mr. Parag Gupta (w.e.f 18.01.2024)	Company Secretary and Compliance Officer
5.	Mrs. Pooja Pandey	Head - HR

Details of changes in the Senior Management Personnel are as follows:

- Mr. Om Prakash Pandey resigned from the position of Company Secretary and Compliance Officer of the Company with effect from 21st October, 2023.
- Mr. Rakesh Chauhan resigned from the position of President - Sales of the Company with effect from 9th November, 2023.
- Mr. Parag Gupta has been appointed as the Company Secretary and Compliance Officer of the Company with effect from 18th January, 2024.
- Mr. Amrit Chaudhary has been appointed as the Sr. Vice President & Head – Sales of the Company and categorised as Senior Management Personnel with effect from 1st July, 2024.

REMUNERATION

1. Remuneration to Independent Directors and Non-Executive Directors

The Independent Directors are paid remuneration by way of sitting fees and commission. The Independent Directors are paid sitting fees for each meeting of the Board and its Committees attended by them. The commission is paid to the Independent Directors based on their performance and performance of the Company. The commission is paid within the permissible limit prescribed under the Companies Act, 2013 and Listing Regulations. Mr. Bharat Singh, Non-Executive Director did not have any pecuniary relationship or transaction with the Company. Further, apart from receiving remuneration by way of sitting fees and commission, no Independent Director have any pecuniary relationship or transaction with the Company.

2. Remuneration to Executive Directors

The appointment and remuneration of Chairman and Executive Director, Managing Director and Chief Executive Officer and Executive Director (Operations) is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and shareholders of the Company. The remuneration of Chairman and Executive Director, Managing Director and Chief Executive Officer and Executive Director (Operations) comprises of salary, perquisites and other retirement benefits. The increments are linked to the performance and approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee within the upper range of salary as approved by the shareholders.

The remuneration policy is directed towards rewarding the performance based on review of achievements. It is aimed at attracting and retaining high caliber talent. The Nomination and Remuneration Policy of the Company is uploaded on the Company's website www.yellowdiamond.in.

Remuneration of Directors for the year ended 31st March, 2024

a. Non-Executive and Independent Directors

(₹ in lakhs)

Name of Director	Category	Sitting fees paid during FY 2023-24	Commission paid during FY 2023-24
Mr. Bharat Singh (upto 20.03.2024)	Non-Executive Director	Nil	Nil
Mr. V.T. Bharadwaj	Independent Director	9.12	9.00
Mrs. Anisha Motwani (upto 04.07.2024)	Independent Director	9.00	9.00
Mr. Vineet Kumar Kapila	Independent Director	8.00	9.00
Mr. Chetan Kumar Mathur	Independent Director	10.14	9.00

Notes:

- The Board at its meeting held on 20th May, 2024 has approved a commission of ₹10.00 lakhs each for Independent Directors for the financial year 2023-24 and the same has been paid in the financial year 2024-25. However, a provision of ₹7.00 lakhs each for Independent Directors was made in the financial statements based on past commission amount of Independent Directors of the financial year 2022-23. Accordingly, the difference of ₹3.00 lakhs each for Independent Directors will be adjusted in the financial year 2024-25. Further, commission paid during financial year 2023-24 includes commission amount of ₹8.00 lakhs (₹2.00 lakhs for each Independent Director) for financial year 2022-23 as adjusted in financial year 2023-24.
- Mr. Bharat Singh (DIN: 08222884) Non-Executive, Nominee Director has resigned from the Board of Directors of the Company with effect from 20th March, 2024.
- Mrs. Anisha Motwani (DIN: 06943493) has ceased to be an Independent Director of the Company upon completion of her second term of five (5) consecutive years with effect from 4th July, 2024.

b. Executive Directors

Particulars	Mr. Arvind Mehta Chairman and Executive Director	Mr. Amit Kumat Managing Director and Chief Executive Officer	Mr. Apoorva Kumat Executive Director (Operations)
Terms of Appointment	For a period of 5 years from 23 rd September, 2021 to 22 nd September, 2026	For a period of 5 years from 23 rd September, 2021 to 22 nd September, 2026	For a period of 5 years from 02 nd November, 2021 to 01 st November, 2026
Salary (₹ in lakhs)	103.50	103.50	103.50
Bonus	Nil	Nil	Nil
Performance link incentive	Nil	Nil	Nil
Stock options	Nil	Nil	Nil
Perquisites	Nil	Nil	Nil
Minimum Remuneration	He shall be entitled to remuneration in accordance with the provisions of Section 197 and Schedule V of the Companies Act, 2013 in case of no profit or inadequate profit.	He shall be entitled to remuneration in accordance with the provisions of Section 197 and Schedule V of the Companies Act, 2013 in case of no profit or inadequate profit.	He shall be entitled to remuneration in accordance with the provisions of Section 197 and Schedule V of the Companies Act, 2013 in case of no profit or inadequate profit.

GENERAL BODY MEETINGS
Location and time, where last three Annual General Meetings of the Company were held and details of special resolution passed (if any):

Date & Time	Venue of the Meeting	Details of Special Resolution passed
03 rd August, 2023 3:30 p.m. IST	Meeting held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). Registered Office of the Company (deemed venue of the AGM): Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh, India	No special resolution was passed in the meeting.
03 rd August, 2022 3:30 p.m. IST	Meeting held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). Registered Office of the Company (deemed venue of the AGM): Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh, India	No special resolution was passed in the meeting.

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Date & Time	Venue of the Meeting	Details of Special Resolution passed
05 th August, 2021 3:30 p.m. IST	Meeting held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). Registered Office of the Company (deemed venue of the AGM): Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh, India	<ol style="list-style-type: none"> 1. Re - appointment of Mr. Chetan Kumar Mathur as an Independent Director of the Company. 2. Re - appointment of Mr. Arvind Mehta as an Executive Director of the Company. 3. Re - appointment of Mr. Amit Kumat as Managing Director and Chief Executive Officer of the Company. 4. Re - appointment of Mr. Apoorva Kumat as an Executive Director (Operations) of the Company.

POSTAL BALLOT

A. During the year 2023-24, three (3) special resolutions were passed through postal ballot, in respect of the following special businesses:

1. Payment of remuneration to Mr. Arvind Mehta (DIN: 00215183), Executive Director of the Company in case of no profit or inadequate profit;
2. Payment of remuneration to Mr. Amit Kumat (DIN: 02663687), Managing Director and Chief Executive Officer of the Company in case of no profit or inadequate profit; and
3. Payment of remuneration to Mr. Apoorva Kumat (DIN: 02630764), Executive Director (Operations) of the Company in case of no profit or inadequate profit.

Brief particulars of the postal ballot conducted through remote e-voting process are provided below:

1. The Board at its meeting held on 13th April, 2023 has appointed Mr. Ritesh Gupta (Membership No. FCS 5200 and C.P. No. 3764), Proprietor, M/s. Ritesh Gupta & Co., Company Secretaries as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and submitting the Scrutinizer's Report.
2. The Company on 21st April, 2023 has sent the Postal Ballot Notice dated 13th April, 2023 only by electronic means (e-mail) to the members whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email addresses were registered with the Company / Depositories as on the cut-off date i.e. 14th April, 2023.
3. The e-voting period commenced on 24th April, 2023 at 9:00 a.m. (IST) and ended on 23rd May, 2023 at 5:00 p.m. (IST).
4. Based on Scrutinizer's Report, the result of the remote e-voting was declared on 25th May, 2023 at the Registered Office of the Company.
5. Details of voting pattern is as under:

Sr. No.	Special Businesses	No. of votes polled		
		In favour	Against	Invalid
1.	Payment of remuneration to Mr. Arvind Mehta (DIN: 00215183), Executive Director of the Company in case of no profit or inadequate profit.	1,86,65,454 (97.6509%)	4,49,022 (2.3491%)	0
2.	Payment of remuneration to Mr. Amit Kumat (DIN: 02663687), Managing Director and Chief Executive Officer of the Company in case of no profit or inadequate profit.	1,90,61,130 (99.9987%)	255 (0.0013%)	0
3.	Payment of remuneration to Mr. Apoorva Kumat (DIN: 02630764), Executive Director (Operations) of the Company in case of no profit or inadequate profit.	1,90,77,106 (99.9987%)	255 (0.0013%)	0

6. All the above Special Resolutions were passed with the requisite majority. The procedure prescribed under Section 110 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Resolutions were duly followed for the Postal Ballot while seeking approval/consent of Members.

7. Further, two (2) ordinary resolutions were also passed through aforesaid postal ballot for:
- i. Payment of remuneration to Non-executive Directors including Independent Directors of the Company; and
 - ii. Payment of remuneration to Independent Directors of the Company in case of no profit or inadequate profit.

No special resolution is proposed to be conducted through Postal Ballot.

MEANS OF COMMUNICATION

(a) Quarterly Results	: Quarterly results are approved by the Board of Directors and filed with Stock Exchanges as per requirements of the Listing Regulations.
(b) Newspapers wherein results are normally published	: English Newspaper - The Free Press Journal Vernacular Newspaper - Dabang Dunia
(c) Any website, where results are displayed	: www.yellowdiamond.in
(d) Whether the website also displays	
(i) official news releases	: Yes
(ii) presentations made to institutional investors or to the analysts	: Yes

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting	
Date, Time and Venue	: 23 rd September, 2024 at 3:30 P.M. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
Financial Year	: Begins on 1 st April and ends on 31 st March of the following year
Financial Calendar (2024-25) (tentative)	
Quarterly Financial Results :	
ending 30 th June, 2024	Approved on 1 st August, 2024
ending 30 th September, 2024	In or before second week of November, 2024
ending 31 st December, 2024	In or before second week of February, 2025
ending 31 st March, 2025	In or before last week of May, 2025
Book Closure date(s)	: 17 th September, 2024 to 23 rd September, 2024 (both days inclusive)
Dividend Payment date	: On or before 22 nd October, 2024
Listing on Stock Exchanges	: (a) BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001
	(b) National Stock Exchange of India Limited (NSE) Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051
The Company has timely paid the Annual listing fees for the financial year 2023-24 to BSE and NSE.	
Stock Codes	: 540724 (BSE) DIAMONDYD (NSE)
Demat ISIN Number for NSDL & CDSL	: INE393P01035

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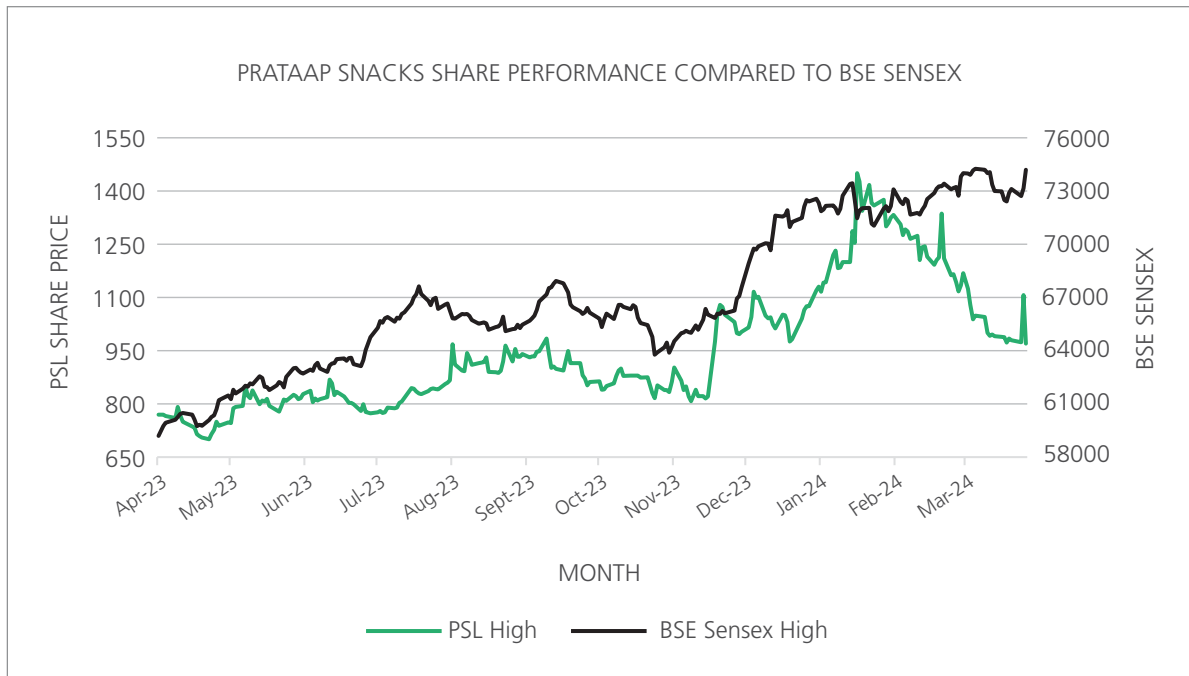
Stock Market Data

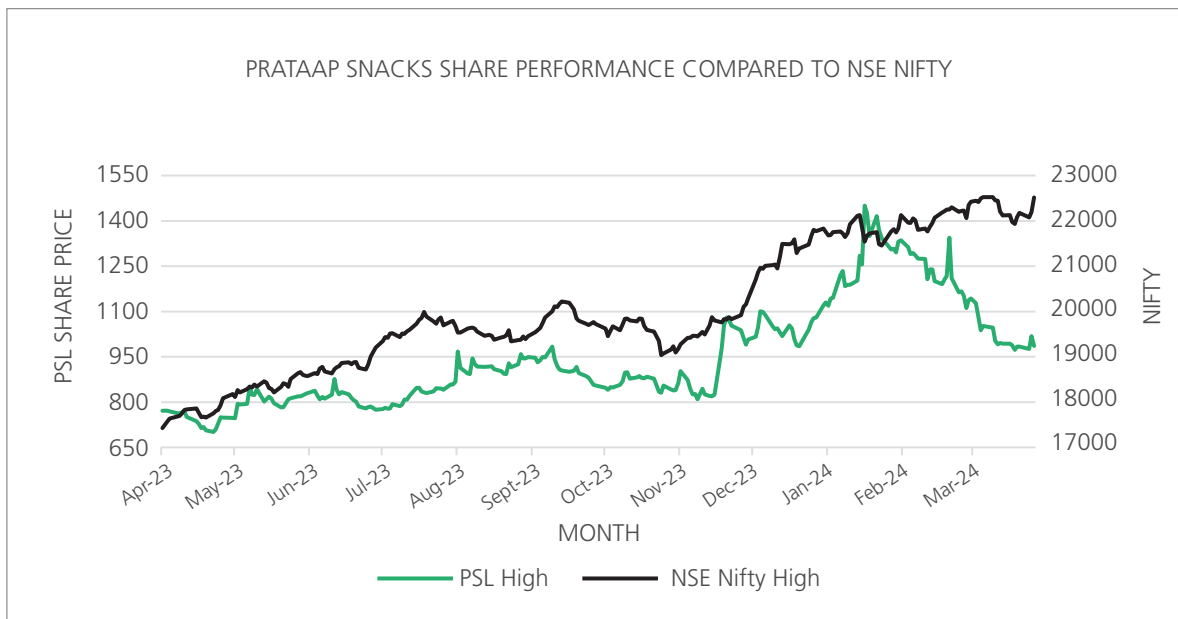
Monthly high and low price and volume of equity shares traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) are as follows:

Month	BSE			NSE		
	High (₹)	Low (₹)	Monthly Volume (In Nos.)	High (₹)	Low (₹)	Monthly Volume (In Nos.)
April, 2023	791.90	665.00	10,155	771.95	685.00	1,31,015
May, 2023	850.00	729.00	9,057	850.90	723.50	1,38,012
June, 2023	868.50	752.00	20,176	877.00	758.00	3,30,517
July, 2023	856.00	751.85	71,591	858.00	761.40	3,60,854
August, 2023	967.95	833.95	30,712	968.00	833.00	4,39,244
September, 2023	983.85	800.00	43,048	984.00	812.20	9,89,649
October, 2023	899.50	796.05	10,436	899.95	788.80	2,93,358
November, 2023	1,079.60	790.00	16,63,184	1,080.00	788.50	41,53,409
December, 2023	1,115.95	935.95	1,62,995	1,100.30	941.50	15,25,955
January, 2024	1,450.00	1,052.00	3,85,328	1,450.00	1,055.55	33,13,686
February, 2024	1,336.40	1,069.40	2,36,616	1,344.65	1,069.05	31,69,341
March, 2024	1,168.65	905.95	1,20,907	1,143.00	903.95	12,32,807

Share price performance in comparison to broad based indices

a) Share price performance in comparison to broad based indices - BSE SENSEX:



b) Share price performance in comparison to broad based indices – NSE Nifty:


Share Transfer Agent: KFin Technologies Limited
 Selenium Building, Tower - B, Plot No. 31 & 32,
 Financial District, Nanakramguda, Serilingampally,
 Hyderabad - 500032, Telangana, India
 Toll Free No.: 18003094001
 Tel.: (91 40) 67162222, 79611000
 E-mail: einward.ris@kfintech.com

Share Transfer System

All matters pertaining to share transfer and related activities are handled by the Share Transfer Agent of the Company who are fully equipped to carry out the transfers of shares. In case of shares in electronic form, the transfer are processed by NSDL/CDSL through respective depository participants. The request for dematerialisation of equity shares is confirmed/rejected within an average period of fifteen days. Transmission requests were processed for shares held in dematerialised form and physical form within seven days and twenty one days respectively, after receipt of specified documents, complete in all respect and dispatch of share certificates in physical form were generally completed within thirty days.

As per Regulation 40 of the Listing Regulations, requests for effecting transfer of shares shall not be processed unless the shares are held in dematerialised form with a depository. Further, the shares shall be issued in dematerialised form only while processing the request for transmission, transposition, duplicate, renewal/exchange, sub-division/splitting, consolidation of share certificate etc. as provided in Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 issued by the Securities and Exchange Board of India.

The Company obtains from Company Secretary in practice a yearly certificate of compliance with share transfer formalities as required under Regulation 40(9) of the Listing Regulations and file the same with stock exchanges.

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Distribution of shareholding as on 31st March, 2024

Number of equity shares held	Number of shareholders	% of total shareholders	Number of equity shares held	% of total shareholding
1 - 5,000	16,813	99.30	17,32,161	7.26
5,001 - 10,000	40	0.24	2,94,468	1.23
10,001 - 30,000	35	0.21	5,93,285	2.49
30,001 - 50,000	7	0.04	2,65,491	1.11
50,001 - 1,00,000	7	0.04	5,30,487	2.22
1,00,001 - 5,00,000	20	0.12	51,16,259	21.43
5,00,001 and above	9	0.05	1,53,41,274	64.26
Grand Total	16,931	100.00	2,38,73,425	100.00

Shareholding pattern as on 31st March, 2024

Category	No. of shares held	% of shareholding
Promoter and Promoter Group	1,53,43,695	64.27
Mutual Funds	18,72,634	7.84
Foreign Portfolio Investors	12,76,074	5.35
Resident Individual, HUF, Trust	28,28,062	11.85
Alternative Investment Fund	6,67,184	2.79
Foreign Corporate Bodies	4,26,439	1.79
Corporate Bodies	13,61,030	5.70
Non-Resident Individual	98,307	0.41
Foreign Nationals	0.00	0.00
Bank, Financial Institution	0.00	0.00
Total	2,38,73,425	100.00

Dematerialisation of shares and liquidity

2,38,72,465 equity shares representing 99.99% of the total issued and listed equity share capital of the Company are held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 31st March, 2024.

Outstanding GDR/ADR/Warrants or any Convertible instruments, conversion date and likely impact on equity:

There are no GDRs/ADRs/Warrants or Convertible instruments outstanding as on 31st March, 2024.

Commodity price risk or foreign exchange risk and hedging activities:

(i) Commodity price risk and hedging activities

The Company has adequate risk assessment and minimisation system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, no disclosure in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15th November, 2018.

(ii) Foreign exchange risk and hedging activities

During the year ended 31st March, 2024, the foreign exchange exposure of the Company is nominal. The Company's management oversees the management of the risk. The details of foreign currency exposure are provided in Note no. 45 of Notes to financial statements.

Credit ratings

During the year ended 31st March, 2024, ICRA Limited has reaffirmed the long-term rating of [ICRA] A+ to the bank facilities of the Company. The outlook on the long-term rating was Stable.

