



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

Dear Sir,

Subject: 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

In connection with the above application, we hereby confirm that:

1. The proposed Scheme of Amalgamation to be presented before the jurisdictional bench of the National Company Law Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957, RBI Act, the Depositories Act, 1996, the Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and stock exchanges.
2. The draft Scheme of Amalgamation together with all documents mentioned in Part – I(A)(8)(a) of SEBI Circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 has been disseminated on Company's website as per Website link given hereunder:
<http://www.yellowdiamond.in/investor-relations/>
3. The Company shall disclose the observation letter/NOC of the stock exchange on its website within 24 hours of receiving the same.
4. In case of Unlisted company/ies being involved in the Scheme of Arrangement:
 - a. The Company shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format specified for abridged prospectus, certified by a SEBI Registered Merchant Banker, as provided in Part E of Schedule VI of SEBI (ICDR) Regulations, 2018 in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the Scheme and the same shall be submitted to Stock Exchanges.
 - b. The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "merged" company on a fully diluted basis shall not be less than 25%.

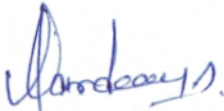


Prataap Snacks Limited

CIN : L15311MP2009PLC021746

5. The documents filed by the Company with the Exchange are same/similar/identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
6. There will be no alteration in the Share Capital of the unlisted transferor companies from the one given in the draft Scheme of Amalgamation.
7. The draft Scheme is in compliance with all applicable SEBI circulars as amended from time to time and SEBI (LODR) Regulations, 2015.

For Prataap Snacks Limited



Om Prakash Pandey
Company Secretary and Compliance Officer
Date: 30th September, 2021

