



To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Reference: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferor Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors.

Subject: Brief particulars of Prataap Snacks Limited ("Transferee Company"), Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferor Company 2")

Sr. No.	Particulars	Remarks		
1.	Name of the Company	Prataap Snacks Limited (Transferee Company)	Avadh Snacks Private Limited (Transferor Company 1)	Red Rotopack Private Limited (Transferor Company 2)
2.	Exchange(s) Listed on	National Stock Exchange of India Limited and BSE Limited	Unlisted	Unlisted
3.	Designated Stock Exchange	National Stock Exchange of India Limited	Not Applicable	Not Applicable
4.	Scheme provides for	a) The Scheme provides for amalgamation of Avadh Snacks Private Limited (Transferor Company 1) and Red Rotopack Private Limited (Transferor Company 2) with Prataap Snacks Limited (Transferee Company). b) Upon this Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of this Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5/- (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date (as defined in the Scheme) in the following share exchange ratio: c) 568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5 (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company; d) The Appointed Date for the Amalgamation under the Scheme is 1st April, 2021 or such other date as may be mutually agreed between the Transferor Companies and Transferee Company, and approved by the NCLT and shall be operative from the Effective Date (as defined in the Scheme);		

Prataap Snacks Limited

CIN : L15311MP2009PLC021746



		<p>e) The Scheme shall be effective subject to following:</p> <p>f) Approval of the Scheme by the stock exchanges and SEBI pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Scheme Circular;</p> <p>g) Approval of the Scheme by the requisite majority of the Shareholders and or Creditors of each of the Transferor Companies and the Transferee Company as may be directed by NCLT;</p> <p>h) Sanction of the Scheme by NCLT having jurisdiction over the Transferor Companies and Transferee Company;</p> <p>i) The certified true copies of the Tribunal Order(s) (as defined in the Scheme) sanctioning the Scheme being filed with the respective jurisdictional Registrar of Companies by the Transferor Companies and Transferee Company.</p> <p>j) Dissolution of Transferor Companies without winding up.</p> <p>k) Equity shares to be issued by the Transferee Company to the shareholders of Transferor Company 1 (except the Transferee Company) will be listed on BSE Limited and National Stock Exchange of India Limited.</p>		
5.	Consideration	<p>l) Upon this Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of this Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5/- (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date in the following share exchange ratio:</p> <p>m) 568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5 (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company;</p>		
6.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR), 1957	No		
7.	Report of Audit Committee	Audit Committee report dated 30 th September, 2021 has recommended the draft Scheme of Amalgamation for favorable consideration.	Not Applicable	Not Applicable
8.	Valuation Report from a Registered	The share exchange ratio have been derived based on Valuation report dated 29 th September, 2021 issued by Mr. Paras K. Savla, independent Registered Valuer.		