The facility wise rating is under:

Instrument details:

Sr. No.	Credit Facility	Amount (₹ in crore)	Rating
Rated on Long Term scale			
1.	Cash Credit	35.00	[ICRA]A+ (Stable)
2.	Cash Credit	25.00	[ICRA]A+ (Stable)
3.	Cash Credit	20.00	[ICRA]A+ (Stable)
4.	Unallocated	20.00	[ICRA]A+ (Stable)
Total		100.00	

Dividend

The Board in its meeting held on 20th May, 2024 has recommended a dividend of 40% on equity shares of ₹ 5/- each of the Company (i.e. ₹ 2/- per equity share) for the financial year ended 31st March, 2024, subject to the approval of the members of the Company at the ensuing 15th Annual General Meeting.

Unclaimed dividend

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid

or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund ('IEPF'), a fund established under sub-section (1) of Section 125 of the Companies Act, 2013. During the year ended 31st March, 2024, no amount was transferred to IEPF, as there was no unpaid/unclaimed dividend for a period of seven years or more.

Demat suspense account/Unclaimed suspense account

The disclosure with respect to demat suspense account/unclaimed suspense account is not applicable as there are no shares issued pursuant to the public issue or any other issue, physical or otherwise, remain unclaimed and/or lying in the escrow account.

Plant locations

State	Address
Owned location	
Madhya Pradesh	1. Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore - 452020, Madhya Pradesh 2. Survey No. 65/2, 66/1, 67/2, Gram Piplyalohar, Tehsil Mhow, Indore - 453441, Madhya Pradesh
Assam	Plot No. 40-41, Brahmaputra Industrial Park, Amingaon Guwahati -781031, Assam
Karnataka	No. 260, Bommasandra Jigani Link Road, Jigani Hobli, Anekal Taluk, Bengaluru (Bangalore Urban) - 560105, Karnataka
West Bengal	Plot No. 5514-5515, 152-153, Mouza, Jangalpur Police Station, Domjur, District - Howrah, West Bengal - 711302
Gujarat	1. New R.S. No. 128, R.S. No. 123/P3, Taluka-Kalawad, Nikava, Jamnagar - 361162, Gujarat 2. New R.S. No. 127, Old R.S. No. 123/PAIKI2, TA-Kalavad, Nikava, Jamnagar - 361162, Gujarat
Jammu & Kashmir	Khewat No. 13, Khasra No. 800 min, Khata No. 293 min, Kartholi Teh. Bari Brahmana, Jammu, Samba, Jammu & Kashmir - 181133
Other location	
Karnataka	No. 44/2, Kothanur Dinne, SOS College Bannerghatta Road, Near B.K. Circle Bus Stop, J.P. Nagar, 8 th Phase, Bengaluru - 560076, Karnataka
West Bengal	11, Kanduah Food Park, Sankrail, Howrah - 711302, West Bengal
Haryana	1. Plot No. 1, Jagan Village, Food Park APC, Jagan, Hisar - 125052, Haryana 2. Plot No. 36,39,40,41, Agro Park, Kunjpura, Karnal - 132023, Haryana
Bihar	Plot No. 397, 406, 407, Pitambarpur Bhika, Fatwah, Patna - 803201, Bihar
Uttar Pradesh	Arazi No. 385/A, Rajaswa Gram, Chachendi Sachendi-1, Kanpur - 209304, Uttar Pradesh
Telangana	Survey No. 170, Medchal Malkajgiri, Somaram Village, Medchal Mandal, Somaram - 501401, Telangana

Address for correspondence

Compliance Officer	Share Transfer Agent	Correspondence with the Company
Mr. Parag Gupta Company Secretary and Compliance Officer Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh, India Tel.: +91 731 2437679 E-mail: complianceofficer@yellowdiamond.in	KFin Technologies Limited Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana, India Toll Free No.: 18003094001 Tel.: (91 40) 67162222, 79611000 E-mail: einward.ris@kfintech.com	Prataap Snacks Limited Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh, India Tel.: +91 731 2439999 E-mail: complianceofficer@yellowdiamond.in

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OTHER DISCLOSURES

- (a) There were no material significant related party transactions during the financial year 2023-24 which are considered to have potential conflict with the interests of the Company at large. Particulars and nature of transactions with the related parties entered into during the year ended 31st March, 2024 are disclosed in compliance with the "Ind AS" on Related Party Disclosure in Note no. 38 of Notes to financial statements.
- (b) The Company has complied with the requirements of Stock Exchanges, Securities and Exchange Board of India and other statutory authority on matter relating to capital markets during the last three years and consequently no penalties or strictures have been imposed on the Company by these authorities on matter relating to capital markets.
- (c) The Company has adopted a Vigil Mechanism/Whistle Blower Policy for developing a culture where it is safe for all directors/employees to raise concerns about any unacceptable practice and any event of misconduct. The Policy allows unrestricted access to all employees and others to approach the Audit Committee and there has been no instance during the year where any personnel has been denied access to the Audit Committee. The quarterly report with number of complaints received, if any, under the Policy and details thereof alongwith outcome is placed before the Audit Committee.
- (d) The Company has complied with the mandatory requirements of Regulation 17 to 27 and Regulation 46 and other applicable regulations of the Listing Regulations, to the extent applicable to the Company except due to oversight the prior approval of Audit Committee has not taken for transactions with three related parties, which subsequently approved / ratified by the Audit Committee in its meeting held on 20th May, 2024. The Company has presently not adopted the discretionary requirement of sending half-yearly declaration of financial performance including summary of the significant events in last six months to each household of shareholders. However, discretionary requirements viz. regime of financial statements with unmodified audit opinion and internal auditor may directly report to the Audit Committee are complied with. The discretionary requirement of maintenance of non-executive chairperson's office is not applicable.
- (e) The Company has formulated a policy for determining material subsidiary of the Company. The said Policy is available on the website of the Company and can be accessed through web link <https://www.yellowdiamond.in/wp-content/uploads/2021/06/Policy-for-determining-material-subsiary.pdf>.
- (f) The Company has formulated a policy on materiality of related party transactions and on dealing with related party transactions. The said Policy is available on the website of the Company and can be accessed through web link <https://www.yellowdiamond.in/wp-content/uploads/2018/01/Policy-on-Materiality-of-Related-Party-Transactions-and-on-Dealing-with-Related-Party-Transactions-1.pdf>.
- (g) The Company has not raised any fund through preferential allotment or qualified institutions placement, hence, the disclosure of details of utilisation of the fund as specified under Regulation 32(7A) of the Listing Regulations is not applicable.
- (h) The Company has obtained a Certificate from M/s. Ritesh Gupta & Co., Company Secretaries in practice certifying that none of the Directors on the Board of the Company for the year ended 31st March, 2024 have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.
- (i) During the year ended 31st March, 2024, the Board had accepted all the recommendations of the Committees, which are mandatorily required.
- (j) Total fees for all services paid by the Company to B S R & Co. LLP, the Statutory Auditor and all entities in the network firm / network entity of which the Statutory Auditor is a part for the year ended 31st March, 2024, is as follows:
- | | (₹ in lakhs) |
|--|---------------------------|
| Fees for audit and related services paid to B S R & Co. LLP and affiliates firms and to entities of the network of which the statutory auditor is a part | 105.75
(excluding GST) |
| Other fees paid to B S R & Co. LLP and affiliates firms and to entities of the network of which the statutory auditor is a part | 10.22
(excluding GST) |
- (k) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the financial year 2023-24 is as under:
- number of complaints filed during the financial year: Nil
 - number of complaints disposed of during the financial year: Nil
 - number of complaints pending as on end of the financial year: Nil
- (l) In preparation of the financial statements during the year under review, no accounting treatment which was different

from that prescribed in the applicable Indian Accounting Standards (Ind AS) as notified under Section 133 of the Companies Act, 2013 was followed. The significant accounting policies applied in preparation and presentation of financial statements have been set out in Note no. 2.2 of Notes to financial statements.

- (m) The Company has not given loans and advances in the nature of loans to any firm/company in which the Directors are interested.
- (n) As on 31st March, 2024, the Company does not have any material subsidiary.
- (o) In accordance with Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, the Managing Director and Chief Executive Officer and Chief Financial Officer have furnished a Compliance Certificate to the Board of Directors for the year ended 31st March, 2024.
- (p) Under the Company's Code of Conduct for regulating, monitoring and reporting of trading in securities of the Company as prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015, Mr. Parag Gupta, Company Secretary and Compliance Officer has been designated as the Compliance Officer of the Company.

Disclosure of certain types of agreements binding listed entities

There are no agreements that require disclosure under clause 5A of Paragraph A of Part A of Schedule III of the Listing Regulations.

Disclosure of the compliance with Corporate Governance requirements

The disclosure of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations are given below:

Regulation	Particulars of Regulation	Compliance status
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes

Regulation	Particulars of Regulation	Compliance status
23	Related Party Transactions	Yes (The prior approval of Audit Committee has taken for all related party transactions except for transactions with three related parties, which subsequently approved/ratified by the Audit Committee in its meeting held on 20 th May, 2024.)
24	Corporate Governance requirements with respect to subsidiary of listed entity	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	Yes
27	Other Corporate Governance requirements	Yes
46(2) (b) to (i)	Website	Yes

Declaration by the Chief Executive Officer

The Managing Director and Chief Executive Officer of the Company has given a declaration that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management for the year ended 31st March, 2024.

Compliance Certificate from Practicing Company Secretary

Mr. Ritesh Gupta, Proprietor of M/s. Ritesh Gupta & Co., Company Secretaries has certified that the Company has complied with the conditions of Corporate Governance for the year ended 31st March, 2024, as stipulated in the Listing Regulations, except that prior approval of the Audit Committee has not been obtained for transactions with three related parties. Accordingly, there is following observation/remark in his Certificate:

- i. The prior approval of Audit Committee has taken for all related party transactions except for transactions with three related parties.

► Report on Corporate Governance

The Company has taken prior approval of Audit Committee for all related party transactions except for transactions with three related parties. The same is due to oversight. However, the transactions with the said related parties have subsequently approved/ratified by the Audit Committee in its Meeting held on 20th May, 2024.

Compliance with Secretarial Standards

The Company has complied with Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

As provided under Regulation 34(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Amit Kumat, Managing Director and Chief Executive Officer of the Company hereby declare that the members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for Board of Directors and Senior Management for the financial year ended 31st March, 2024.

For **Prataap Snacks Limited**

Amit Kumat

Managing Director and Chief Executive Officer

Place: Indore

Date: 20th May, 2024

CEO AND CFO CERTIFICATE

To,
The Board of Directors
Prataap Snacks Limited
Khasra No. 378/2, Nemawar Road,
Near Makrand House, Palda,
Indore – 452 020, Madhya Pradesh, India

Re: Compliance Certificate of Chief Executive Officer (CEO) and Chief Financial Officer (CFO) pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, Amit Kumar, Managing Director and Chief Executive Officer (CEO) and Sumit Sharma, Chief Financial Officer (CFO) of Prataap Snacks Limited hereby certify that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the year ended 31st March, 2024 and that to the best of our knowledge and belief:
- (1) these Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these Statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (1) there have been no significant changes in internal control over financial reporting during the year;
 - (2) the significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
 - (3) there have been no instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Indore
Date: 20th May, 2024

Amit Kumar
Managing Director and Chief Executive Officer

Sumit Sharma
Chief Financial Officer

► Report on Corporate Governance

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Prataap Snacks Limited
Khasra No. 378/2, Nemawar Road,
Near Makrand House, Palda,
Indore – 452020, Madhya Pradesh, India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Prataap Snacks Limited (CIN:L15311MP2009PLC021746)**, Registered Office at Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh, India (hereinafter referred to as 'the Company') and produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verification (including Directors Identification Number (DIN) status at the MCA portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Arvind Mehta	00215183	12/05/2011
2.	Mr. Amit Kumat	02663687	12/05/2011
3.	Mr. Apoorva Kumat	02630764	02/11/2018
4.	Mrs. Anisha Motwani	06943493	05/07/2016
5.	Mr. Vineet Kumar Kapila	00056582	22/07/2016
6.	Mr. Chetan Kumar Mathur	00437558	07/08/2018
7.	Mr. Bharadwaj Thiruvenkata Venkatavaraghavan	02918495	02/11/2018

Ensuring the eligibility for the appointment/continuity of every Director on the Board of the Company is the responsibility of the management. My responsibility is to express an opinion on the basis of my verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Ritesh Gupta & Co.**
Company Secretaries

Place: Indore
Date: 01st August, 2024

Ritesh Gupta
CP:3764 | FCS:5200
UDIN: F005200F000869888



CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and paragraph E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Prataap Snacks Limited
Khasra No. 378/2, Nemawar Road,
Near Makrand House, Palda,
Indore - 452020, Madhya Pradesh, India

I have examined the compliance of conditions of Corporate Governance by **Prataap Snacks Limited (CIN: L15311MP2009PLC021746)**, (hereinafter referred as 'the Company') for the financial year ended 31st March, 2024 as prescribed under Regulations 17 to 27, clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to review of procedures and implementation thereof by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing regulations subject to the following:

- The prior approval of Audit Committee has taken for all related party transactions except for transactions with three related parties, which subsequently approved/ratified by the Audit Committee in its meeting held on 20th May, 2024.

This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Ritesh Gupta & Co.**
Company Secretaries

Place: Indore
Date: 01st August, 2024

Ritesh Gupta
CP:3764 | FCS:5200
UDIN: F005200F000869910

Independent Auditor's Report

To the Members of Prataap Snacks Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the financial statements of Prataap Snacks Limited (the "Company") for the year ended 31 March 2024 [in which are included financial statements of Prataap Snacks Employees Welfare Trust (the 'Trust')], which comprise the balance sheet as at 31 March 2024, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information .

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of the other auditor on financial statements of the Trust which was audited by the other auditor, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described

Revenue Recognition

See Note 2.2 and 25 to financial statements

The key audit matter

Revenue from the sale of goods is recognized when control is transferred to the customer and is measured net of discounts, rebates, incentives and other similar items (collectively 'discounts and rebates').

Significant estimation is involved in recognition and measurement of rebates and discounts. This includes estimating the amount of consideration to which the company will be entitled in exchange for transferring the goods to the customer based on historical experience and the specific terms of the scheme. This involves a risk of error in estimation, unrecorded accruals for variable consideration.

in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of report of the other auditor referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the financial statements.

EMPHASIS OF MATTER(S)

We draw attention to Note 50 of the financial statements which describes the effect of change in the accounting policy to include the financial statements of the Trust in the financial statements of the Company. Accordingly, the figures for the corresponding periods ended 31 March 2023 have been restated by the management in accordance with the requirements of applicable standards for change in accounting policy.

Our opinion is not modified in respect of this matter.

KEY AUDIT MATTER(S)

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

How the matter was addressed in our audit

In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:

- Assessed the appropriateness of revenue recognition accounting policy in accordance with relevant accounting standard including those relating to discounts and rebates.
- Tested the design, implementation and operating effectiveness of key internal controls over revenue recognition including anti-fraud controls, general IT controls and key IT application controls.

Revenue Recognition

See Note 2.2 and 25 to financial statements

The key audit matter

Revenue is also an important element of how the Company measures its performance. The Company focuses on revenue as a key performance measure. There is therefore a risk of revenue being overstated because of fraud, resulting from the pressure management may feel to achieve performance targets.

Accordingly, we identified revenue recognition including estimation of variable consideration as a key audit matter.

How the matter was addressed in our audit

- Performed substantive testing by selecting samples using statistical sampling for revenue transactions recorded during the year by vouching to underlying documents like Invoices, Lorry Receipts, Customer acknowledgement etc.
- Performed test of specific revenue transactions recorded during the year end to determine that revenue is recognised in correct period.
- Performed substantive analytical procedures over revenue and discounts to identify unusual variances.
- Performed substantive testing over discounts and rebates including the following procedures:
 - i. For samples, read the terms of contract and incentive schemes as approved by authorized personnel
 - ii. Evaluated the assumptions used in estimation of variable consideration by comparing with the past trends, actual claims etc.
 - iii. Assessed the accuracy of prior period accruals for variable consideration by reference to actual claims presented by the customer.
 - iv. Performed test of discount and rebate expense recorded subsequent to the year end to determine the completeness of discount and rebate expense.
- Obtained independent confirmations from sample customers and reconciled the balance with the amounts recorded in the books.
- Tested manual journal entries posted to revenue including discount and rebates which are unusual in nature.
- Assessed the adequacy of the disclosures in accordance with the relevant accounting standard.

OTHER INFORMATION

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether

the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

MANAGEMENT'S AND BOARD OF DIRECTORS'/ BOARD OF TRUSTEES' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act

► Financial Statements

with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Company/Board of Trustees of the Trust are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company/ the Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the respective Management and Board of Directors of the Company/ Board of Trustees of the Trust are responsible for assessing the ability of the Company/ the Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors of the Company/ Board of Trustees of the Trust either intends to liquidate the Company/ the Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company/ Board of Trustees of the Trust are responsible for overseeing the financial reporting process of the Company/ the Trust.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design

and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of the Trust of the Company to express an opinion on the financial statements. For the Trust included in the financial statements, which has been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER(S)

- a. We did not audit the financial statements the Trust included in the financial statements of the Company whose financial statements reflect total assets (before consolidation adjustments) of ₹ 1,644.74 lakhs as at 31 March 2024, total revenue (before consolidation adjustments) of ₹ 88.48 lakhs, total net profit after tax of ₹ 4.06 lakhs, total comprehensive income (before consolidation adjustments) of ₹ 4.06 Lakhs and net cash inflows (before consolidation adjustments) amounting to ₹ 15.35 lakhs for the year ended on that date, as considered in the financial statements. The financial statements of the Trust has been audited by the other auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the Trust, is based solely on the reports of such other auditor.
- b. Our opinion is not modified in respect of this matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2A. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and the report of the other auditor except for the matters stated in the paragraph below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph [2A(b)] above on reporting under Section 143(3)(b) and paragraph [2B(f)] below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to :
- a. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its financial statements - Refer Note 36 and 37 to the financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

► Financial Statements

- d. (i) The management has represented that, to the best of its knowledge and belief, as discussed in the Note 48 to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 48 to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
- e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 16 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:

- (i) In respect of the accounting software used for maintaining the books of accounts, the feature of recording audit trail (edit log) facility was not enabled at the application layer of the accounting software used for maintaining the books of accounts to log any data changes in certain fields/tables of the accounting software relating to payroll and revenue process and certain noneditable fields/tables of the accounting software used for maintaining records related to inventory and general ledger.
- (ii) The feature of recording audit trail (edit log) facility was also not enabled for another software used by the Company for maintaining certain records related to procurement, inventory and revenue process.

Further, where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/ payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Ashwin Bakshi
Partner

Place: Indore
Date: 20 May 2024

Membership No.: 506777
ICAI UDIN:24506777BKGXFQ6595

Annexure A

to the Independent Auditor's Report on the Financial Statements of Prataap Snacks Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts/customer acknowledgement has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Based on the information and explanations given to us and on the basis of our examination of the records of the Company, no quarterly returns or statements are required to be submitted with such banks or financial institutions. Accordingly, clause 2(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted loans to employees during the year in respect of which the requisite information is as below.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to employees as below:

Particulars	Loans (in Lakhs)
Aggregate amount during the year	
– Others (Loan to employees)	173.49
Balance outstanding as at balance sheet date	
– Others (Loan to employees)	200.25

► Financial Statements

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by the Company. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess and other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Provident Fund, Employee State Insurance and Labour Welfare Fund. As explained to us, the Company did not have any dues on account of Duty of Customs.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Cess or other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (₹ in lakhs)	Amount paid under protest (₹ in lakhs)	Period to which the amount relates (FY)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	0.16	-	2012-13	Commissioner of Income Tax (National Faceless Assessment Centre)
Income Tax Act, 1961	Income Tax	7.82	-	2015-16	Deputy Commissioner of Income Tax/ Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	3.83	-	2018-19	Assistant Director of Income Tax
Income Tax Act, 1961	Income Tax	211.81	-	2021-22	Deputy Director of Income Tax
Goods and Service Tax, 2017	Goods and service tax	791.26	48.15	2017-18 to 2020-21	Joint Commissioner (Appeals)
Goods and Service Tax, 2017	Goods and service tax	152.99	-	2018-19	Sales Tax Officer
Goods and Service Tax, 2017	Goods and service tax	5.48	-	2020-21	Asst. Commissioner of State Tax

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiary (as defined under the Act) during the year ended 31 March 2024. Accordingly, clause 3(ix)(e) is not applicable.
- (f) The Company does not hold any investment in any subsidiary (as defined under the Act) during the year ended 31 March 2024. Accordingly, clause 3(ix)(f) is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

► Financial Statements

- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) Based on the information and explanations provided by the management of the Company, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have CICs as part of the Group. For reporting on this clause / sub clause, while we have performed audit procedures set out in the Guidance Note on Companies (Auditor's Report) Order, 2020, we have relied on and not been able to independently validate the information provided to us by the management of the Company with respect to reporting under this clause.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in the annual report is expected to be made available to us after the date of this auditor's report.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Ashwin Bakshi

Partner

Place: Indore

Date: 20 May 2024

Membership No.: 506777

ICAI UDIN:24506777BKGXFQ6595

Annexure B

to the Independent Auditor's Report on the financial statements of Prataap Snacks Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

OPINION

We have audited the internal financial controls with reference to financial statements of Prataap Snacks Limited ("the Company"), as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate

internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Ashwin Bakshi

Partner

Membership No.: 506777

ICAI UDIN:24506777BKGXFQ6595

Place: Indore

Date: 20 May 2024

Balance Sheet

	Notes	As at	As at
		31 March 2024	31 March 2023 (Restated)*
		₹ lakhs	₹ lakhs
I ASSETS			
NON-CURRENT ASSETS			
(a) Property, plant and equipments	3	46,588.41	38,266.31
(b) Capital work-in-progress	3	45.11	1,485.72
(c) Goodwill	4	4,611.00	4,611.00
(d) Other Intangible assets	4	14,096.92	15,184.63
(e) Intangible assets under development	4	18.98	18.98
(f) Financial assets			
(i) Loans	5	-	1,855.23
(ii) Other non-current financial assets	6	2,892.29	2,254.08
(g) Other tax assets (net)	7	821.77	821.02
(h) Other non-current assets	8	462.24	1,952.21
TOTAL NON-CURRENT ASSETS		69,536.72	66,449.18
CURRENT ASSETS			
(a) Inventories	9	14,237.71	13,528.41
(b) Financial assets			
(i) Trade receivables	10	1,088.61	1,398.62
(ii) Cash and cash equivalents	11	2,981.72	2,190.15
(iii) Bank balance (other than (ii) above)	12	78.27	714.70
(iv) Loans	13	1,827.00	149.88
(v) Other current financial assets	14	7,979.68	4,314.41
(c) Other current assets	15	3,423.69	2,416.35
TOTAL CURRENT ASSETS		31,616.68	24,712.52
TOTAL ASSETS		1,01,153.40	91,161.70
II EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	16	1,193.67	1,172.65
(b) Other equity	17	71,682.20	66,450.66
TOTAL EQUITY		72,875.87	67,623.31
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Borrowings	18	2,000.00	-
(ii) Lease liabilities	35	3,622.73	3,926.83
(b) Provisions	19	501.50	448.17
(c) Deferred tax liabilities (net)	20	1,744.92	802.45
(d) Other non-current liabilities	21	1,857.44	2,131.72
TOTAL NON-CURRENT LIABILITIES		9,726.59	7,309.17
CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Borrowings	18	-	300.00
(ii) Lease liabilities	35	2,486.68	1,754.46
(iii) Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		970.29	843.94
Total outstanding dues of trade payables other than micro enterprises and small enterprises		10,487.05	9,537.45
(iv) Other current financial liabilities	23	1,850.77	913.43
(b) Other current liabilities	24	2,557.74	2,804.95
(c) Provisions	19	79.32	74.99
(d) Current tax liabilities (net)		119.09	-
TOTAL CURRENT LIABILITIES		18,550.94	16,229.22
TOTAL LIABILITIES		28,277.53	23,538.39
TOTAL EQUITY AND LIABILITIES		1,01,153.40	91,161.70

* Refer Note 50

The accompanying notes are an integral part of the financial statements

As per our report of even date

For B S R & Co. LLP

ICAI Firm registration number: 101248W/W-100022

Chartered Accountants

Ashwin Bakshi

Partner

Membership no.: 506777

UDIN: 24506777BKGXFQ6595

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

Amit Kumar

Managing Director and Chief Executive Officer

DIN: 02663687

Sumit Sharma

Chief Financial Officer

Place: Indore

Date: 20 May 2024

Arvind Mehta

Chairman and Executive Director

DIN: 00215183

Parag Gupta

Company Secretary

Place: Indore

Date: 20 May 2024

► Financial Statements

Statement of Profit and Loss

	Notes	Year ended	Year ended
		31 March 2024	31 March 2023 (Restated)*
		₹ lakhs	₹ lakhs
I Revenue from operations	25	1,61,793.12	1,65,293.22
II Other income	26	855.79	776.05
III TOTAL INCOME (I + II)		1,62,648.91	1,66,069.27
IV EXPENSES			
(a) Cost of materials consumed	27	1,05,494.67	1,19,101.97
(b) Purchases of stock-in-trade		1,488.81	849.22
(c) Changes in inventories of finished goods and stock-in-trade	28	718.38	(748.69)
(d) Employee benefits expense	29	7,563.43	7,540.64
(e) Finance costs	30	577.34	654.59
(f) Depreciation and amortisation expenses	31	6,636.34	6,212.91
(g) Impairment losses on financial assets	45	145.10	385.49
(h) Other expenses	32	32,283.65	31,921.86
TOTAL EXPENSES		1,54,907.72	1,65,917.99
V Profit before exceptional item and tax (III - IV)		7,741.19	151.28
VI Exceptional item	41	95.91	-
VII Profit before tax (V - VI)		7,645.28	151.28
VIII Tax expense			
(a) Current tax	20	1,403.83	85.65
(b) Deferred tax (including Minimum Alternate Tax)	20	929.19	(30.10)
(c) Tax adjustments in respect of earlier years	20	-	(1,935.45)
Total tax expenses		2,333.02	(1,879.90)
IX Profit for the year (VII - VIII)		5,312.26	2,031.18
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(a) Re-measurement gain on defined benefit plan	34	38.04	73.74
(b) Income tax relating to above	20	(13.29)	(25.77)
Total other comprehensive income (net of tax)		24.75	47.97
XI Total comprehensive income (IX + X)		5,337.01	2,079.15
XII Earnings per equity share:			
Equity shares of face value of ₹ 5 (31 March 2023: ₹ 5) each			
(a) Basic - ₹	33	22.26	8.51
(b) Diluted - ₹	33	22.22	8.51

* Refer Note 50

The accompanying notes are an integral part of the financial statements

As per our report of even date

For B S R & Co. LLP

ICAI Firm registration number: 101248W/W-100022

Chartered Accountants

Ashwin Bakshi

Partner

Membership no.: 506777

UDIN: 24506777BKGXFQ6595

**For and on behalf of the Board of Directors of
Prataap Snacks Limited****Amit Kumat**

Managing Director and Chief Executive Officer

DIN: 02663687

Arvind Mehta

Chairman and Executive Director

DIN: 00215183

Sumit Sharma

Chief Financial Officer

Parag Gupta

Company Secretary

Place: Indore

Date: 20 May 2024

Place: Indore

Date: 20 May 2024

Statement of Cash Flows

	Year ended 31 March 2024	Year ended 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	7,645.28	151.28
Adjustments to reconcile profit before tax to net cash flows		
Add / (Less) :		
Depreciation and amortisation expenses	6,636.34	6,212.91
(Profit)/ Loss on sale of property, plant and equipments	(58.68)	24.55
Provision for slow moving inventory	317.05	(58.12)
Trade receivables written off	-	0.56
Impairment loss on financial assets	145.10	385.49
Net gain/Loss on derecognition of lease liability and ROU assets	(188.19)	(75.86)
Provision for doubtful advances	84.10	(92.47)
Employee stock appreciation rights expense	153.46	232.33
Government grant income	(357.15)	(431.27)
Asset written off	13.84	-
Loss by Fire	95.91	-
Finance cost	577.34	654.59
Interest income	(748.92)	(700.20)
Operating profit before working capital changes	14,315.48	6,303.79
Working capital adjustments:		
Decrease / (increase) in inventories	(1,122.26)	992.04
Decrease / (increase) in trade receivables	164.90	(227.44)
Decrease / (increase) in loans and other financial assets	701.68	(117.79)
Decrease / (increase) in other assets	(1,100.50)	(946.28)
Increase/ (decrease) in trade payables	1,075.27	1,367.96
Increase / (decrease) in other financial liabilities	29.37	162.34
Increase / (decrease) in provisions	95.70	65.35
Increase / (decrease) in other liabilities	(203.87)	957.88
	13,955.77	8,557.85
Income tax paid (net of refund received)	(1,285.79)	(577.98)
NET CASH FLOWS FROM OPERATING ACTIVITIES	12,669.98	7,979.87
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipments including capital work-in-progress and capital advances	(7,525.83)	(8,310.25)
Purchase of intangibles including assets under development	(52.15)	(81.99)
Receipt of government grant	562.64	561.39
Proceeds from sale of property, plant and equipments and CWIP	400.39	195.93
Investment in fixed deposits with banks not considered as cash and cash equivalents	(10,001.58)	(1,950.38)
Redemption / maturity of fixed deposits with banks not considered as cash and cash equivalents	5,336.98	6,641.74
Interest received	625.20	421.84
NET CASH FLOWS USED IN INVESTING ACTIVITIES	(10,654.35)	(2,521.73)

Statement of Cash Flows

	Year ended 31 March 2024	Year ended 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issuance of equity share capital	0.69	-
Proceeds from short-term borrowings	-	300.00
Proceeds from Long-term borrowings	2,000.00	-
Repayment of lease liabilities	(2,108.83)	(1,686.87)
Interest paid on lease liabilities	(512.21)	(514.82)
Repayment of short-term borrowings	(300.00)	(3,000.00)
Interest paid	(65.13)	(147.95)
Dividend paid	(238.58)	(117.23)
NET CASH FLOWS USED IN FINANCING ACTIVITIES	(1,224.06)	(5,166.87)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	791.57	291.27
Cash and cash equivalents at the beginning of the year	2,190.15	1,898.88
Cash and cash equivalents at the end of the year (Refer Note 11)	2,981.72	2,190.15

* Refer Note 50

As per our report of even date

For B S R & Co. LLP

ICAI Firm registration number: 101248W/W-100022

Chartered Accountants

Ashwin Bakshi

Partner

Membership no.: 506777

UDIN: 24506777BKGXFQ6595

Place: Indore

Date: 20 May 2024

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

Amit Kumat

Managing Director and Chief Executive Officer

DIN: 02663687

Sumit Sharma

Chief Financial Officer

Place: Indore

Date: 20 May 2024

Arvind Mehta

Chairman and Executive Director

DIN: 00215183

Parag Gupta

Company Secretary

Statement of Changes in Equity

A. EQUITY SHARE CAPITAL:

	No. in lakhs	₹ lakhs
Issued, subscribed and fully paid		
As at 1 April 2022	234.53	1,172.65
Change in the equity share capital during the year	-	-
As at 31 March 2023	234.53	1,172.65
Change in the equity share capital during the year	4.20	21.02
As at 31 March 2024	238.73	1,193.67

B. OTHER EQUITY:

	Shares pending issuance	Securities premium	Retained earnings	Employee stock appreciation rights reserve (Refer Note 42)	Total other equity
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
As at 1 April 2022 (Restated)*	-	38,282.76	22,467.96	502.10	61,252.82
Profit for the year (Restated)*	-	-	2,031.18	-	2,031.18
Other comprehensive income					
- Re-measurement gain on defined benefit plan	-	-	47.97	-	47.97
Total comprehensive income	-	-	2,079.15	-	2,079.15
Transaction with owners, recorded directly in equity					
Contribution by and distribution to owners					
Employee stock appreciation rights expense	-	-	-	232.33	232.33
ESAR lapsed during the year	-	-	111.16	(111.16)	-
Dividend paid on equity shares	-	-	(117.27)	-	(117.27)
Shares pending issuance (Refer Note 49)	3,003.64	-	-	-	3,003.64
As at 31 March 2023 (Restated)*	3,003.64	38,282.76	24,540.99	623.27	66,450.66

Statement of Changes in Equity

	Shares pending issuance	Securities premium	Retained earnings	Employee stock appreciation rights reserve (Refer Note 42)	Total other equity
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
As at 1 April 2023	3,003.64	38,282.76	24,540.99	623.27	66,450.66
Profit for the year	-	-	5,312.26	-	5,312.26
Other comprehensive income					
- Re-measurement gain on defined benefit plan	-	-	24.75	-	24.75
Total comprehensive income	-	-	5,337.01	-	5,337.01
Transaction with owners, recorded directly in equity					
Contribution by and distribution to owners					
Issue of equity shares related to scheme of amalgamation (Refer Note 49)	(3,003.64)	2,983.31	-	-	(20.33)
Issue of equity shares on exercise of ESARs	-	98.37	-	(98.37)	-
Employee stock appreciation rights expense	-	-	-	153.46	153.46
ESAR lapsed during the year	-	-	41.72	(41.72)	-
Dividend paid on equity shares	-	-	(238.60)	-	(238.60)
As at 31 March 2024	-	41,364.44	29,681.13	636.64	71,682.20

* Refer Note 50

As per our report of even date

For B S R & Co. LLP

ICAI Firm registration number: 101248W/W-100022

Chartered Accountants

Ashwin Bakshi

Partner

Membership no.: 506777

UDIN: 24506777BKGXFQ6595

Place: Indore

Date: 20 May 2024

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

Amit Kumat

Managing Director and Chief Executive Officer

DIN: 02663687

Sumit Sharma

Chief Financial Officer

Place: Indore

Date: 20 May 2024

Arvind Mehta

Chairman and Executive Director

DIN: 00215183

Parag Gupta

Company Secretary

Notes to the Financial Statements

NOTE 1: CORPORATE INFORMATION

PrataapSnacksLimited('PSL'or'theCompany')isapublicCompany domiciled in India having CIN L15311MP2009PLC021746 and is incorporated under the provisions of the Companies Act, applicable in India and its equity shares are listed on the National Stock Exchange and BSE stock exchange. The principal place of business of the Holding Company is located at Khasra No. 378/2, Nemawar Road, Near Makrand House, Indore, Madhya Pradesh, 452020, India. The Company is primarily engaged in the business of snacks food.

NOTE 2.1: BASIS OF PREPARATION

A. Statement of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under section 133 of Companies Act, 2013 ('the Act') and other relevant provisions of the act. Also, refer Note 49 for Accounting of scheme of amalgamation and refer Note 50 for Accounting on Trust.

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 20 May 2024.

B. Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Valuation of share appreciation rights issued under Employee Stock Appreciation Rights ('ESAR') Plan 2018 (refer accounting policy regarding share-based payments)
- Net defined benefit liability (refer accounting policy regarding employee benefit).

C. Functional and presentation currency

The financial statements are presented in India Rupee ('₹') which is also the Company's functional currency.

All amounts have been rounded to the nearest lakhs (₹ 00,000), except when otherwise indicated.

D. Use of judgements and estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require an adjustment to the carrying amount of assets or liabilities in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected. Difference between actual results and estimates are recognised in the periods in which the results are known / materialised.

Estimates and judgements

Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amount recognised in the financials statements is included below:

1. **Deferred taxes** - The measurement of MAT credit receivable and deferred tax balances requires judgement around the year of transition to the new tax regime basis the financial projections, availability of sufficient taxable income in the future and tax positions adopted by the Company.

Assumptions and estimation uncertainties

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Notes to the Financial Statements

(i) Useful lives of property, plant and equipments and intangible assets

The Company reviews the useful life of property, plant and equipments and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods. Refer Note 2.3 (D) and (E) for management estimate of useful lives.

(ii) Taxes

Deferred tax, subject to the consideration of prudence, is recognised on temporary differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised to the extent that there is reasonable certainty that sufficient future tax income will be available against which such deferred tax assets can be realised. The measurement of MAT credit receivable and deferred tax balances requires estimation of the year of transition to the new tax regime basis the financial projections, availability of sufficient taxable income in the future and tax positions adopted by the Company.

(iii) Discounts and Rebates

The Company provides discount and rebates on sales to certain customers. Revenue from these sales is recognised based on the price charged to the customer, net of the estimated pricing allowances, discounts, rebates and other incentives. In certain cases, the amount of these discount and rebates are not determined until claims with appropriate evidence is presented by the customer to the Company, which may be some time after the date of sale. Accordingly, the Company estimates the amount of such incentives basis the terms of contract, incentive schemes, historical experience adjusted with the forward looking, business forecast and the current economic conditions. To estimate the amount of incentives, the Company uses the most likely method.

(iv) Impairment of Goodwill

Impairment exists when the carrying value of an asset or cash generating unit ('CGU') exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available

data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are relevant to perform an impairment test in respect of the goodwill recognised by the Company.

NOTE 2.2: MATERIAL ACCOUNTING POLICIES

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from 1 April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

(A) Current vs non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle

Notes to the Financial Statements

- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle."

(B) Revenue from operations

(i) Revenue from contract with customer

Revenue from contracts with customers is recognised when control over the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Sale of goods

Revenue from sale of goods is recognised at the point in time when control of the good is transferred to the customer, generally on delivery of the goods. The normal credit term is 0 to 20 days upon delivery.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the

associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right to return defective / damaged products and discount and rebates on sales. The rights to return and discount and rebates on sales give rise to variable consideration.

The Company provides discount and rebates on sales to certain customers based on aggregate sales covered by the schemes. Revenue from sales is recognised based on the applicable price to a given customer, net of the estimated pricing allowances, discounts, rebates and other incentives to customers. Accumulated experience and judgement based on historical experience and the specific terms of the scheme are used to estimate and provide for the discount and rebates on sales and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. The Company does not generally provide a right of return on the goods supplied to customers.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs its obligation under the contract.

(C) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions have been complied with. When the grant relates to an expense item, it is recognised as other operating revenue on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is

Notes to the Financial Statements

initially recognised as deferred income at fair value if there is reasonable assurance that they will be received, and the Company will comply with the conditions associated with the grant. Grants related to the acquisition of assets are recognised in profit or loss as other operating income on a systematic basis over the useful life of the asset.

(D) Property, plant and equipments

Property, plant and equipment's is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost is inclusive of freight, duties, taxes or levies (net of recoverable taxes) and any directly attributable cost of bringing the assets to their working condition for intended use. Such cost includes the cost of replacing part of the Property, plant and equipment's and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment's are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the Property, plant and equipment's as a component if the recognition criteria are satisfied.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Items of stores and spares that meet the definition of property, plant and equipments are capitalised at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

An item of property, plant and equipments and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net

disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipments is calculated on a straight line method over estimated useful lives of the assets. The management has estimated the below useful life based on its estimate regarding the period over which the assets are expected to be used and the same is supported by technical evaluation:

Property, plant and equipments	Useful lives as per Management	Useful lives as per Schedule II
Factory buildings	30 years	30 years
Plant and equipments*	15 years (on double shift basis)	15 years
Electrical installations*	15 years	10 years
Furniture and fixtures	10 years	10 years
Computers*	3 years to 6 years	3 years
Office equipments*	3 years to 10 years	5 years
Vehicles	8 years	8 years
Leasehold improvements	Amortised over the period of lease term ranging from 5 to 9 years	Amortised over the period of lease term ranging from 5 to 9 years

* These assets have life different from those mentioned in Schedule II of the Companies Act, 2013 (the 'Act').

On Transition to Ind AS, the Company elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation on additions/(disposals) is provided on a pro-rata basis i.e. from/ (upto) the date on which asset is ready for use/ (disposed off).

Notes to the Financial Statements

(E) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised on straight line basis over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Goodwill being an Intangible asset with indefinite useful lives is not amortised, but tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

A summary of amortisation policies applied to the Company's intangible asset is as below:-

Intangible assets	Useful lives
Computer software	5 years
Trade Name	20 years
Distribution Network	18 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(F) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an individual asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Notes to the Financial Statements

(G) Inventories

Raw materials, packing materials, stores, spares and other consumables are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, packing materials, stores, spares and other consumables are determined on a moving weighted average basis. Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories.

Finished goods are valued at lower of cost and net realisable value. Cost includes direct materials, labour and proportionate manufacturing overheads based on normal operating capacity.

Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sale.

(H) Leases

The company's leases mainly comprises of land, buildings and facilities. The Company assesses whether a contract is, or contains, a lease at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company as lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any

lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets as follows:

Right-of-use assets	Useful lives
Manufacturing facilities	3 to 7 years
Leasehold land	3 to 9 years
Land and building	2 to 10 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term,

Notes to the Financial Statements

a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of building (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments of short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(iv) Sale and leaseback

A sale and leaseback transaction is where the Company sells an asset and immediately reacquires the use of the asset by entering into a lease with the buyer. A sale occurs when control of the underlying asset passes to the buyer. A lease liability is recognised, the associated property, plant and equipment asset is derecognised, and a right of use asset is recognised at the proportion of the carrying value relating to the right retained. Any gain or loss arising relates to the rights transferred to the buyer.

(I) Segment reporting

The Company is engaged in the business of snacks good. The Chief Operating Decision Maker review the operating results of the Company as a whole for purposes of making decisions about resources to be allocated and assess its performance. The entire operations are classified as a single segment, namely 'Snacks food'.

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(J) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, for which it is probable that an outflow of resources embodying economic benefits will be required to settle

the obligation and a reliable estimate can be made of the amount of obligation. The expense relating to a provision is presented in the statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(K) Employee benefits

I. Short term employee benefits

Short-term employee benefit obligations such as salaries, incentives, special awards, medical benefits are measured on an undiscounted basis and are expensed as the related service is provided.

II. Post-employment obligations

The Company operates the following post-employment schemes:

a. Defined contribution plan

Retirement benefits in the form of provident fund is a defined contribution scheme. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. The Company has no obligation, other than the contribution payable to the provident fund.

b. Defined benefit plan

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in the statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs"

Notes to the Financial Statements

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and
- Net interest expense or income.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

The liability for the defined benefit gratuity plan is determined based on actuarial valuations carried out by an independent actuary as at year end. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the government bonds yield rates for the life of the obligation. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

III. Other long term employee benefit

The Company has leave encashment policy for all the employees. Liabilities for such benefits are provided on the basis of valuation, as at the balance sheet date,

carried out by an independent actuary. The actuarial valuation method used by an independent actuary for measuring the liability is the projected unit credit method. Actuarial gain and loss are recognised in the statement of profit and loss during the year in which they occur.

The Company presents the leave as the current liability in the balance sheet to the extent it does not have the unconditional / legal and contractual right to defer its settlement for twelve months after the reporting date. Where the Company has the unconditional / legal and contractual right to defer its settlement beyond twelve months after the reporting date, it is presented as the non current liability in Balance sheet.

IV. Share-based payments

Share-based compensation benefits are provided to employees via Employee Stock Appreciation Rights Plan whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in Employee stock appreciation rights ('ESAR') reserve in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other

Notes to the Financial Statements

conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

(L) Taxation

Income tax expense comprises of current tax and deferred tax. Income tax expense is recognised in the statement of profit and loss, except when it relates to items recognised in the other comprehensive income or items recognised directly in the equity. In such cases, the income tax expense is also recognised in the other comprehensive income or directly in the equity as applicable.

Current taxes

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation or under dispute with authorities and establishes provisions where appropriate.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liabilities on a net basis or simultaneously.

Deferred taxes

Deferred tax is recognised in respect of temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax is recognised for all taxable temporary differences, except for:

- Temporary difference arising on the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting nor taxable profit or loss
- Taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

For operations carried out under tax holiday period (Section 80IB and 80IE benefits of Income Tax Act, 1961), deferred tax assets or liabilities, if any, have been recognised for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Notes to the Financial Statements

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT)

MAT expense in a year is charged to the statement of profit and loss as current tax for the year. The MAT credit available only to the extent that it is probable that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward and is disclosed as deferred tax asset. In the year in which the Company recognises MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

(M) Foreign currencies

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rate at the date the transaction first qualifies for recognition. Exchange differences arising on settlement or restatement of transactions, are recognised as income or expense in the year in which they arise. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

(N) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. Other fair value related disclosures are given in the relevant notes.

Notes to the Financial Statements

(O) Financial instruments

I) Recognition and initial measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial assets (unless it is a trade receivable without a significant financing component) or financial liabilities is initially measured at fair value plus or minus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

II) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of profit or loss. Any gain or loss on derecognition is recognised in the statement of profit or loss.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in the statement of profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the statement of profit or loss.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

These assets are subsequently measured at fair value. Dividends are recognised as income in the statement of profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to the statement of profit or loss.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL

Notes to the Financial Statements

are measured at fair value and net gains and losses, including any interest expense, are recognised in the statement of profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the statement of profit or loss. Any gain or loss on derecognition is also recognised in the statement of profit or loss.

III De-recognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

IV Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

V) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are measured at FVTOCI
- c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the

Notes to the Financial Statements

original EIR. When estimating the cash flows, an entity is required to consider:

All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as (income) / expense in the statement of profit and loss (P&L). Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

(P) Cash and cash equivalents

Cash and cash equivalents consist of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant

risk of changes in value. For the purpose of the cash flow statement, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(Q) Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred. Borrowing cost includes interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(R) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(S) Contingent liability and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Notes to the Financial Statements

Contingent asset is not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

(T) Interest Income

For all debt instruments measured at amortised cost, interest income is recorded using the Effective Interest Rate ('EIR'). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or

a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(U) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to the Financial Statements

NOTE 3: PROPERTY, PLANT AND EQUIPMENTS

Note a: Owned assets

	Leasehold improvements ₹ lakhs	Freehold lands ₹ lakhs	Factory buildings ₹ lakhs	Plant and equipments ₹ lakhs	Furniture and fixtures ₹ lakhs	Office equipments ₹ lakhs	Computers ₹ lakhs	Vehicles ₹ lakhs	Capital work-in-progress ₹ lakhs	Total ₹ lakhs
I Gross carrying amount										
As at 1 April 2022	2,051.44	3,697.04	7,304.61	29,705.44	239.62	352.89	210.65	2,805.99	1,386.31	47,753.99
Additions	73.21	1,359.53	593.93	3,766.30	82.06	160.87	34.46	749.92	5,708.71	12,528.99
Deletions	-	-	-	106.65	-	-	0.66	70.32	148.55	326.18
Transfer/capitalised	-	-	-	-	-	-	-	-	5,460.75	5,460.75
As at 31 March 2023	2,124.65	5,056.57	7,898.54	33,365.09	321.68	513.76	244.45	3,485.59	1,485.72	54,496.05
Additions	42.02	26.62	4,524.69	6,485.18	55.72	68.69	57.48	94.32	9,906.20	21,260.92
Deletions	547.08	114.09	23.95	403.06	1.85	3.62	-	135.02	18.71	1,247.38
Transfer/capitalised	-	-	-	-	-	-	-	-	11,328.10	11,328.10
As at 31 March 2024	1,619.59	4,969.10	12,399.28	39,447.21	375.55	578.83	301.93	3,444.89	45.11	63,181.49
II Accumulated depreciation and impairment losses										
As at 1 April 2022	1,355.92	-	998.69	12,769.11	155.71	183.48	160.06	1,091.43	-	16,714.39
Depreciation charge for the year	239.39	-	503.89	1,874.51	24.22	49.33	29.00	434.10	-	3,154.44
Deletions	-	-	-	30.61	-	-	0.66	29.93	-	61.20
As at 31 March 2023	1,595.31	-	1,502.58	14,613.01	179.93	232.81	188.40	1,495.60	-	19,807.63
Depreciation charge for the year	251.11	-	265.65	2,104.95	27.29	58.09	39.75	448.86	-	3,195.70
Deletions	547.08	-	3.37	274.42	1.85	3.61	-	119.85	-	950.17
As at 31 March 2024	1,299.34	-	1,764.86	16,443.54	205.37	287.29	228.15	1,824.61	-	22,053.16
III Net carrying amount										
As at 31 March 2024	320.25	4,969.10	10,634.42	23,003.67	170.18	291.54	73.78	1,620.28	45.11	41,128.33
As at 31 March 2023	529.34	5,056.57	6,395.96	18,752.08	141.75	280.95	56.05	1,989.99	1,485.72	34,688.42

Notes to the Financial Statements

Note b: Right-of-use assets

	Leasehold lands	Land and Buildings	Manufacturing facilities	Total
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
I Gross carrying amount				
As at 1 April 2022	621.79	4,233.94	2,835.32	7,691.05
Additions	-	1,282.02	1,787.34	3,069.35
Deletions	77.83	259.67	1,645.52	1,983.02
As at 31 March 2023	543.96	5,256.29	2,977.14	8,777.39
Additions	-	1,507.45	1,763.03	3,270.48
Deletions	-	1,503.69	411.03	1,914.72
As at 31 March 2024	543.96	5,260.05	4,329.14	10,133.15
II Accumulated depreciation and impairment losses				
As at 1 April 2022	176.10	1,647.10	1,391.51	3,214.71
Depreciation charge for the year	60.37	882.95	978.63	1,921.95
Deletions	77.87	259.50	1,085.51	1,422.88
As at 31 March 2023	158.60	2,270.55	1,284.63	3,713.78
Depreciation charge for the year	60.37	969.22	1,271.19	2,300.78
Deletions	-	1,094.55	292.05	1,386.60
As at 31 March 2024	218.97	2,145.22	2,263.77	4,627.96
III Net carrying amount				
As at 31 March 2024	324.99	3,114.83	2,065.37	5,505.19
As at 31 March 2023	385.36	2,985.74	1,692.51	5,063.61

Note c: Net carrying amount

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
(i) Property, plant and equipments		
a. Owned assets	41,083.22	33,202.70
b. Right-of-use assets	5,505.19	5,063.61
	46,588.41	38,266.31
(ii) Capital work-in-progress	45.11	1,485.72

Notes to the Financial Statements

Note d: Capital work in progress Ageing Schedule

	Amount in Capital work-in-progress for a period of				Total ₹ lakhs
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	
As at 31 March 2024					
Projects in progress	45.11	-	-	-	45.11
Projects temporarily suspended	-	-	-	-	-
	45.11	-	-	-	45.11
As at 31 March 2023					
Projects in progress	973.33	422.24	90.15	-	1,485.72
Projects temporarily suspended	-	-	-	-	-
	973.33	422.24	90.15	-	1,485.72

Note e: Capital work in progress, whose completion is overdue or has exceeded its cost compared to its original plan:

	To be completed in				Total ₹ lakhs
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	
As at 31 March 2024	-	-	-	-	-
As at 31 March 2023					
Expansion of namkeen plant	220.33	-	-	-	220.33
Building for Labour quarters	881.94	-	-	-	881.94
	1,102.27	-	-	-	1,102.27

NOTE 4: INTANGIBLE ASSETS

	Other Intangible assets					Goodwill ₹ lakhs
	Intangible assets under development	Computer softwares	Trade Name	Distributor Network	Total	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	
I Gross carrying amount						
As at 1 April 2022	-	412.51	5,950.00	13,590.00	19,952.51	4,611.00
Additions	18.98	63.01	-	-	81.99	-
Deletions	-	-	-	-	-	-
As at 31 March 2023	18.98	475.52	5,950.00	13,590.00	20,034.50	4,611.00
Additions	-	52.15	-	-	52.15	-
Deletions	-	-	-	-	-	-
As at 31 March 2024	18.98	527.67	5,950.00	13,590.00	20,086.65	4,611.00

Notes to the Financial Statements

	Other Intangible assets					Goodwill
	Intangible assets under development	Computer softwares	Trade Name	Distributor Network	Total	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	
II Accumulated amortisation and impairment losses						
As at 1 April 2022	-	247.87	1,041.25	2,405.25	3,694.37	-
Amortisation during the year	-	67.52	297.50	771.50	1,136.52	-
Deletions	-	-	-	-	-	-
As at 31 March 2023	-	315.39	1,338.75	3,176.75	4,830.89	-
Amortisation during the year	-	70.85	297.53	771.48	1,139.86	-
Deletions	-	-	-	-	-	-
As at 31 March 2024	-	386.24	1,636.28	3,948.23	5,970.75	-
III Net carrying amount						
As at 31 March 2024	18.98	141.43	4,313.72	9,641.77	14,115.90	4,611.00
As at 31 March 2023	18.98	160.13	4,611.25	10,413.25	15,203.61	4,611.00

IV Net carrying amount

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
(i) Goodwill	4,611.00	4,611.00
(ii) Other Intangible assets		
(a) Intangible assets	14,096.92	15,184.63
(b) Intangible assets under development	18.98	18.98

Note a: Intangible assets under development Ageing Schedule

	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	
As at 31 March 2024					
Projects in progress	-	18.98	-	-	18.98
Projects temporarily suspended	-	-	-	-	-
	-	18.98	-	-	18.98
As at 31 March 2023					
Projects in progress #	18.98	-	-	-	18.98
Projects temporarily suspended	-	-	-	-	-
	18.98	-	-	-	18.98

Note b: Intangible Assets under development, whose completion is overdue or has exceeded its cost compared to its original plan:

Relates to the Warehousing Management System for which completion is overdue as compared to its original plan. There was no such asset in the previous year.

Notes to the Financial Statements

Notes

- (i) In accordance with IND AS 36 "Impairment of Assets" the Company has assigned the carrying value of goodwill to the Avadh business (Cash Generating Unit ('CGU')). Impairment testing of such Goodwill is performed by applying the value in use approach i.e. using cash flow projections based on financial budgets covering a period of 5 years.

Based on the results of the Goodwill impairment test, the estimated value in use for CGU was higher than the respective carrying amount, and accordingly no impairment loss has been recognised during the year (31 March 2023 - Nil). Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the Goodwill.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industry and are based on historical data from both external and internal sources.

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Discount rate	12.50%	12.50%
Revenue growth rate for initial 5 years	10.00% to 12.00%	15.00% to 17.00%
Budgeted EBITDA rate	7.90% to 9.70%	5.70% to 8.6%
Terminal value growth rate	5.00%	5.00%

Discount rate (Pre Tax) - Weighted Average Cost of Capital % (WACC) = Risk free return + (Market risk premium x Beta for the Company).

Revenue growth rate and EBITDA rate - The growth rates and EBITDA rate used to estimate cash flows for the first five years are based on past performance, and based on the strategic plan.

Terminal growth rate - long-term average growth rate for the products, industries, or country in which the entity operates.

NOTE 5: FINANCIAL ASSETS - NON-CURRENT LOANS

(At amortised cost)

	As at 31 March 2024	As at 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
Loan to Employees under Employee Stock Purchase Plan	-	1,855.23
	-	1,855.23

* Refer Note 50

Notes to the Financial Statements

NOTE 6: OTHER NON-CURRENT FINANCIAL ASSETS

(At amortised cost)

	As at	As at
	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Margin money deposits**	1.53	1.74
Non-current bank balances being deposits with remaining maturity of more than twelve months	1,452.78	-
Subsidy receivable	766.13	1,581.08
Security deposits	671.85	671.26
	2,892.29	2,254.08

**Margin money deposits pertains to deposits given to various Government / statutory authorities as security.

NOTE 7: OTHER TAX ASSETS (NET)

	As at	As at
	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Advance income-tax [Net of provision for taxation: ₹ 7,423.30 Lakhs (As at 31 March 2023 : ₹ 6,019.47 Lakhs)]	821.77	821.02
	821.77	821.02

NOTE 8: OTHER NON-CURRENT ASSETS

(Unsecured considered good unless otherwise stated)

	As at	As at
	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Capital advances		
Considered good	309.00	1,798.17
Considered doubtful	361.22	370.60
Less: Provision for doubtful advances	(361.22)	(370.60)
Prepaid expenses	-	0.80
Balances with government authorities	153.24	153.24
	462.24	1,952.21

Notes to the Financial Statements

NOTE 9: INVENTORIES

(At cost or net realisable value, whichever is lower)

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Raw materials	7,501.08	6,321.29
Packing materials	3,496.55	3,191.22
Finished goods [including stock-in-transit: ₹ 427.48 lakhs (As at a 31 March 2023: ₹ 544.16 lakhs)]	2,585.59	3,216.33
Traded goods [including stock-in-transit: ₹ 4.10 lakhs (As at 31 March 2023 : ₹ 6.14 lakhs)]	78.28	165.92
Stores, spares and other consumables	576.21	633.65
	14,237.71	13,528.41

Note:

During the year an amount of ₹ 39.51 lakhs (net) [31 March 2023: ₹ 20.19 lakhs (net)] was charged to statement of profit and loss on account of write down of inventories.

NOTE 10: TRADE RECEIVABLES

(At amortised cost)

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
At amortised cost		
Considered good - Unsecured	1,175.94	1,579.56
Credit impaired	1,339.09	1,100.37
Less: Allowance for credit losses (Refer Note 45)	(1,426.42)	(1,281.31)
	1,088.61	1,398.62

Note:

1. For terms and conditions relating to related party receivables, Refer Note 38.
2. For aging of trade receivable, Refer Note 45.
3. Trade receivables are non-interest bearing and are generally on credit terms of 0 to 20 days.

Notes to the Financial Statements

NOTE 11: CASH AND CASH EQUIVALENTS

(At amortised cost)

	As at 31 March 2024	As at 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
Balances with banks:		
In current accounts	2,978.48	2,033.37
Deposits with original maturity of less than three months	-	150.00
Cash on hand	3.24	6.78
	2,981.72	2,190.15

* Refer Note 50

NOTE 12: BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(At amortised cost)

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Deposits with original maturity more than three months but upto twelve months	-	499.27
Margin money deposit*	69.87	215.14
Earmarked Balances with bank - unpaid dividend	8.40	0.29
	78.27	714.70

*Margin money deposits pertains to deposits given to various Government / statutory authorities as security.

NOTE 13: FINANCIAL ASSETS - CURRENT LOANS

(At amortised cost)

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Loan to transporters		
Credit Impaired	-	4.79
Less: Allowances for credit losses	-	(4.79)
Loan to Employees under Employee Stock Purchase Plan	1,626.75	-
Loan to employees - Unsecured considered good	200.25	149.88
	1,827.00	149.88

Notes to the Financial Statements

NOTE 14: OTHER CURRENT FINANCIAL ASSETS

(At amortised cost)

	As at	As at
	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Subsidy receivable	886.75	1,072.44
Receivable for sale of Capital Work in Progress	-	44.50
Security deposits	123.19	37.61
Margin money deposit*	234.96	61.09
Deposits with original maturity more than twelve months and remaining maturity less than twelve months	6,734.78	3,098.77
	7,979.68	4,314.41

*Margin money deposits pertains to deposits given to various Government / statutory authorities as security.