	Valuer																											
9.	Fairness opinion by Merchant Banker	Arihant Capital Markets Limited, Category I SEBI Registered independent Merchant Banker, in its fairness opinion dated 29 th September, 2021 has opined that the share exchange ratio as recommended by the valuer is fair.																										
10.	Pre and post scheme Shareholding Pattern of the listed Company	Pre-amalgamation shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>1,67,67,462</td> <td>71.49</td> </tr> <tr> <td>Public</td> <td>66,85,574</td> <td>28.51</td> </tr> <tr> <td>Total</td> <td>2,34,53,036</td> <td>100</td> </tr> </tbody> </table> Post-amalgamation shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>1,67,67,462</td> <td>70.28</td> </tr> <tr> <td>Public</td> <td>70,92,130</td> <td>29.72</td> </tr> <tr> <td>Total</td> <td>2,38,59,592</td> <td>100.00</td> </tr> </tbody> </table>	Category	No. of Shares	%	Promoter	1,67,67,462	71.49	Public	66,85,574	28.51	Total	2,34,53,036	100	Category	No. of Shares	%	Promoter	1,67,67,462	70.28	Public	70,92,130	29.72	Total	2,38,59,592	100.00	Unlisted	Unlisted
Category	No. of Shares	%																										
Promoter	1,67,67,462	71.49																										
Public	66,85,574	28.51																										
Total	2,34,53,036	100																										
Category	No. of Shares	%																										
Promoter	1,67,67,462	70.28																										
Public	70,92,130	29.72																										
Total	2,38,59,592	100.00																										
11.	Pre and post scheme Shareholding pattern of Unlisted Company 1	--	Pre-amalgamation shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>7,51,563</td> <td>100</td> </tr> <tr> <td>Public</td> <td>0</td> <td>0</td> </tr> <tr> <td>Total</td> <td>7,51,563</td> <td>100</td> </tr> </tbody> </table> Post-amalgamation shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>0</td> <td>0</td> </tr> <tr> <td>Public</td> <td>0</td> <td>0</td> </tr> <tr> <td>Total</td> <td>0</td> <td>0</td> </tr> </tbody> </table>	Category	No. of Shares	%	Promoter	7,51,563	100	Public	0	0	Total	7,51,563	100	Category	No. of Shares	%	Promoter	0	0	Public	0	0	Total	0	0	--
Category	No. of Shares	%																										
Promoter	7,51,563	100																										
Public	0	0																										
Total	7,51,563	100																										
Category	No. of Shares	%																										
Promoter	0	0																										
Public	0	0																										
Total	0	0																										
12.	Pre and post scheme Shareholding pattern of Unlisted Company 2	--	Pre-amalgamation shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>7,50,000</td> <td>100</td> </tr> <tr> <td>Public</td> <td>0</td> <td>0</td> </tr> <tr> <td>Total</td> <td>7,50,000</td> <td>100</td> </tr> </tbody> </table> Post-amalgamation shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>0</td> <td>0</td> </tr> <tr> <td>Public</td> <td>0</td> <td>0</td> </tr> <tr> <td>Total</td> <td>0</td> <td>0</td> </tr> </tbody> </table>	Category	No. of Shares	%	Promoter	7,50,000	100	Public	0	0	Total	7,50,000	100	Category	No. of Shares	%	Promoter	0	0	Public	0	0	Total	0	0	--
Category	No. of Shares	%																										
Promoter	7,50,000	100																										
Public	0	0																										
Total	7,50,000	100																										
Category	No. of Shares	%																										
Promoter	0	0																										
Public	0	0																										
Total	0	0																										
13.	Minimum	Pre-amalgamation	Not Applicable	Not Applicable																								



<p>public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')</p>	<p>shareholding pattern:</p> <table border="1" data-bbox="409 268 740 421"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>1,67,67,462</td> <td>71.49</td> </tr> <tr> <td>Public</td> <td>66,85,574</td> <td>28.51</td> </tr> <tr> <td>Total</td> <td>2,34,53,036</td> <td>100</td> </tr> </tbody> </table> <p>Post-amalgamation shareholding pattern:</p> <table border="1" data-bbox="409 508 740 690"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>1,67,67,462</td> <td>70.28</td> </tr> <tr> <td>Public</td> <td>70,92,130</td> <td>29.72</td> </tr> <tr> <td>Total</td> <td>2,38,59,592</td> <td>100.00</td> </tr> </tbody> </table>	Category	No. of Shares	%	Promoter	1,67,67,462	71.49	Public	66,85,574	28.51	Total	2,34,53,036	100	Category	No. of Shares	%	Promoter	1,67,67,462	70.28	Public	70,92,130	29.72	Total	2,38,59,592	100.00		
Category	No. of Shares	%																									
Promoter	1,67,67,462	71.49																									
Public	66,85,574	28.51																									
Total	2,34,53,036	100																									
Category	No. of Shares	%																									
Promoter	1,67,67,462	70.28																									
Public	70,92,130	29.72																									
Total	2,38,59,592	100.00																									
<p>14. Approval of shareholders through postal ballot and e-voting</p>	Not Applicable																										
<p>15. Compliance with Regulation 11 of the Listing Regulations</p>	<p>The Company has vide letter dated 30th September, 2021 confirmed that the proposed scheme of amalgamation to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.</p>																										
<p>16. Statutory Auditor's certificate confirming the compliance of the accounting treatment as specified in Para</p>	<p>B S R & Co. LLP, Chartered Accountants, Auditor of Prataap Snacks Limited, have provided the certificate dated 29th September, 2021, confirming the accounting treatment as per SEBI circular.</p>																										