NOTE 15: OTHER CURRENT ASSETS

(Unsecured considered good unless otherwise stated)

	As at	As at
	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Advances to vendors		
Considered good	2,143.13	1,768.30
Considered doubtful	392.59	299.08
Less: Provision for doubtful advances	(392.59)	(299.08)
Prepaid expenses	108.83	105.27
Balances with government authorities	1,171.73	542.78
	3,423.69	2,416.35

NOTE 16: SHARE CAPITAL

(a) Authorised share capital

	Equity shares	
	No. in lakhs	₹ lakhs
Equity shares of ₹ 5 each		
As at 1 April 2022	320.00	1,600.00
Change in authorised share capital during the year	215.00	1,075.00
As at 31 March 2023	535.00	2,675.00
Change in authorised share capital during the year	-	-
As at 31 March 2024	535.00	2,675.00

Notes to the Financial Statements

(b) Issued, subscribed and fully paid-up equity share capital

	Equity shares	
	No. in lakhs	₹ lakhs
As at 1 April 2022 (Equity shares of ₹ 5 each)	234.53	1,172.65
Changes in equity share capital during the year	-	-
As at 31 March 2023 (Equity shares of ₹ 5 each)	234.53	1,172.65
Issue of equity shares related to scheme of amalgamation (Refer Note 49)	4.07	20.33
Issue of equity shares on exercise of ESARs	0.13	0.69
As at 31 March 2024 (Equity shares of ₹ 5 each)	238.73	1,193.67

(c) Terms and rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 5 (31 March 2023: ₹ 5) per share. Each equity share carries one vote and is entitled to dividend that may be declared by the Board of Directors, which may be subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Details of shareholders holding more than 5% shares in the Company

	As at 31 March 2024		As at 31 March 2023	
	No. in Lakhs	% holding in the class	No. in Lakhs	% holding in the class
Equity shares				
Peak XV Partners Growth Investments II (formerly known as SCI Growth Investment II)	83.93	35.16%	83.93	35.79%
Sequoia Capital GFIV Mauritius Investments	23.54	9.86%	23.54	10.04%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) Details of shares held by promoters in the Company

	As at 31 March 2024			As at 31 March 2023		
	No. in lakhs	% holding	% change during the year	No. in lakhs	% holding	% change during the year
Equity shares						
Arvind Mehta	3.79	1.59%	-34.21%	5.76	2.46%	2.78%
Amit Kumat	6.29	2.63%	0.00%	6.29	2.68%	7.82%
Apoorva Kumat	6.13	2.57%	0.00%	6.13	2.61%	10.40%
Arun Mehta	1.12	0.47%	-80.45%	5.72	2.44%	0.00%
Kanta Mehta	-	0.00%	-100.00%	2.33	0.99%	0.00%
Naveen Mehta	4.44	1.86%	-50.88%	9.04	3.86%	0.00%

Notes to the Financial Statements

	As at 31 March 2024			As at 31 March 2023		
	No. in lakhs	% holding	% change during the year	No. in lakhs	% holding	% change during the year
Premlata Kumat	5.59	2.34%	0.00%	5.59	2.38%	0.00%
Rajesh Mehta	6.81	2.85%	0.00%	6.81	2.91%	0.00%
Rakhi Kumat	1.10	0.46%	0.00%	1.10	0.47%	0.00%
Rita Mehta	3.26	1.37%	0.00%	3.26	1.39%	0.00%
Sandhya Kumat	1.30	0.54%	0.00%	1.30	0.55%	0.00%
Swati Bapna	0.11	0.05%	0.00%	0.11	0.05%	-94.48%
Peak XV Partners Growth Investments II (formerly known as SCI Growth Investment II)	83.93	35.16%	0.00%	83.93	35.79%	0.00%
Sequoia Capital GFIV Mauritius Investments*	23.54	9.86%	0.00%	23.54	10.04%	0.00%
Sequoia Capital India Growth Investment Holdings I*	6.01	2.52%	0.00%	6.01	2.56%	0.00%
Priti Nagori*	0.00	0.00%	100.00%	-	0.00%	0.00%
Neha Bapna*	0.00	0.00%	100.00%	-	0.00%	0.00%

*Promoter group

(f) Shares issued under Prataap Employees Stock Appreciation Rights ('ESAR') Plan 2018

Refer Note 42 for details of shares issued under the ESAR Plan 2018.

(g) Dividend paid and proposed

	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Dividend on equity shares paid during the year		
Dividend for the year ended 31 March 2023: ₹ 1 per share (31 March 2022: ₹ 0.50 per share)	238.60	117.27

	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Proposed dividend on equity shares*		
Dividend for the year ended 31 March 2024: ₹ 2 per share (31 March 2023: ₹ 1 per share)	477.46	234.54

* Proposed dividend on equity shares are subject to approval of the shareholders at the ensuing Annual General Meeting and is not recognised as liability as at 31 March 2024.

Notes to the Financial Statements

NOTE 17: OTHER EQUITY

	As at 31 March 2024	As at 31 March 2023 (Restated)
	₹ lakhs	₹ lakhs
Securities premium	41,364.44	38,282.76
Retained earnings	29,681.13	24,540.99
Shares pending Issuance (Refer Note 49)	-	3,003.64
Employee stock appreciation rights reserve	636.64	623.27
	71,682.20	66,450.66

Securities premium

	₹ lakhs
As at 1 April 2022	38,282.76
As at 31 March 2023	38,282.76
Add: Premium on issue of equity shares	3,081.68
As at 31 March 2024	41,364.44

Securities premium is used to record the excess of the amount received over the face value of the shares. This reserve will be utilised in accordance with the provision of the Companies Act, 2013.

Retained earnings

	₹ lakhs
As at 1 April 2022 (Restated)*	22,467.96
Add: Profit for the year (Restated)*	2,031.18
Less: Other comprehensive income	47.97
Add: ESAR lapsed during the year	111.16
Less: Amount utilised towards payment of dividend	(117.27)
As at 31 March 2023 (Restated)*	24,540.99
Add: Profit for the year	5,312.26
Add: Other comprehensive income	24.75
Add: ESAR lapsed during the year	41.72
Less: Amount utilised towards payment of dividend	(238.60)
As at 31 March 2024	29,681.13

Retained earnings are the profits of the Company earned till date net of appropriations.

Notes to the Financial Statements

Shares pending Issuance

	₹ lakhs
As at 1 April 2022	-
Add: Shares pending Issuance	3,003.64
As at 31 March 2023	3,003.64
Less: Issue of Equity shares	(3,003.64)
As at 31 March 2024	-

Employee stock appreciation rights reserve

	₹ lakhs
As at 1 April 2022	502.10
Add: Expense recognised during the year (Refer Note 42)	232.33
Less: ESAR lapsed during the year (Refer Note 42)	(111.16)
As at 31 March 2023	623.27
Add: Expense recognised during the year (Refer Note 42)	153.46
Less: ESAR lapsed during the year (Refer Note 42)	(41.72)
Less: Transferred to Securities Premium for ESAR exercised during the year (Refer Note 42)	(98.37)
As at 31 March 2024	636.64

The Company has Prataap Employee Stock Appreciation Rights ('ESAR') Plan 2018 under which options to subscribe for the Company's shares have been granted to certain employees. The Employee stock appreciation rights reserve is used to recognise the value of equity-settled share-based payments provided to employees. The said reserve shall be utilised for issue of equity shares of the Company against the rights exercisable by the employees under the ESAR Plan 2018.

* Refer Note 50

NOTE 18: BORROWINGS

(At amortised cost)

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Non-current borrowings		
Term Loan		
From banks		
Secured Term Loan (Refer Note 1 below)	2,000.00	-
	2,000.00	-
Current borrowings		
Loan repayable on demand		
From Banks		
Unsecured		
Working capital loan (Refer Note 2 below)	-	300.00
	-	300.00

Notes to the Financial Statements

Note

- The secured term loan from bank carries a rate of interest of 3M T Bill rate + spread (31 March 2024 : 8.05%) and interest is to be serviced at the end of each month. The term loan is repayable in 20 equal quarterly instalments, the first installment is due on 30 April 2025. The term loan is secured by first charge on current assets (inventory and receivables) and the movable fixed assets of its plant located at Jammu & Kashmir with a carrying amount of ₹ 2479.96 Lacs.
- The Unsecured short term loan from a bank carries a rate of interest of Nil (31 March 2023 : 8.10%) and interest is to be serviced as and when charged. The said loan is repayable on demand.

NOTE 19: PROVISIONS

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Non-current provisions		
Provision for employee benefits:		
Gratuity (Refer Note 34)	466.41	440.76
Compensated absences	35.09	7.41
	501.50	448.17
Current provisions		
Provision for employee benefits:		
Gratuity (Refer Note 34)	63.15	58.24
Compensated absences	16.17	16.75
	79.32	74.99

NOTE 20: DEFERRED TAX ASSETS / LIABILITIES

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
(a) Tax expense recognised in the statement of profit and loss		
Current tax	1,403.83	85.65
Deferred tax (including Minimum Alternate Tax)	929.19	(30.10)
Income tax expense reported in the statement of profit and loss	2,333.02	55.55
(b) Income tax related to items recognised in OCI during in the year:		
Net gain/(loss) on remeasurements of defined benefit plan	13.29	25.77
Income tax expense recognised in OCI	13.29	25.77
(c) Reconciliation of income tax expense and the accounting profit:		
Profit/(loss) before tax	7,645.28	151.28
Income tax expense calculated at 34.944% (31 March 2023: 34.944%) being the statutory enacted rate	2,671.57	52.86

Notes to the Financial Statements

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
Effect of:		
Income not taxable during the tax holiday period	(195.88)	-
Reversal of deferred tax on estimated temporary difference during the tax holiday period	77.03	110.04
Expenses that are non-deductible in determining taxable profit	33.42	33.01
Deferred tax balances measured at lower rate on account of estimate of timing of transition to New Tax Regime	(259.98)	(100.87)
Impact on account of Merger	-	(1,935.45)
Tax on other items	6.86	(39.49)
Income tax expense recognised in statement of profit and loss	2,333.02	(1,879.90)

(d) The movement in deferred tax assets and liabilities during the year ended 31 March 2024 and 31 March 2023:

	As at 1 April 2023	Recognised in profit and Loss	Recognised in Other Comprehensive Income	As at 31 March 2024
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
Deferred tax assets in relation to:				
(i) Allowances for credit losses and doubtful receivables	(683.35)	(78.42)	-	(761.77)
(ii) Provision for employee benefits	(238.64)	(26.01)	13.29	(251.36)
(iii) Carry forward of unabsorbed depreciation	(626.58)	626.58	-	-
(iv) Carry forward of business loss	(8.14)	8.14	-	-
(v) Lease liabilities	(1,985.04)	(149.59)	-	(2,134.63)
(vi) Other items giving rise to temporary differences	(108.88)	16.60	-	(92.28)
	(3,650.63)	397.30	13.29	(3,240.04)
Deferred tax liabilities in relation to:				
(i) Difference between book base and tax base related to the property, plant and equipments and intangible assets including government grants	4,439.30	435.47	-	4,874.76
(ii) Right of use assets	1,727.39	162.90	-	1,890.29
	6,166.69	598.37	-	6,765.05
Deferred Tax liability / (asset)	2,516.06	995.67	13.29	3,525.01
(i) MAT Credit entitlement	(1,713.61)	(66.48)	-	(1,780.09)
Net Deferred Tax liability / (asset)	802.45	929.19	13.29	1,744.92

Notes to the Financial Statements

	As at 1 April 2022	Recognised in profit and Loss	Recognised in Other Comprehensive Income	As at 31 March 2023
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
Deferred tax assets in relation to:				
(i) Allowances for credit losses and doubtful receivables	(541.35)	(142.00)	-	(683.35)
(ii) Provision for employee benefits	(224.09)	(40.32)	25.77	(238.64)
(iii) Carry forward of unabsorbed depreciation	(10.52)	(616.06)	-	(626.58)
(iv) Carry forward of business loss	(6.81)	(1.33)	-	(8.14)
(v) Lease liabilities	(1,739.92)	(245.12)	-	(1,985.04)
(vi) Other items giving rise to temporary differences	(381.08)	272.20	-	(108.88)
	(2,903.77)	(772.63)	25.77	(3,650.63)
Deferred tax liabilities in relation to:				
(i) Difference between book base and tax base related to the property, plant and equipments and intangible assets including government grants	5,699.32	(1,260.01)	-	4,439.30
(ii) Right of use assets	1,533.43	193.96	-	1,727.39
	7,232.75	(1,066.05)	-	6,166.69
Deferred Tax liability / (asset)	4,328.98	(1,838.68)	25.77	2,516.06
(i) MAT Credit entitlement	(1,767.54)	53.93	-	(1,713.61)
Net Deferred Tax liability / (asset)	2,561.44	(1,784.75)	25.77	802.45

The rate used for calculation of Deferred tax is 34.944% and 25.17% for deferred tax expected to be reversed in the New Tax Regime, being statutory enacted rates at Balance Sheet date.

Disclosure in the balance sheet:

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Deferred tax assets	(5,020.13)	(5,364.24)
Deferred tax liabilities	6,765.05	6,166.69
Deferred tax liabilities / (assets) (net)	1,744.92	802.45

Notes to the Financial Statements

NOTE 21: OTHER NON-CURRENT LIABILITIES

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Deferred government grant	1,857.44	2,131.72
	1,857.44	2,131.72
At 01 April	2,468.22	2,804.72
Received during the year	-	-
Recognised in the statement of profit and loss (Refer Note 25)	(317.62)	(336.50)
At 31 March	2,150.60	2,468.22
The above amount is classified as:		
Non current	1,857.44	2,131.72
Current	293.16	336.50
	2,150.60	2,468.22

NOTE 22: TRADE PAYABLES

(At amortised cost)

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Total outstanding dues of micro enterprises and small enterprises	970.29	843.94
Total outstanding dues of trade payables other than micro enterprises and small enterprises	10,487.05	9,537.45
	11,457.34	10,381.39

- a. Trade payables are non interest bearing and are normally settled in 0 to 45 days terms.
- b. Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
(a) Principal amount remaining unpaid	970.29	843.94
(b) Interest due thereon remaining unpaid	-	-
(c) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-

Notes to the Financial Statements

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
(e) Interest accrued and remaining unpaid	-	-
(f) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

c. Trade payables Ageing Schedule

	Outstanding for following periods from due date of payment						Total ₹ lakhs
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	
As at 31 March 2024							
Total outstanding dues of micro enterprises and small enterprises	-	846.65	123.64	-	-	-	970.29
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,986.24	5,208.80	3,140.22	50.73	26.83	74.23	10,487.05
Disputed dues of micro enterprises and small enterprises	-		-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-		-	-	-	-	-
	1,986.24	6,055.45	3,263.86	50.73	26.83	74.23	11,457.34
As at 31 March 2023							
Total outstanding dues of micro enterprises and small enterprises	12.35	652.54	179.05	-	-	-	843.94
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,534.36	4,124.68	3,765.99	32.39	18.28	61.75	9,537.45
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
	1,546.71	4,777.22	3,945.04	32.39	18.28	61.75	10,381.39

* Refer Note 50

Notes to the Financial Statements

NOTE 23: OTHER CURRENT FINANCIAL LIABILITIES

(At amortised cost)

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Creditors for capital goods	1,114.47	206.54
Dividend payable	0.39	0.37
Employee payables	570.91	706.52
Other payables	165.00	-
	1,850.77	913.43

* Creditors for capital goods ageing schedule

	Outstanding for following periods from due date of payment						Total ₹ lakhs
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	
As at 31 March 2024							
Total outstanding dues of micro enterprises and small enterprises	-	5.69	0.31	-	-	-	6.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	15.17	15.51	1,076.49	0.09	1.21	-	1,108.47
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
	15.17	21.20	1,076.80	0.09	1.21	-	1,114.47
As at 31 March 2023							
Total outstanding dues of micro enterprises and small enterprises	-	-	14.04	-	-	-	14.04
Total outstanding dues of creditors other than micro enterprises and small enterprises	15.17	43.62	124.73	8.98	-	-	192.50
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
	15.17	43.62	138.77	8.98	-	-	206.54

Notes to the Financial Statements

NOTE 24: OTHER CURRENT LIABILITIES

	As at	As at
	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Contract liabilities	1,642.44	1,772.86
Statutory dues	622.14	695.59
Deferred government grant (Refer Note 21)	293.16	336.50
	2,557.74	2,804.95

* Refer Note 50

NOTE 25: REVENUE FROM OPERATIONS

	Year ended	Year ended
	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Sale of products		
(a) Finished goods	1,58,996.32	1,63,634.01
(b) Traded goods	2,018.28	536.90
	1,61,014.60	1,64,170.91
Other operating revenues		
(c) Sale of starch	82.95	80.41
(d) Scrap sales	313.62	443.21
(e) Government grant (Refer Note 21 and Note 40)	357.15	431.27
(f) Other operating income	24.80	167.42
	778.52	1,122.31
	1,61,793.12	1,65,293.22
Out of above		
Revenue from contracts with customers	1,61,411.17	1,64,694.53
Other revenue	381.95	598.69
	1,61,793.12	1,65,293.22

Note A: Reconciliation of revenue recognised with contract price

	Year ended	Year ended
	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Contract price	1,65,352.93	1,67,887.27
Adjustments for variable consideration:		
Discount and rebates	(3,941.76)	(3,192.74)
Revenue from contract with customers	1,61,411.17	1,64,694.53

Notes to the Financial Statements

Note B: Disaggregation of revenue

The Company has a single stream of revenue i.e. sale of products. However, the Company has export operations spread across geographical area, viz. in India and outside India, details of which is as under:

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
India	1,61,291.98	1,64,593.74
Outside India	119.19	100.79
	1,61,411.17	1,64,694.53

Disaggregated information of revenue from sale of products (excluding scrap sales and sale of starch) among different product categories is as follows:

Product groups	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
Extruded Namkeen	87,390.10	90,890.39
Traditional Namkeen	28,579.39	26,703.65
Potato Chips	35,465.90	37,587.80
Sweet Snacks	4,363.13	4,367.57
Others	5,216.08	4,621.50
	1,61,014.60	1,64,170.91

Note C: Contract balances

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
(i) Trade receivables (pertaining to contract with customers)	1,088.61	1,398.62
(ii) Contract liabilities	1,642.44	1,772.86
At the beginning of the year	1,772.86	987.07
Add: Received/ recognised during the year	1,642.44	1,772.86
Less: Recognised as revenue out of amount recognised as contract liabilities as at the beginning of the period	(1,772.86)	(987.07)
At the end of the year	1,642.44	1,772.86

There is no significant judgement involved while evaluating the timing as to when customers obtain control of promised products. This will be recognised as revenue when the goods are delivered to customer which is expected to occur in the next one year.

Notes to the Financial Statements

NOTE 26: OTHER INCOME

	Year ended 31 March 2024	Year ended 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
Interest income under the effective interest method on:		
Bank deposits	429.79	332.16
Unwinding of financial assets	208.83	217.76
Others	110.30	150.27
Gain on sale / discard of property, plant and equipments	58.68	-
Net gain/ Loss on derecognition of lease liability and ROU assets	48.19	75.86
	855.79	776.05

* Refer Note 50

NOTE 27: COST OF MATERIALS CONSUMED

	Year ended 31 March 2024	Year ended 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
Inventory at the beginning of the year	9,512.51	11,211.67
Add: Purchases	1,06,979.79	1,17,402.81
	1,16,492.30	1,28,614.48
Less: Inventory at the end of the year	(10,997.63)	(9,512.51)
Cost of materials consumed	1,05,494.67	1,19,101.97

NOTE 28: CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-TRADE

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
Opening stock:		
Finished goods	3,216.33	2,621.99
Traded Goods	165.92	11.57
	3,382.25	2,633.56
Less: Closing stock:		
Finished goods	2,585.59	3,216.33
Traded Goods	78.28	165.92
	2,663.87	3,382.25
(Increase) / Decrease in inventories of Finished goods and Traded goods	718.38	(748.69)

Notes to the Financial Statements

NOTE 29: EMPLOYEE BENEFITS EXPENSE

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
Salaries, wages and bonus	6,559.30	6,513.03
Employee stock appreciation rights expense (Refer Note 42)	153.46	232.33
Contribution to provident and other funds	379.39	386.56
Gratuity expense (Refer Note 34)	80.49	91.28
Staff welfare expenses	390.79	317.44
	7,563.43	7,540.64

NOTE 30: FINANCE COSTS

	Year ended 31 March 2024	Year ended 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
Interest expense on financial liabilities measured at amortised cost:		
Borrowings	29.06	107.53
Lease liabilities (Refer Note 35)	512.21	514.82
Other finance costs	36.07	32.24
	577.34	654.59

* Refer Note 50

NOTE 31: DEPRECIATION AND AMORTIZATION EXPENSES

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
Depreciation on property, plant and equipments (Refer Note 3)	3,195.70	3,154.44
Depreciation on right of use asset (Refer Note 3)	2,300.78	1,921.95
Amortisation of intangible assets (Refer Note 4)	1,139.86	1,136.52
	6,636.34	6,212.91

NOTE 32: OTHER EXPENSES

	Year ended 31 March 2024	Year ended 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
Consumption of stores, spares and other consumables	1,737.67	1,334.58
Security charges	274.92	311.92
Housekeeping charges	209.53	233.00
Power and fuel	3,754.94	3,700.03

Notes to the Financial Statements

	Year ended 31 March 2024	Year ended 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
Contract labour expenses	7,457.34	6,755.59
Freight and forwarding charges	9,862.99	10,997.85
Rent / lease rent (Refer Note 35)	191.56	184.40
Rates and taxes	67.26	24.78
Insurance charges	181.23	143.69
Job work charges	3,433.06	3,511.43
Repairs and maintenance		
-Plant and machinery	380.22	732.28
-Buildings	178.92	171.50
-Others	408.32	359.41
Advertisement and sales promotion	2,015.54	1,363.55
Trade receivables written off	-	0.56
Allowance for doubtful advances	84.10	-
Travelling and conveyance	711.04	815.78
Printing and stationery	33.79	56.14
Legal and professional fees	607.47	520.39
Payment to auditor	115.97	119.30
Loss on sale / discard of property, plant and equipments	-	24.55
Corporate social responsibility expenditure	38.80	67.80
Independent directors sitting fees and commission	72.26	44.50
Miscellaneous expenses	466.72	448.83
	32,283.65	31,921.86

A] Payments to the auditor (excluding Goods and Service Tax):

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
As auditor		
Statutory Audit	60.00	81.00
Limited review of quarterly results	18.00	18.00
Tax audit	4.00	4.00
Others	23.75	12.00
Reimbursement of expenses	10.22	4.20
	115.97	119.20

Notes to the Financial Statements

B] Details of Corporate Social Responsibility as per section 135 (5) of the Act and Rules made thereunder:

During the year, the Company has spent ₹ 38.80 lakhs (Year Ended 31 March 2023 : ₹ 67.80 lakhs) towards Corporate Social Responsibility as prescribed under Section 135 of the Act. The details are:

	Year ended 31 March 2024	Year ended 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
1) Gross amount required to be spent by the Company during the year	38.80	67.80
2) Amount approved by the Board to be spent during the year	38.80	67.80
3) Amount spent by the Company during the year		
Construction/acquisition of any asset	-	-
On purposes other than above	38.80	67.80
4) Amount remaining to be spent by the Company during the year	-	-

* Refer Note 50

NOTE 33: EARNINGS PER SHARE ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and shares data used in the basic and diluted EPS computations:

	Year ended 31 March 2024	Year ended 31 March 2023 (Restated)*
	₹ lakhs	₹ lakhs
(a) Profit attributable to equity holders of the parent	5,312.26	2,031.18
(b) Weighted average number of equity shares outstanding for computing basic EPS	238.61	238.59
(c) Effect of potential equity shares on Employee Stock Appreciation Rights ('ESAR')**	0.42	-
(d) Weighted average number of equity shares outstanding for computing diluted EPS [(b) + (c)]	239.03	238.59
EPS (in ₹)		
Basic (Face value of ₹ 5 each)	22.26	8.51
Diluted (Face value of ₹ 5 each)**	22.22	8.51

* Refer Note 50

** 31 March 2023: ESAR are anti-dilutive in nature and accordingly, the same has not been considered for the purpose of calculation of Diluted EPS.

Notes to the Financial Statements

NOTE 34: EMPLOYEE BENEFITS

(a) Defined contribution plans

a. Provident and other fund

The Company makes provident and other funds to defined contribution plan for eligible employees. Under the scheme, the Company is required to contribute a specified percentage of the payroll costs. The Company has no obligation, other than the contribution payable to the fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

The Group has recognised following amounts as expense in the statement of profit and loss :

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
Included in contribution to provident and other funds under Employees benefit expenses		
Provident and other funds	379.39	386.56

(b) Defined benefit plans

Gratuity - Non-funded

The Company has a defined benefit gratuity plan. Every employee who has completed five years of service is eligible for gratuity on retirement at 15 days of last drawn salary for each completed year of service. The aforesaid liability is provided for on the basis of an actuarial valuation made at the end of the financial year. The gratuity plan is unfunded.

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Current	63.15	58.24
Non-current	466.41	440.76
	529.56	499.00

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss, the funded status and amounts recognised in the balance sheet for gratuity:

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
I (a) Expense recognised in the statement of profit and loss		
Current service cost (Refer Note 29)	80.49	91.28
Interest cost on benefit obligation (Refer Note 30)	35.01	33.38
Components of defined benefit costs recognised in statement of profit and loss	115.50	124.65
(b) Included in other comprehensive income		
Actuarial (gain) / loss for the year on defined benefit obligation		
Actuarial (gain) / loss due to change in financial assumptions	10.25	(20.28)
Actuarial (gain) / loss due to experience adjustments	(48.29)	(53.46)
Actuarial (gain) / loss recognised in other comprehensive income	(38.04)	(73.74)

Notes to the Financial Statements

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
II Change in present value of defined benefit obligation during the year		
1. Present value of defined benefit obligation at the beginning of the year	499.00	506.92
2. Interest cost	35.01	33.38
3. Current service cost	80.49	91.28
4. Benefits paid	(46.89)	(58.84)
5. Actuarial (gain) / loss on obligation	(38.04)	(73.74)
6. Present value of defined benefit obligation at the end of the year	529.57	499.00

Details of asset-liability matching strategy

There are no minimum funding requirements for a gratuity benefits plan in India and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the plan. Since the liabilities are unfunded, there is no asset-liability matching strategy devised for the plan.

The principal assumptions used in determining gratuity liability for the Company are shown below:

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Discount rate (%)	7.20%	7.45%
Future salary increases:	7.00%	7.00%
Mortality	Indian assured lives mortality (2012-14) table	Indian assured lives mortality (2012-14) table
Withdrawal rates	15% at younger ages reducing to 3% at older age	15% at younger ages reducing to 3% at older age

A quantitative sensitivity analysis for significant assumption is as shown below:

	Discount rate	
	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Impact on defined benefit obligation		
Impact of 0.50% increase in rate	(20.14)	(18.89)
Impact of 0.50% decrease in rate	21.63	20.28

Notes to the Financial Statements

	Future salary increases	
	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Impact on defined benefit obligation		
Impact of 0.50% increase in rate	19.56	18.15
Impact of 0.50% decrease in rate	(18.53)	(17.51)

	Withdrawal rate	
	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Impact on defined benefit obligation		
Impact of 10% increase in rate	(0.33)	0.15
Impact of 10% decrease in rate	0.20	(0.38)

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

The following payments are expected in future years:

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Within the next 12 months (next annual reporting period)	63.15	58.24
Between 2 and 5 years	198.95	182.27
Beyond 5 years	219.92	230.26

The average duration of the defined benefit plan obligation at the end of the reporting period is 8.44 years (As at 31 March 2023: 8.52 years)

NOTE 35: LEASES

i) Company as a lessee

The Company has lease contracts for land, building and manufacturing facilities with lease term ranging between 2 to 10 years. There are certain lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises judgement in determining whether these extension and termination options are reasonably certain to be exercised.

The Company also has certain leases of office premises and warehouses with lease term of 12 months or less and those of low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions as available in Ind AS 116 'Leases' for these leases.

Notes to the Financial Statements

a) Amounts recognised in profit and loss

The following amounts are recognised in the statement of profit or loss

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
Depreciation of Right-of-use assets	2,300.78	1,921.95
Interest on lease liabilities	512.21	514.82
Expenses related to short term leases and leases of low - value assets	191.56	184.40
Gain arising from sale and lease back transaction*	16.62	-
	3,021.17	2,621.17

* During the year ended 31 March 2024, the Company sold one of its land and building appearing under property plant and equipment for a total consideration of ₹ 170 lakhs and leased it back on market terms for 3 years extendable upto 6 years. This sale-and-leaseback transaction enabled the Company to access more capital while continuing to use the land for its warehousing and manufacturing activities. The rent is adjusted every year by 5% to reflect increase in local market rents for similar properties. A lease liability was being recognised, the associated freehold land was being derecognised and a right of use asset was recognised in the books of accounts.

b) The carrying amounts of lease liabilities and the movements during the year:

	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
As at 1 April	5,681.29	4,979.73
Addition during the year	3,253.26	3,024.19
Derecognised during the year	(716.32)	(635.77)
Accretion of interest	512.21	514.82
Payments	(2,621.03)	(2,201.68)
As at 31 March	6,109.41	5,681.29
The above amount is classified as:		
Non-current	3,622.73	3,926.83
Current	2,486.68	1,754.46
	6,109.41	5,681.29

Refer Note 3(b) for additions to Right-Of-Use Assets and the carrying amount of Right-Of-Use Assets as at the year end. Further, Refer Note 45 for maturity analysis of lease liabilities.

c) Amount as per the Statement of Cash Flows:

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
Repayment of lease liabilities	2,108.82	1,686.86
Interest paid on lease liabilities	512.21	514.82
Short term leases, leases of low value assets and variable lease payments	191.56	184.40
Total Cash outflow for leases	2,812.59	2,386.08

Notes to the Financial Statements

NOTE 36: COMMITMENTS AND CONTINGENCIES

I. Capital commitments

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	118.44	6,477.43

II. Other commitments

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
(a) Preservation charges payable to cold storage owners	378.96	472.17

III. Contingent liabilities (to the extent not provided for)

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Claims against the Company not acknowledged as debts		
Disputed Goods and Service Tax liability (refer Note 1)	1,678.84	1,313.06
Provident fund (refer Note 2)	Amount not determinable	Amount not determinable
	1,678.84	1,313.06

Notes:

- In the previous year, the Company received a demand order in respect of the period 2017-2021 from the Commercial Tax department "GST" Madhya Pradesh regarding the classification issue for its product category "Fried Namkeen - Fryums". The Company has filed an appeal against the said order before Joint Commissioner (Appeals) which is pending for disposal as at year end. The Company has assessed the impact of this matter on subsequent year also and accordingly disclosed the above amount.
- There were many interpretative issues relating to the Supreme Court (SC) judgement dated 28 February 2019 on Provident Fund (PF) as regards definition of PF wages and inclusion of certain allowances for the purpose of PF contribution, as well as effective date of its applicability. Having consulted and evaluated impact on its financial statement, the Company has implemented the changes as per clarifications vide the Apex Court judgement dated 28 February 2019, with effect from 1 March 2019 i.e., immediately after pronouncement of the judgement. The Company will evaluate its position, in case there is any other interpretation issued in future either in form of Social Security Code 2020, or by authorities concerned under the Employees' Provident Funds and Miscellaneous Provisions Act.
- The Code on Social Security 2020 has been notified in the Official Gazette on 29 September 2020. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. Impact if any of the change will be assessed and accounted in the period in which the said Code becomes effective and the rules framed thereunder are notified.

The Company, in respect of the above mentioned contingent liabilities has assessed that it is only possible but not probable that outflow of economic resources will be required.

Notes to the Financial Statements

NOTE 37: OTHER MATTERS

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
(a) Income tax *	223.62	1,314.14
(a) Goods and Service tax *	158.47	-

* In respect of above matters, the management has performed its assessment of risk exposure and expects remote possibility of any unfavourable settlement.

NOTE 38: RELATED PARTY TRANSACTIONS

Names of related parties and related party relationship

(a) Related parties where control exists:	Nil
(b) Other related parties with whom transactions have taken place during the current year or previous year:	
Enterprise having significant influence	Peak XV Partners Growth Investments II (formerly known as SCI Growth Investment II)
Key management personnel ("KMP")	Mr. Arvind Mehta, Chairman and Executive Director
	Mr. Amit Kumat, Managing Director and Chief Executive Officer
	Mr. Apoorva Kumat, Executive Director - Operations
	Mrs. Anisha Motwani, Independent Director
	Mr. Vineet Kumar Kapila, Independent Director
	Mr. Chetan Kumar Mathur, Independent Director
	Mr. Bharadwaj Thiruvankata Venkatavaraghavan, Independent Director
Relatives of key management personnel	Mr. Rajesh Mehta, Brother of Mr. Arvind Mehta
	Mr. Naveen Mehta, Brother of Mr. Arvind Mehta
	Mr. Arun Mehta, Brother of Mr. Arvind Mehta
	Mrs. Kanta Mehta, Wife of Mr. Arvind Mehta
	Mrs. Rita Mehta, Wife of Mr. Arun Mehta
	Mrs. Premlata Kumat, Mother of Mr. Amit Kumat
	Mrs. Swati Bapna, Sister of Mr. Amit Kumat
	Mrs. Rakhee Kumat, Wife of Mr. Amit Kumat
	Mrs. Sandhya Kumat, Wife of Mr. Apoorva Kumat
	Mr. Satvik Kumat, Son of Mr. Apoorva Kumat
Company in which relatives of KMP have control	Vyapaar Vistar Tech Private Limited

Notes to the Financial Statements

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
a. Remuneration		
Key managerial personnel*	313.31	270.83
Independent directors sitting fees and commission (including reimbursement of expenses)**	72.26	44.50
	385.57	315.33

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
*Breakup of remuneration to Key managerial personnel		
Short term employee benefits	310.50	270.00
Post employment benefits		
Recognized in Profit for the year	3.18	2.91
Recognized in Other comprehensive Income for the year	(0.37)	(2.08)
	313.31	270.83

** Includes provision for commission payable to Independent Directors amounting to ₹ 28 lakhs (31 March 2023: ₹ 20 lakhs)

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
b. Dividend Paid		
Enterprise having significant influence	83.93	41.97
Key managerial personnel	18.18	8.48
Relatives of key management personnel	34.77	18.60
	136.88	69.05
c. Services received		
Company in which relatives of KMP have control	412.16	289.81
	412.16	289.81

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
d. Closing balances		
Advance to vendors		
Company in which relatives of KMP have control	79.84	35.58
	79.84	35.58

Notes to the Financial Statements

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Remuneration Payable		
Key managerial personnel		
Short term benefits	18.92	29.29
Post employment benefits	45.48	42.68
	64.40	71.96

Terms and conditions of transactions with related parties

The Company's material related party transactions and outstanding balances are with related parties with whom the Company's routinely enters into transactions in the ordinary course of business at arm's length price.

NOTE 39: SEGMENT INFORMATION

For management purpose, the Company comprises of only one reportable segment – Snacks food. The Management monitors the operating results of this segment for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements.

A] Information about products and services

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ lakhs	₹ lakhs
Revenue from sale of goods to external customers		
Finished goods	1,58,996.32	1,63,634.01
Traded goods	2,018.28	536.90
	1,61,014.60	1,64,170.91

B] Information about geographical areas

	Sale of goods	Non current assets
	₹ lakhs	₹ lakhs
Year ended 31 March 2024		
India	1,60,895.41	65,669.42
Outside India	119.19	-
Total	1,61,014.60	65,669.42
Year ended 31 March 2023		
India	1,64,070.12	61,364.81
Outside India	100.79	-
Total	1,64,170.91	61,364.81

Notes to the Financial Statements

C] Notes

1. Segment revenue in the geographical segments considered for disclosure are as follows:
 - a) Revenue within India includes sales to customers located within India.
 - b) Revenue outside India includes sales to customers located outside India.
2. The Company does not have any customer, with whom revenue from transactions is more than 10% of Company's total revenue.
3. Non current assets consist of property, plant and equipment, capital work-in-progress, goodwill, intangible assets, capital advances and intangible assets under development.

NOTE 40: GOVERNMENT GRANTS

Government grant consists of GST incentive amounting to ₹ 39.53 lakhs (31 March 2023: ₹ 94.77 lakhs) and capital subsidy amounting to ₹ 317.62 lakhs (31 March 2023: ₹ 336.50 lakhs). There are no unfulfilled conditions or contingencies attached to these grants.

NOTE 41: EXCEPTIONAL ITEM

There was a fire accident in the finished goods warehouse of one of the Company's Co-manufacturing plant situated at Hoogly, West Bengal, on 6 June 2023. The fire impacted the inventories lying at the warehouse; however, there were no human casualties. The total financial loss due to this event is ₹ 95.91 lakhs. Considering the nature of the event and magnitude of financial impact, this loss has been disclosed as an exceptional item in the statement of profit and loss for the year ended 31 March 2024. Pending completion of the survey and acceptance of the claim by the insurance company, the insurance claim receivable has not been recorded in the financial statements.

NOTE 42: EMPLOYEE STOCK APPRECIATION RIGHTS

The Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 9 August 2019, 4 February 2022, 19 August 2022 and 02 August 2023 have granted 3,47,000, 59,800, 2,00,821 and 4,927 Stock Appreciation Rights ('SAR') respectively to eligible employees of the Company under the Prataap Employees Stock Appreciation Rights Plan 2018 ('ESAR'). The said ESAR was approved by the shareholders in their Annual General Meeting held on 28 September 2018. The rights entitle the employees, to equity shares of the Company on the satisfaction of service conditions attached to the grant and consequent exercise of the rights by the employees. The SAR's shall be vested in four equal instalments every year commencing from the end of one year from the grant date. The number of equity shares to be issued shall be determined based on the difference between the base price as per the scheme and the share price on the date of exercise. The SAR's expire at the end of 5 years from the grant date.

Movement during 31 March 2024

Total for all grants	No. of Options	Range of exercise prices ₹	Weighted average exercise price ₹	Weighted average remaining contractual life (Years)
Outstanding at the beginning of the year	4,23,704	767 - 842.70	780.76	3.36
Granted during the year	4,927	854	854.00	4.84
Forfeited / Cancelled during the year	81,446	767 - 854	824.82	-
Expired during the year	-	-	-	-
Exercised during the year	33,890	767 - 775	774.65	-
Outstanding at the end of the year	3,13,295	767 - 854	770.99	2.74
Exercisable at the end of the year	2,22,264	767 - 775	771.48	2.10

Notes to the Financial Statements

Movement during 31 March 2023

Total for all grants	No. of Options	Range of exercise prices ₹	Weighted average exercise price ₹	Weighted average remaining contractual life (Years)
Outstanding at the beginning of the year	2,50,166	775 - 842.70	791.18	3.42
Granted during the year	2,00,821	767.00	767.00	4.33
Forfeited / Cancelled during the year	27,283	775.00	775.00	-
Expired during the year	-	-	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	4,23,704	767 - 842.70	780.76	3.36
Exercisable at the end of the year	1,40,040	775 - 842.70	782.23	1.50

Method used for accounting for share based payment plan:

The Company has used the fair value method to account for the compensation cost of SAR's to employees. The fair value of SAR's is estimated on the date of grant using the Black Scholes model. The fair value of SAR's and inputs used in the measurement of fair values on the grant date are as follows:

	Grant Date			
	09 August 2019	04 February 2022	19 August 2022	02 August 2023
Fair value at the grant date	257.24	241.45	225.61	320.87
Share price at the grant date	778.45	842.70	767.85	854.40
Exercise Price	775.00	842.00	767.00	854.00
Risk Free Interest Rate	6.02%	5.05%	6.49%	7.01%
Expected Life (in years)	4.01	2.50	2.50	4.01
Expected Volatility	30.25%	39.86%	38.47%	35.11%
Dividend Yield	0.13%	0.09%	0.09%	0.06%

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term.

Modification in Prataap Employees Stock Appreciation Rights Plan 2018 ('ESAR')

The Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 02 August 2023 approved the increase in the exercise period by two years for first two vesting of ESARs granted on 09 August 2019 as follows:

	Vesting Date	
	08 August 2020	08 August 2021
Original Exercise period end date	08 August 2023	08 August 2024
Revised Exercise Period end date	08 August 2025	08 August 2026

The Company has used the fair value method to account for the modification in the ESAR's. The fair value of ESAR's is estimated on the modification date i.e. 02 August 2023 using the Black Scholes model. The fair value of ESAR's and inputs used in the measurement of fair values are as follows:

Notes to the Financial Statements

	Vesting Date	
	08 August 2020	08 August 2021
Fair value at the Modification date	165.67	204.39
Incremental fair value at modification date	85.76	80.54
Share price at the Modification date	854.40	854.40
Exercise Price	775.00	775.00
Risk Free Interest Rate	6.81%	6.87%
Expected Life (in years)	1.01	1.51
Expected Volatility	27.04%	29.14%
Dividend Yield	0.06%	0.06%

Amount recognised in the financial statement related to employee stock appreciation rights

	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Employee stock appreciation rights expense - included in Employee benefits expense (Refer Note 29)*	153.46	232.33
Carrying amount of Employee stock appreciation rights reserve - included in Other Equity (Refer Note 17)	636.64	623.27

*Includes incremental expenses incurred for modification in ESARs amounting to ₹ 61.83 lacs (31 March 2023: NIL)

NOTE 43: FAIR VALUES

	Note	Carrying value	
		As at 31 March 2024	As at 31 March 2023
		₹ lakhs	₹ lakhs
Financial assets			
Measured at Amortised Cost			
Loans	5, 13	1,827.00	2,005.11
Subsidy receivable	6, 14	1,652.88	2,653.52
Trade receivables	10	1,088.61	1,398.62
Cash and cash equivalents	11	2,981.72	2,190.15
Bank balance other than cash and cash equivalents	12	78.27	714.70
Other financial assets	6, 14	9,219.10	3,914.97
		16,847.58	12,877.07
Financial liabilities			
Measured at Amortised Cost			
Lease liabilities	35	6,109.41	5,681.29
Borrowings	18	2,000.00	300.00
Trade payables	22	11,457.35	10,381.39
Other financial liabilities	23	1,850.77	913.43
		21,417.53	17,276.11

Notes to the Financial Statements

The management assessed that fair value of trade receivables, other current financial assets, current loans, cash and bank balances, trade payables, current borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Loans and other financial assets are evaluated by the Company based on parameters such as interest rates, individual credit worthiness of the counterparties and expected duration of realisability as at the balance sheet date.