	(D(A)(5) of the SEBI Circular			
17.	Compliance Report as per SEBI circular	Compliance Report as per the SEBI Circular has been submitted along with the application filed on 30 th September, 2021		
18.	Net Worth (₹ in lakhs)	Prataap Snacks Limited	Avadh Snacks Private Limited	Red Rotopack Private Limited
	Pre	₹ 61,350.49 lakhs	₹ 3,714.68 lakhs	₹ 141.87 lakhs
	Post	₹ 65,295.29 lakhs	--	--
19.	Capital before the scheme (No. of equity shares as well as capital in rupees)	Authorised Share Capital: 3,20,00,000 equity shares of ₹ 5 each ₹ 16,00,00,000 (Rupees Sixteen crore only) Issued, Subscribed and Paid-up Share Capital: 2,34,53,036 equity shares of ₹ 5 each ₹ 11,72,65,180 (Rupees Eleven crore seventy two lakhs sixty five thousand one hundred eighty only)	Authorised Share Capital: 1,00,00,000 equity shares of ₹ 10 each ₹ 10,00,00,000 (Rupees Ten crore only) Issued, Subscribed and Paid-up Share Capital: 6,50,000 equity shares of ₹ 10 each 1,01,563 equity shares of ₹ 10 each, paid up ₹ 6 each Total: ₹71,09,378 (Rupees Seventy one lakhs nine thousand three hundred seventy eight only)	Authorised Share Capital: 7,50,000 equity shares of ₹ 10 each ₹ 75,00,000 (Rupees Seventy five lakhs only) Issued, Subscribed and Paid-up Share Capital: 7,50,000 equity shares of ₹ 10 each ₹ 75,00,000 (Rupees Seventy five lakhs only)
	No. of shares to be issued	4,06,556 equity shares	Not Applicable	Not Applicable
	Cancellation of shares on account of cross holding, if any	Nil	The Transferor Company 1 is a subsidiary of the Transferee Company and the Transferee Company holds 6,79, 986 (90.48%) equity shares of Rs. 10.00 each in the Transferor Company 1. On amalgamation of the Transferor Company 1 with the Transferee Company, no shares (whether equity or preference shares) of the Transferor Company 1 shall be issued or allotted in respect of the equity shares held by the Transferee Company in the Transferor Company 1. Upon coming into effect of the	The Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 and the Transferor Company 1 together with its nominee holds 7,50,000 (100%) equity shares of Rs. 10.00 each in the Transferor Company 2. Given that the Transferor

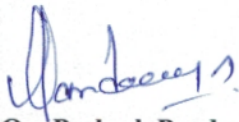


			<p>Scheme, and in consideration of the amalgamation of each of the Transferor Companies into the Transferee Company in terms of this Scheme, all equity shares issued by the respective Transferor Companies and held by the Transferee Company (in Transferor Company 1) and Transferor Company 1 (in Transferor Company 2) and/or their respective nominees shall stand cancelled and extinguished without any further application, act or deed and in lieu thereof.</p>	<p>Company 1 is a subsidiary of the Transferee Company, on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferor Company 2 shall be issued or allotted in respect of the equity shares held by the Transferee Company (indirectly through Transferor Company 1) in the Transferor Company 2.</p> <p>Upon coming into effect of the Scheme, and in consideration of the amalgamation of each of the Transferor Companies into the Transferee Company in terms of this Scheme, all equity shares issued by the respective Transferor Companies and</p>
--	--	--	--	--



				held by the Transferee Company (in Transferor Company 1) and Transferor Company 1 (in Transferor Company 2) and/or their respective nominees shall stand cancelled and extinguished without any further application, act or deed and in lieu thereof.
	Capital after the scheme (No. of equity shares as well as capital in rupees)		Not Applicable. Dissolution of Transferor Company 1 without winding up as per Scheme of Amalgamation.	Not Applicable. Dissolution of Transferor Company 2 without winding up as per Scheme of Amalgamation.
20.	Remarks, if any		Nil	Nil

For Prataap Snacks Limited



Om Prakash Pandey

Company Secretary and Compliance Officer

Date: 30th September, 2021