NOTE 44: FAIR VALUE HIERARCHY

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

	As at	As at
	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
I) Financial assets/liabilities at amortised cost		
The carrying amount of financial assets and financial liabilities measured at amortised cost are a reasonable approximation of their fair values except subsidy receivables for which the fair value are as follows:		
Fair value of subsidy measured at amortised cost (Level 2)	1,818.41	2,271.97

The Company determines the fair value of its financial instruments on the basis of the following hierarchy:

Level 1: The fair value of financial instruments that are quoted in active markets are determined on the basis of quoted price for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques based on observable market data.

Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

There are no transfers between different fair value hierarchy levels in 31 March 2024 and 31 March 2023.

Fair value measurements

The following table shows the valuation technique used in measuring level 2 for financial instruments

Financial Asset / Liabilities	Valuation Technique	Significant unobservable inputs
Subsidy Receivable (Level 2)	The valuation model considers the present value of expected future cash flows discounted using discount rate as on the reporting date	Not Applicable

NOTE 45: FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, subsidy receivable, cash and cash equivalents, trade receivables and other receivables that are derived directly from its operations.

Notes to the Financial Statements

The Company is exposed to market risks, credit risks and liquidity risks. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors review and agree policies for managing each of these risks.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks namely interest rate risk, currency risk and price risk, such as equity price risk. The Company is not significantly exposed to currency risk and price risk whereas the exposure to interest risk is given below.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings.

	Carrying value	
	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
Borrowings (variable interest rate)	2,000.00	300.00

Interest rate sensitivity

The sensitivity analysis below have been determined based on exposure to interest rates for term loans that have floating rate at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period.

If the interest rates had been 100 basis points higher or lower and all the other variables were held constant, the effect on Interest expense for the respective financial years and consequent effect on Company's profit in that financial year would have been as below:

	Year ended 31 March 2024		Year ended 31 March 2023	
	100 bps increase	100 bps decrease	100 bps increase	100 bps decrease
Interest expenses on loan	1.95	(1.95)	0.01	(0.01)
Effect on profit before tax and equity	(1.95)	1.95	(0.01)	0.01

Credit Risk

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk arising on its trade receivables. Based on the historical experience and credit profile of counterparties (scheduled banks, government and employees), the Company does not expect any significant risk of defaults arising on financial assets except trade receivables i.e. loans, subsidy receivables, cash and cash equivalents and other financial assets.

	As at 31 March 2024	As at 31 March 2023
	₹ lakhs	₹ lakhs
	Trade receivables	1,088.61
	1,088.61	1,398.62

Notes to the Financial Statements

Refer Note a below for credit risk and other information in respect of trade receivables.

a. Trade receivables

Customer credit is managed by the Company through established policies and procedures related to customer credit risk management. Each outstanding customer receivables are regularly monitored and if outstanding is above due date, the further shipments are controlled and can only be released if there is a proper justification.

The Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. Based on the industry practices and the business environment in which the Company operate, management considers the trade receivables are in default (credit impaired) if the payments are more than 365 days past due.

The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets and are monitored at periodical intervals. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

	Current but not due ₹ lakhs	Outstanding for following periods from due date of payment					Total ₹ lakhs
		Less than 6 Months ₹ lakhs	6 months – 1 year ₹ lakhs	1-2 years ₹ lakhs	2-3 years ₹ lakhs	More than 3 years ₹ lakhs	
As at 31 March 2024							
Undisputed Trade Receivables – considered good	-	1,123.62	52.32	-	-	-	1,175.94
Undisputed Trade receivable – credit impaired	-	-	-	295.50	480.63	345.18	1,121.31
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade receivable – credit impaired	-	-	-	4.89	74.99	137.90	217.78
	-	1,123.62	52.32	300.39	555.62	483.08	2,515.03
Expected loss rate	-	3.12%	100.00%	100.00%	100.00%	100.00%	
Loss allowance provision	-	35.01	52.32	300.39	555.62	483.08	1,426.42
As at 31 March 2023							
Undisputed Trade Receivables – considered good	-	1,455.67	123.89	-	-	-	1,579.56
Undisputed Trade receivable – credit impaired	-	-	-	588.33	-	290.08	878.41
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade receivable – credit impaired	-	-	12.68	2.11	67.27	139.90	221.96
	-	1,455.67	136.57	590.44	67.27	429.98	2,679.93
Expected loss rate	-	4.71%	91.62%	100.00%	100.00%	100.00%	
Loss allowance provision	-	68.50	125.12	590.44	67.27	429.98	1,281.31

Notes to the Financial Statements

Reconciliation of loss allowance provision for trade receivables

	As at	As at
	31 March 2024	31 March 2023
	₹ lakhs	₹ lakhs
Balance as at beginning of the year	1,281.31	895.82
Add/ (less): Provision for expected credit losses	145.11	385.49
Balance at end of the year	1,426.42	1,281.31

Liquidity Risk

(i) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's principle sources of liquidity are cash and bank balances, fixed deposits and the cash flow that is generated from operations. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, liquidity risk is considered as low. The Company closely monitors its liquidity position and also maintains adequate source of funding.

(ii) Maturities of financial liabilities

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

	Carrying value	Less than 1 Year	1 - 5 Years	More than 5 years	Total
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
As at 31 March 2024					
Non-Current liabilities:					
(i) Borrowings	2,000.00	-	1,600.00	400.00	2,000.00
(ii) Lease liabilities	3,622.73	-	3,354.82	933.09	4,287.91
Current liabilities:					
(i) Lease liabilities	2,486.68	2,888.38	-	-	2,888.38
(ii) Trade payables	11,457.35	11,457.35	-	-	11,457.35
(iii) Other financial liabilities	1,850.77	1,850.77	-	-	1,850.77
	21,417.53	16,196.49	4,954.82	1,333.09	22,484.41
As at 31 March 2023					
Non-Current liabilities:					
(ii) Lease liabilities	3,926.83	-	3,863.52	675.89	4,539.41
Current liabilities:					
(i) Borrowings	300.00	300.00	-	-	300.00
(ii) Lease liabilities	1,754.46	2,156.69	-	-	2,156.69
(iii) Trade payables	10,381.39	10,381.39	-	-	10,381.39
(iv) Other financial liabilities	913.43	913.43	-	-	913.43
	17,276.11	13,751.51	3,863.52	675.89	18,290.90

Notes to the Financial Statements

Changes in liabilities arising from financing activities:

	As at	Non Cash Changes			Cash flow changes	As at
	1 April 2023	Accretion of interest	New Leases recognised during the year	Leases derecognised during the year		31 March 2024
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
Lease liabilities	5,681.28	512.21	3,253.26	(716.32)	(2,621.02)	6,109.41
Borrowings	300.00	-	-	-	1,700.00	2,000.00
	5,981.28	512.21	3,253.26	(716.32)	(921.02)	8,109.41

	As at	Non Cash Changes			Cash flow changes	As at
	1 April 2022	Accretion of interest	New Leases recognised during the year	Leases derecognised during the year		31 March 2023
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
Lease liabilities	4,979.73	514.82	3,024.19	(635.77)	(2,201.69)	5,681.28
Borrowings	3,008.22	-	-	-	(2,708.22)	300.00
	7,987.95	514.82	3,024.19	(635.77)	(4,909.91)	5,981.28

NOTE 46: RATIO ANALYSIS AND ITS ELEMENTS

	Numerator	Denominator	As at	As at	% change
			31 March 2024	31 March 2023	
Current ratio	Current Assets	Current Liabilities	1.70	1.52	12%
Debt- equity ratio ¹	Borrowings	Equity	0.03	0.00	519%
Debt service coverage ratio ²	Earnings for debt service = Profit for the year + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	4.01	1.27	216%
Return on equity ratio ³	Profit for the year	Average Equity	0.08	0.03	142%
Inventory turnover ratio	Cost of goods sold = Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods and stock-in-trade	Average Inventories	7.76	8.52	-9%
Trade payable turnover ratio	Purchases of stock-in-trade + Purchases of Raw Material and Packing Material + Other expense	Average Trade payables	12.88	15.44	-17%
Trade receivable turnover ratio	Sale of products	Average Trade receivables	129.47	107.45	20%

Notes to the Financial Statements

	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	% change
Net capital turnover ratio ⁴	Sale of products	Working capital = Current Assets – Current Liabilities	12.32	19.35	-36%
Net profit ratio ⁵	Profit for the year	Revenue from operations	0.03	0.01	167%
Return on capital employed ⁶	Profit before tax + Finance costs	Capital Employed = Equity + Borrowings + Deferred tax liabilities (net) - Deferred tax assets (net)	0.11	0.01	829%
Return on investment ⁷	Other income (Bank deposits)	Fixed deposit	0.07	0.06	30%

Notes:

- ¹. Debt - equity ratio - Increase in long term secured debt resulted in increase in ratio.
- ². Debt service coverage ratio - Increase in profit for the year has resulted in increase in ratio.
- ³. Return on equity ratio - Increase in profit for the year has resulted in increase in ratio.
- ⁴. Net capital turnover ratio - Increase in working capital has resulted in decrease in ratio.
- ⁵. Net profit ratio - Increase in profit for the year has resulted in increase in ratio.
- ⁶. Return on capital employed - Increase in profit for the year has resulted in increase in ratio.
- ⁷. Return on Investment- Increase in rate of interest on fixed deposits has resulted in increase in ratio.

NOTE 47: CAPITAL MANAGEMENT

For the purpose of the Company's capital management, equity includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholders' value. The Company's capital management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholders' value. The Company is monitoring capital using debt equity ratio as its base, which is debt to equity. The Company's policy is to keep healthy debt equity ratio ensuring minimum debt. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

	As at 31 March 2024	As at 31 March 2023 (Restated)
	₹ lakhs	₹ lakhs
Debt* (A)	2,000.00	300.00
Equity (B)	72,875.87	67,623.31
Debt / Equity Ratio (A / B)	0.03	0.004

*Excluding lease liabilities

Notes to the Financial Statements

NOTE 48: OTHER STATUTORY INFORMATION

- (i) The Company does not have any Benami property. Further, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) Except as disclosed below, the Company does not have any transactions with companies struck off under section 248 of Companies act 2013 :

Name of the Company	Nature of transaction with struck off company	Balance Outstanding (₹)	Relationship with the struck off company
Buoyant Insurances Services Private Limited	Shares held by struck off company	75	NA

Buoyant Insurances Services Private Limited held 15 shares at face value of ₹ 5 per share.

- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the current financial year and previous financial year
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Company does not have any such transactions which has not been recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- (viii) The Company has not been declared as wilful defaulter by any bank of financial institution or other lender

NOTE 49: SCHEME OF AMALGAMATION

The Board of Directors of the Company at its meeting held on 29 September 2021 had approved the Scheme of Arrangement (the "Scheme") for merger of its subsidiaries (transferor companies) with the company (transferee company). Application seeking approval of the Scheme was subsequently filed with Hon'ble National Company Law Tribunal (NCLT), Ahmedabad bench and Indore bench on 8 June 2022 and 12 May 2022 respectively.

NCLT, Ahmedabad bench sanctioned the Scheme and pronounced its order on 10 February 2023 certified copy of which was received by the company on 23 February 2023. NCLT, Indore bench sanctioned the Scheme and pronounced its order on 3 March 2023 and suo moto amended on 15 March 2023 certified copy of which was received by the company on 21 March 2023.

Notes to the Financial Statements

Accordingly, the Company had given effect to the Scheme from the appointed date i.e. 1 April, 2021 in the financial statements for the year ended 31 March 2023 by restating the earlier standalone financial statements for the year ended 31 March 2022 as if the business combination had occurred from the beginning of the preceding period i.e. 1 April 2021.

Pursuant to the Scheme, all the assets, liabilities, reserves and surplus of the transferor companies had been transferred to and vested in the Company with effect from the appointed date at their respective carrying values as per requirements of Appendix C to Ind AS 103.

The details of the Company and the merger of the transferor companies with the Company are as below:

	Transferor Company 1	Transferor Company 2
Name of the transferor company	Avadh Snacks Private Limited	Red Rotopack Private Limited
General nature of business	Manufacturing and trading of snacks food	Manufacturing and trading of packaging laminate
Appointed date of the Scheme	1 April 2021	1 April 2021
Description and number of shares issued (Refer Note 17, 23 and 45)	Pursuant to the terms of this Scheme, the Transferee Company had allotted 406,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of ₹ 5 each, as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company).	

Pursuant to the Scheme the merger had been accounted for as per the applicable accounting principals prescribed under the relevant Indian Accounting Standards.

(a) Accounting Treatment

- (i) The transferee Company had recorded all the assets and liabilities of the transferor companies vested in it pursuant to this Scheme, at the carrying values as appeared in the consolidated financial statements of Transferee Company.
- (ii) The identity of the reserves had been preserved and the Transferee Company recorded the reserves of the Transferor Companies, at the carrying amount as appeared in the consolidated financial statements of Transferee Company.
- (iii) The value of all investments held by the Transferee Company in the Transferor Companies stood cancelled pursuant to amalgamation and difference, if any that arised after taking the effect of schemes had been transferred to "Capital Reserve Account" in the financial statements of the Transferee Company.
- (iv) Pursuant to the amalgamation of the Transferor Companies with the Transferee Company, inter-company balances between Transferee Company and the Transferor Companies, if any, appearing in the books of the Transferee Company stood cancelled.

The carrying value of the assets and liabilities as at appointed date i.e. 1 April 2021 taken over in accordance with the terms of the Scheme and included in the presentation of the financial statements for the year ended 31 March 2023 were as follows:

Particulars	Amount (₹ Lakhs)
ASSETS	
NON-CURRENT ASSETS	
Property, plant and equipment	3,385.58
Capital work-in-progress	8.65

Notes to the Financial Statements

Particulars	Amount (₹ Lakhs)
Intangible assets - Goodwill	4,611.01
Intangible assets	17,111.69
Other non-current financial assets	11.50
Deferred tax assets (net)	21.51
Tax assets (net)	37.09
TOTAL NON-CURRENT ASSETS	25,187.03
CURRENT ASSETS	
Inventories	1,010.83
Financial assets	
(i) Trade receivables	105.23
(ii) Cash and cash equivalents	222.75
(iii) Bank balance (other than (ii) above)	306.22
Other current assets	72.64
TOTAL CURRENT ASSETS	1,717.67
TOTAL ASSETS - A	26,904.70
EQUITY AND LIABILITIES	
EQUITY	
Other equity	942.48
TOTAL EQUITY	942.48
LIABILITIES	
NON-CURRENT LIABILITIES:	
Provisions	34.77
Deferred tax liabilities (net)	4,513.11
TOTAL NON-CURRENT LIABILITIES	4,547.88
CURRENT LIABILITIES:	
Financial liabilities	
(i) Trade payables	
Total Outstanding Dues of Micro Enterprises and Small Enterprises	-
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises	589.60
(ii) Other current financial liabilities	0.47
Provisions	0.08
Other current liabilities	166.20
TOTAL CURRENT LIABILITIES	756.35
TOTAL LIABILITIES - B	6,246.70
Total net identifiable assets acquired C = (A-B)	20,658.00
Carrying amount of investments in transferor company cancelled (D)	20,658.00
Excess of net assets over investment E = (C-D)	-

Notes:

- The authorised share capital of the Transferee Company as at 31 March 2023 automatically stood increased, by clubbing the authorised share capital of the Transferor Companies which is ₹ 1075 lakh divided into 215 lakh equity shares of ₹ 5 each.
- Further, pursuant to the approval of the Scheme from the specified retrospective appointed date of 1 April 2021, a revised return of income for the year ended 31 March 2022 after taking into consideration the overriding effect of the provision in the Scheme was filed by the Company. The impact of such revised return on the current and deferred tax was recognised in the statement of profit and loss for the year ended 31 March 2023.

Notes to the Financial Statements

NOTE 50: CONSOLIDATION OF PRATAAP SNACKS EMPLOYEE WELFARE TRUST (THE 'TRUST')

The company had formulated an Employee Stock Purchase Plan (ESPP) where the company granted loan to employees through a separate Prataap Snacks employee welfare trust (the 'Trust') for providing monetary assistance to the employees for acquisition of shares granted under the ESPP plan. The Trust was identified as a subsidiary. In the standalone financial statements, the Company had adopted the policy of considering the trust as a legal entity separate from the Company and therefore, was not consolidating the Trust in the standalone financial statements. The Company recognized the loan given to the Trust as financial asset and tested it for impairment on a periodic basis in accordance with the requirements of applicable accounting standards. However, given that the Trust was identified as a subsidiary, in the consolidated financial statements of the Company, the Trust was consolidated for the purpose of consolidated financial statements and consequently, the related loan to Trust (including interest) appearing in the standalone financial statements of the Company was eliminated.

During the year ended 31 March 2024, the Company changed its accounting policy whereby it decided to consolidate the Trust in the financial statements to reflect a more appropriate presentation of the activity of the Trust in the financial statements as the Trust carried out activities for the benefit of the employees of the Company. Consequently, in the financial statements of the Company, the loan given to the Trust (including interest) is eliminated.

This change in accounting policy in the financial statements has been given effect by restating the comparative information for the preceding period in accordance with the requirements of applicable standards for change in accounting policy.

The following tables summarise the impacts on the Company's financial statements:

I. Balance Sheet

Assets and Liabilities	Note	Impact of change in accounting policy		
		As previously reported	Adjustments	As Restated
		₹ Lakhs	₹ Lakhs	₹ Lakhs
As at 01 April 2022				
Financial assets- Non-current Loans	5	1,763.66	21.50	1,785.16
Cash and Cash Equivalents	11	1,896.56	2.32	1,898.88
Other Equity	17	(61,229.00)	(23.82)	(61,252.82)
As at 31 March 2023				
Financial assets- Non-current Loans	5	1,827.40	27.83	1,855.23
Cash and Cash Equivalents	11	2,188.16	1.99	2,190.15
Other Equity	17	(66,421.92)	(28.74)	(66,450.66)
Trade Payable				
- Total outstanding dues of trade payables other than micro enterprises and small enterprises	22	(9,537.42)	(0.03)	(9,537.45)
Other Current Liabilities	24	(2,803.89)	(1.06)	(2,804.95)

Notes to the Financial Statements

II. Statement of Profit and Loss

Statement of Profit and Loss	Note	Impact of change in accounting policy		
		As previously reported	Adjustments	As Restated
		₹ Lakhs	₹ Lakhs	₹ Lakhs
For the year ended 31 March 2023				
Other Income	26	(770.98)	(5.07)	(776.05)
Finance Cost	30	654.55	0.04	654.59
Other Expense	32	31,921.76	0.10	31,921.86
Profit for the year, net of income tax		(2,026.25)	(4.93)	(2,031.18)
Other Comprehensive Income, net of income tax		(47.97)	-	(47.97)
Total comprehensive Income		(2,074.22)	(4.93)	(2,079.15)

III. Statement of Cash Flows

Statement of Cash Flows	Impact of change in accounting policy		
	As previously reported	Adjustments	As Restated
	₹ Lakhs	₹ Lakhs	₹ Lakhs
For the year ended 31 March 2023			
Cash Flows from operating activities	7,967.10	12.77	7,979.87
Cash Flows from investing activities	(2,508.63)	(13.10)	(2,521.73)
Cash Flows from financing activities	(5,166.87)	-	(5,166.87)

IV. Earning per share

For the year ended 31 March 2023	Note	Impact of change in accounting policy		
		As previously reported	Adjustments	As Restated
		₹ Lakhs	₹ Lakhs	₹ Lakhs
Earnings per equity share:				
Equity shares of face value of ₹ 5 (31 March 2023: ₹ 5) each	33			
(a) Basic - ₹		8.49	0.02	8.51
(b) Diluted - ₹		8.49	0.02	8.51

As per our report of even date

For B S R & Co. LLP

ICAI Firm registration number: 101248W/W-100022

Chartered Accountants

Ashwin Bakshi

Partner

Membership no.: 506777

UDIN: 24506777BKGXFQ6595

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

Amit Kumat

Managing Director and Chief Executive Officer

DIN: 02663687

Sumit Sharma

Chief Financial Officer

Arvind Mehta

Chairman and Executive Director

DIN: 00215183

Parag Gupta

Company Secretary

Place: Indore

Date: 20 May 2024

Place: Indore

Date: 20 May 2024

Notice

15TH ANNUAL GENERAL MEETING

Prataap Snacks Limited

CIN: L15311MP2009PLC021746

Registered Office: Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh, India

Tel: (+91 731) 243 9999

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

NOTICE is hereby given that the Fifteenth (15th) Annual General Meeting of the members of Prataap Snacks Limited (“the Company”) will be held on Monday, 23rd September, 2024 at 3:30 P.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditor thereon.
2. To declare dividend on equity shares of the Company for the financial year ended 31st March, 2024.
3. To appoint a Director in place of Mr. Apoorva Kumat (DIN: 02630764), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mrs. Venu Vashista (DIN: 09006358) as a Non-Executive, Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), Regulation 17, 25(2A) and any other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’)

(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and in consonance with the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Venu Vashista (DIN: 09006358), who was appointed as an Additional Director (Non – Executive, Independent Director) of the Company by the Board of directors with effect from 3rd July, 2024 pursuant to section 161 of the Act and Articles of Association of the Company and hold office as such upto the date of the ensuing 15th Annual General Meeting and who being eligible for appointment and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and who has given her consent to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from 3rd July, 2024 to 2nd July, 2029.”

By Order of the Board of Directors
For **Prataap Snacks Limited**

Parag Gupta

Company Secretary and Compliance Officer

Registered Office:

Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore - 452020, Madhya Pradesh, India

Place: Indore

Date: 1st August, 2024

NOTES FOR MEMBERS' ATTENTION

1. The Ministry of Corporate Affairs ('MCA') has vide its Circular No. 09/2023 dated 25th September, 2023 read with Circular Nos. 10/2022 dated 28th December, 2022, 2/2022 dated 5th May, 2022, 21/2021 dated 14th December, 2021, 02/2021 dated 13th January, 2021, 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting of companies through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of the members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 read with SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 ("SEBI Circulars") has provided relaxation from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") regarding sending of hard copy of annual report and proxy form in line with aforesaid MCA Circulars.
2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") and Listing Regulations read with the MCA Circulars and SEBI Circulars, the 15th Annual General Meeting ("AGM"/"Meeting") of the Company is being conducted through Video Conferencing (VC)/Other Audio Visual Means (OAVM). In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.
3. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM hence, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members is not available for the AGM and hence, the proxy form and attendance slip are not annexed hereto. However, the Institutional/Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since, the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is also not annexed hereto.
4. Members can join the AGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility to attend the AGM through VC/OAVM will be made available for 1000 members on first-come-first-served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first-come-first-served basis.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 17th September, 2024 to Monday, 23rd September, 2024, (both days inclusive) for the purpose of AGM and determining the name of members eligible for dividend on equity shares, if declared, at the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM through VC/OAVM upon log-in to CDSL e-Voting system. All the above documents will also be available electronically for inspection upto the date of AGM. Members seeking to inspect such documents can send an e-mail to complianceofficer@yellowdiamond.in.
8. If the dividend as recommended by the Board of Directors is declared at the AGM, payment of such dividend will be made on or before 22nd October, 2024 as under:
 - (i) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 16th September, 2024; and
 - (ii) To all Members in respect of shares held in physical form as per Register of Members as of the close of business hours on 16th September, 2024 after giving effect to valid transposition or transmission request, if any, lodged with the Company on or before 16th September, 2024.
9. As you may be aware, in terms of the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by a company on or

► Notice

after 1st April, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of payment of dividend.

For Resident Shareholders:

- Tax will be deducted at source under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during FY 2024-25 provided PAN is submitted by the shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961. However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him/her during FY 2024-25 does not exceed ₹ 5,000.
- Separately, in case where the shareholder submits Form 15G [Click here to download Form 15G](#) (applicable to any person other than a company or firm)/Form 15H [Click here to download Form 15H](#) (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no tax at source will be deducted.

For Resident Shareholders other than Individuals:

No tax will be deducted at source provided sufficient documentary evidence thereof, to the satisfaction of the Company is submitted. This illustratively includes providing the following:

- **Insurance Companies:** A declaration that they are beneficial owners of the shares held alongwith with self-attested copy of PAN.
 - **Mutual Funds:** Self-declaration that they are specified and covered under Section 10(23D) of the Income Tax Act, 1961 alongwith a self-attested copy of PAN and registration certificate.
 - **Alternative Investment Fund (AIF) established/ incorporated in India:** Self-declaration that its income is exempt under Section 10(23FBA) of the Income Tax Act, 1961 and they are established as Category I or Category II AIF under SEBI Regulations alongwith a self-attested copy of PAN and registration certificate.
 - **Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income:** Self-declaration specifying the specific Central Act under which such corporation is established and that their income is exempt under the provisions of Income Tax Act, 1961 alongwith a self-attested copy of PAN and registration certificate.
- **Other Resident Non Individual Shareholders:** Shareholders who are exempted from the provisions of TDS as per Section 194 of the Income Tax Act, 1961 and who are covered under Section 196 of the Income Tax Act, 1961 shall also not be subjected to any TDS, provided they submit an attested copy of PAN alongwith the documentary evidence in relation to the same.

For Non-resident Shareholders: Taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax will be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
- Self-declaration in Form 10F ([Click here to download Form 10F](#)) if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of Permanent Account Number (PAN) allotted by the Indian Income Tax authorities.
- Self-declaration in the attached format ([Click here to download form](#)), certifying the following points:
 - i. Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2023-24;
 - ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - v. Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2023-24.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by Non-Resident shareholder.

Notwithstanding as mentioned above, tax will be deducted at source at the rate of 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI). Such TDS rate will not be reduced on account of the application of favorable DTAA rate, if any.

TDS to be deducted at higher rate in case of non-filers of return of income: Section 206AB of the Income Tax Act, 1961 effective from 1st July, 2021 provides that where tax is required to be deducted at source on any sum or income or amount paid, or payable or credited, by a person to a specified person, the tax shall be deducted at the higher of the following rates, namely:

- (i) at twice the rate specified in the relevant provision of the Income Tax Act, 1961; or
- (ii) at twice the rate or rates in force; or
- (iii) at the rate of 5%.

If the provisions of Section 206AA of the Income Tax Act, 1961 is applicable to a specified person, in addition to the provisions of Section 206AB of the Income Tax Act, 1961, the tax shall be deducted at higher of the two rates provided in Section 206AB and Section 206AA of the Income Tax Act, 1961.

The “specified person” means a person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of Section 139 of the Income Tax Act, 1961 has expired and the aggregate of tax deducted at source and tax collected at source in his case is ₹ 50,000 or more in the said previous year.

The specified person shall not include:

- (i) a non-resident who does not have a permanent establishment in India; or
- (ii) a person who is not required to furnish the return of income for the assessment year relevant to the said previous year and is notified by the Central Government in the Official Gazette in this behalf.

All the above referred tax rates will be enhanced by the applicable surcharge and cess, wherever applicable.

To enable us to determine the appropriate TDS/withholding tax rate applicable, the aforementioned documents are required to be uploaded with the Share Transfer Agent viz. KFin Technologies Limited at <https://ris.kfintech.com/form15> or e-mail to einward.ris@kfintech.com on or before 16th September, 2024.

No communication on the tax determination/deduction shall be entertained after 16th September, 2024.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents on time, you would still have an option of claiming refund of the higher tax paid at the time of filing your income tax return. No claim shall lie against the Company for such tax deducted.

We will arrange to e-mail the soft copy of TDS Certificate, if any, to your registered e-mail ID in due course, post payment of dividend.

10. Members holding shares in dematerialised form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend. The Company or its Share Transfer Agent will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialised form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants. Members holding shares in physical form are requested to inform any change in their address or bank mandates to the Company/Share Transfer Agent. In the event the Company is unable to pay dividend to certain members directly in their bank account through Electronic Clearing Service (ECS) or any other means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Dividend Warrant/Bankers Cheque/Demand Draft to such Members.
11. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Share Transfer Agent. In respect of shares held in dematerialised form the nomination form may be filed with the respective Depository Participant. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14.

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12. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
- For shares held in dematerialised form to their Depository Participant for making necessary changes.
 - For shares held in physical form by submitting to Share Transfer Agent the forms given below along with requisite supporting documents:
 - (i) Form ISR-1 (Register/Change PAN & KYC Details);
 - (ii) Form ISR-2 (Confirmation of Signature of securities holder by Bank);
 - (iii) Form ISR-3 (Declaration to Opting out Nomination);
 - (iv) Form SH-13 (Nomination Form);
 - (v) Form SH-14 (Cancellation of Nomination).

The aforesaid forms are available on the Company's website at www.yellowdiamond.in and on Share Transfer Agent's website at <https://ris.kfintech.com/>. Shareholders holding shares in physical form are requested to use the said forms for updating their PAN, KYC, Nomination etc.

13. Members may please note that SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Company / Share Transfer Agent shall issue a letter of confirmation in lieu of the share certificate while processing any of the aforesaid investor service request. Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website at www.yellowdiamond.in and on Share Transfer Agent's website at <https://ris.kfintech.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form.

Further, SEBI vide its Master Circular dated 7th May 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated

10th June 2024, has mandated for the holders of physical securities to furnish PAN linked with Aadhaar, Choice of Nomination (optional) and other KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the Company/ Share Transfer Agent, the member shall not be eligible to lodge grievance or avail any service request from the Share Transfer Agent until they furnish complete KYC details/documents. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to such members. Further, SEBI has mandated that securities of listed companies can be transferred only in demat form. Therefore members are advised to dematerialise shares held by them in physical form for ease in portfolio management.

14. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023 read with SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated 28th December, 2023, introduced a common Online Dispute Resolution (ODR) Portal, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.
15. Non-resident Indian shareholders are requested to inform Share Transfer Agent, immediately of:
- (i) the change in the residential status on return to India for permanent settlement; and
 - (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Members who have so far not encashed their dividend warrants for the dividend for the year(s) ended 31st March, 2018, 31st March, 2019, 31st March, 2020, 31st March, 2021, 31st March, 2022 and 31st March, 2023 are requested to write to the Company or its Share Transfer Agent, viz. KFin Technologies Limited for issuance of demand draft/bankers cheque in lieu of unencashed/unclaimed dividend warrant. The details of such unpaid and unclaimed dividends have been uploaded on the website of the Company at www.yellowdiamond.in.
17. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only by e-mail to the members whose e-mail address are registered with the Company/Depositories.

- The Notice and Annual Report 2023-24 has been uploaded on the website of the Company at www.yellowdiamond.in. The Notice can also be accessed from the 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. The same is also available on the website of CDSL at www.evotingindia.com. However, hard copy of the Annual Report will be sent to members on request. Members, who wish to update or register their e-mail address, in case of demat holding, may please contact their Depository Participant (DP) and register their e-mail address, as per the process advised by their DP and in case of physical holding, may send a request to KFin Technologies Limited, the Share Transfer Agent of the Company at einward.ris@kfintech.com.
18. Members seeking any information or clarification regarding the financial statements or any matter to be placed at the AGM are requested to write to the Company, on or before 16th September, 2024 through e-mail on complianceofficer@yellowdiamond.in.
 19. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from NSDL and CDSL and equity shares of the Company may be held in dematerialised form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is INE393P01035. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agent of the Company.
 20. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company or to the Share Transfer Agent at einward.ris@kfintech.com.
 21. Information pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking appointment/re-appointment at the AGM is furnished in Annexure-I, which is annexed to the Notice and forms part of the Notice. The Directors have furnished the requisite consent/declaration for their appointment /re-appointment.
 22. KFin Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telangana, India is the Share Transfer Agent for physical shares of the Company. KFin Technologies Limited is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences to the said Share Transfer Agent or write e-mail at their e-mail address at einward.ris@kfintech.com. The website of the Share Transfer Agent is <https://www.kfintech.com/>.
23. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and in compliance with MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. In addition, the facility of voting through e-voting system shall also be made available during the AGM for members of the Company participating in the AGM through VC/OAVM and who have not cast their vote by remote e-voting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM in case of a member participating in the AGM through VC/OAVM will be provided by CDSL.
 24. **Instructions for remote e-voting, e-voting and joining the virtual AGM are as follows:**

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING THE VIRTUAL MEETING ARE AS UNDER:

 1. The voting period begins on Thursday, 19th September, 2024 at 9:00 a.m. and ends on Sunday, 22nd September, 2024 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. 16th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 2. Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
 3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote

without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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 e-mail id in their demat accounts in order to access e-Voting facility.

Pursuant to the aforesaid SEBI Circular, Login method for e-Voting and joining virtual meeting **for individual shareholders holding securities in Demat mode with CDSL/NSDL** is as under:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select Myeasi New (Token) Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration as the case may be or visit www.cdslindia.com and click on Login icon and select My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/evoting/evotinglogin. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders in demat mode login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant (holding securities registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature. 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

5. Login method for e-Voting and joining virtual Meeting for **Physical shareholders and shareholder other than individual holding shares in Demat form:**

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by the Company/RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field.

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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for PRATAAP SNACKS LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA, if any, which will be made available to Scrutinizer for verification.
- (xviii) **Additional Facility for Non-Individual Shareholders and Custodians - For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer@csriteshgupta@gmail.com and to the Company at complianceofficer@yellowdiamond.in, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

The procedure for remote e-voting is same as the instructions mentioned above for e-voting.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending Meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to Meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at complianceofficer@yellowdiamond.in. The shareholders who do not wish to speak during the Meeting but have queries may send their queries in advance **7 days prior to Meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at complianceofficer@yellowdiamond.in. The queries will be replied to by the Company suitably by e-mail.
8. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
2. For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual Meeting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to einward.ris@kfintech.com.
25. The voting rights of the members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date, i.e. 16th September, 2024.
26. The Company has appointed Mr. Ritesh Gupta (CP No. 3764), Proprietor of M/s. Ritesh Gupta & Co., Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process and e-voting system at the AGM in a fair and transparent manner.
27. The Scrutinizer shall after the conclusion of e-voting at the Meeting, first count the votes cast at the Meeting through e-voting system, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, within two days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
28. The result shall be declared on or after the date of the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The result declared, alongwith the Report of the Scrutinizer shall be placed on the website of the Company i.e. www.yellowdiamond.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing in that behalf. The result shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

The following statement sets out material facts relating to the special business mentioned in the accompanying Notice dated 1st August, 2024:

Item No. 4

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") by way of circular resolution passed on 2nd July, 2024 has appointed Mrs. Venu Vashista (DIN: 09006358) as an Additional Director (Non- Executive, Independent Director), not liable to retire by rotation, for a term of five (5) consecutive years with effect from 3rd July, 2024 to 2nd July, 2029, subject to the approval of members of the Company in terms of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As per the provisions of Section 149 of the Act read with Rules made thereunder, an Independent Director shall hold office for a term upto five (5) consecutive years on the Board of Directors of a Company. Further, as per provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the Annual General Meeting. Further, in accordance with the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to approval of Members by way of a Special Resolution.

As per Section 161 of the Act, an additional director shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Listing Regulations, listed entity shall ensure that approval of Members for appointment of a person on the Board of the Company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In accordance with the aforesaid provisions Mrs. Venu Vashista holds office as an Additional Director upto the ensuing 15th Annual General Meeting and is eligible for appointment as a Non-Executive, Independent Director of the Company subject to approval of Members of the Company. The Company has received a notice in writing from Member under Section 160 of the Act proposing the candidature of Mrs. Venu Vashista for the office of Director of the Company.

Mrs. Venu Vashista has given her consent to act as Independent Director of the Company and furnished necessary declaration

that she meet the criteria of independence as provided under the Act, and Listing Regulations. Further, as per the intimation/ declaration received by the Company, Mrs. Venu Vashista is not disqualified for appointment as a Director in terms of Section 164 of the Companies Act, 2013. Mrs. Venu Vashista is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.

Brief profile of Mrs. Venu Vashista proposed to be appointed as an Independent Director including nature of her expertise and shareholding in the Company, etc. is mentioned in Annexure - 'I' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The NRC and the Board are of the opinion that Mrs. Venu Vashista is a person of integrity and possesses relevant expertise and experience and is independent of the management of the Company and fulfils the conditions for appointment as an Independent Director of the Company as specified under the Act read with Rules made thereunder and the Listing Regulations. The Board is of the view that the association of Mrs. Venu Vashista will be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. She will bring her immense experience to the Board, interalia, in the areas of business management, supply chain, cost management etc.

A copy of the draft letter of appointment of Mrs. Venu Vashista setting out the terms and conditions of appointment is available on the Company's website www.yellowdiamond.in and also available for inspection by any member at the registered office of the Company during business hours on any working day excluding Saturday(s) and Sunday(s), upto and including the day of 15th Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mrs. Venu Vashista and her relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at Item No. 4 of this Notice.

The Board of Directors recommend the special resolution set out at Item No. 4 of this Notice for approval of the members of the Company.

ANNEXURE – I

Details as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) of Directors seeking re-appointment/appointment at the Annual General Meeting as referred to in the Notice:

Name of Director	Mr. Apoorva Kumat	Mrs. Venu Vashista
DIN	02630764	09006358
Date of Birth	23 rd June, 1968	20 th January, 1972
Age	56 years	52 years
Nationality	Indian	Indian
Date of first appointment on the Board	2 nd November, 2018	3 rd July, 2024
Qualifications & Experience (including nature of expertise in specific functional areas)/Brief resume	Mr. Apoorva Kumat holds a bachelor's degree in commerce from Devi Ahilya Vishwavidyalaya, Indore. He has over 28 years of experience in the Snacks food industry.	Mrs. Venu Vashista is a Senior Business Leader with 27 years of experience in Business Management in Supply Chain Strategies, Processes and Cost Management Levers. She has previously worked at Procter & Gamble (14 years) across multiple geographies (India, Singapore and global roles), worked at Kohler Corporation as Supply Chain head for South Asia, Middle East and Sub Saharan Africa (~6 years). She is currently Vice President of Supply Chain heading SCM in American Tower Corporation. She holds a Bachelor's Degree in Engineering (Electronics & Communications) from MANIT (MACT), Bhopal and Master's Degree in Business Administration from Indian Institute of Management, Lucknow.
Number of shares held in the Company, including shares held as a beneficial owner	6,12,899 equity shares	Nil
Directorships held in other companies (including listed companies)	a) Nishanta Environmental Technology Co Limited b) Jum Health 365 Private Limited	Nil
Chairman/Member of the Committees of the Board of Company(s) in which he is a Director	Member: Prataap Snacks Limited a) Shares Allotment Committee	Chairperson: Prataap Snacks Limited a) Corporate Social Responsibility Committee Member: Prataap Snacks Limited a) Audit Committee b) Risk Management Committee
Listed companies from where he/she has resigned in the past three years	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is brother of Mr. Amit Kumat, Nil Managing Director and Chief Executive Officer of the Company.	

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Name of Director	Mr. Apoorva Kumat	Mrs. Venu Vashista
Number of meetings of Board of Directors attended during the year ended 31 st March, 2024	6	Not Applicable
Terms and conditions of appointment/ re-appointment	Re-appointment as a Director, liable to retire by rotation.	Appointment as an Independent Director, not liable to retire by rotation, on the terms and conditions as mentioned in the resolution at item no. 4 and its explanatory statement.
Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements	Not Applicable	Please refer to the Explanatory Statement forming part of this Notice.
Remuneration last drawn by him/her, if applicable and remuneration sought to be paid	Last Remuneration drawn: ₹ 103.50 lakhs.	Not Applicable

By Order of the Board of Directors
For **Prataap Snacks Limited**

Parag Gupta
Company Secretary and Compliance Officer

Registered Office:

Khasra No. 378/2, Nemawar Road, Near Makrand House,
Palda, Indore - 452020, Madhya Pradesh, India

Place: Indore

Date: 1st August, 2024

PRATAAP SNACKS LIMITED

Khasra No. 378/2, Nemawar Road, Near Makrand House,
Palda, Indore – 452020, Madhya Pradesh, India
Tel. +91 731 2439999 | Email: complianceofficer@yellowdiamond.in

www.yellowdiamond.in