



Certificate on Net Worth

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

Dear Sirs,

1. At the request of Prataap Snacks Limited ('the Company'), we have examined the attached Statement of computation of pre and post amalgamation net worth of the Company as at 31 March 2021 ('the Statement'), prepared by the Company and signed by us for identification purposes and performed the following procedures in relation to the Statement:

- A. Obtained a copy of the draft Scheme of Amalgamation ('the Scheme') between Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") With Prataap Snacks Limited ("Transferee Company"). We have relied on the same and performed no further procedures in this regards.

It has been explained to us that as per the attached copy of the Scheme, the Company proposes to amalgamate the operations of the Transferor Companies with those of itself, with the sanction of the appropriate National Company Law Tribunal having jurisdiction over the Transferee Company and Transferor Companies, under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The appointed date of the Scheme is 1 April 2021.

- B. We were made available a copy of the audited financial statements of the Company for the period ended 31 March 2021. We have traced the pre-amalgamation Equity Share Capital, Securities Premium, General Reserve and Surplus / (deficit) in the statement of Profit and Loss from the audited financial statements to the Statement.

We have relied on the Net worth definition as given in the Statement and have performed no further procedures in this regard.

- C. The post amalgamation net worth of the Transferee Company has been computed considering the accounting treatment contained in clause 11 of the Scheme, the audited financial statements of the Company as mentioned above is audited by another firm of Chartered accountants.

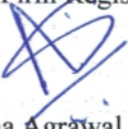


2. The accompanying Statement is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy of the facts stated in the certificate. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
3. Based on the above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre amalgamation net worth of the transferee Company as at 31 March 2021 is Rs.61,350.49 lakhs and the post amalgamation net worth of the transferee Company as at 31 March 2021 computed in accordance with paragraph 3 above is Rs.65,295.29 lakhs.
4. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchanges, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Aastha Agrawal & Co.**

Chartered Accountants

ICAI Firm Registration Number: 022031C



Aastha Agrawal

Proprietor

Membership No.: 421569

UDIN: 21421569AAAAAG7716

Place of Signature: Indore

Date: 29 September 2021





Statement of computation of pre-amalgamation and post-amalgamation net worth of the Company as at 31 March 2021

Rs. in Lakhs

Particulars	Prataap Snacks Limited ("Transferee Company")	
	Pre-Amalgamation	Post-Amalgamation
Equity share capital	1,172.65	1,192.97
Free Reserves		
Securities premium	38,282.76	41,266.07
Surplus in the statement of Profit and Loss	21,310.13	22,251.28
Employee stock appreciation rights reserve	584.96	584.96
Total	60,177.85	64,102.31
Net Worth	61,350.49	65,295.29

Note:

Section 2(57) of the Companies Act, 2013 defines Net Worth:

Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.

For Prataap Snacks Limited


Sumit Sharma
Chief Financial Officer
29 September 2021



Prataap Snacks Limited
(Formerly known as Prataap Snacks Pvt. Ltd.)

Aastha Agrawal

B.Com., A.C.A.



Aastha Agrawal & Co.

Chartered Accountants

7 Sikh Mohalla, Kothari Market, Indore M.P.

Mb. No. : 09993156292

e-mail :aastha29agrawal@gmail.com

Certificate on Net Worth

To,
Avadh Snacks Private Limited
R.S.NO. 123/P3, New R.S. NO. 128,
Ind. Plot No 1, Nikava,
Jamnagar, Gujrat 361162 India

Dear Sir,

1. At the request of Avadh Snacks Private Limited ('the Company'), we have examined the attached Statement of computation of pre amalgamation net worth of the Company as at 31 March 2021 ('the Statement'), prepared by the Company and signed by us for identification purposes and performed the following procedures in relation to the Statement:

A. Obtained a copy of the draft Scheme of Amalgamation ('the Scheme') between Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") With Prataap Snacks Limited ("Transferee Company"). We have relied on the same and performed no further procedures in this regards.

It has been explained to us that as per the attached copy of the Scheme, the Transferee Company proposes to amalgamate the operations of the Transferor Companies with those of itself, with the sanction of the appropriate National Company Law Tribunal having jurisdiction over the Transferee Company and Transferor Companies, under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The appointed date of the Scheme is 1 April 2021.

B. We were made available a copy of the audited financial statements of the Company for the period ended 31 March 2021. We have traced the pre-amalgamation Equity Share Capital, Securities Premium, General Reserve and Surplus / (deficit) in the statement of Profit and Loss from the audited financial statements to the Statement.

We have relied on the Net worth definition as given in the Statement and have performed no further procedures in this regard.

C. The Company will cease to exist post amalgamation and assets and liabilities, if any, of the Transferor Companies will be vested to the transferee company in pursuant to the Scheme, at the carrying values as appearing in the consolidated financial statements of Transferee Company.




2. The accompanying Statement is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy of the facts stated in the certificate. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
3. Based on the above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre amalgamation net worth of the Company as at 31 March 2021 is Rs.3,714.68 lakhs.
4. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchanges, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Aastha Agrawal & Co.**

Chartered Accountants

ICAI Firm Registration Number: 022031C


Aastha Agrawal
Proprietor

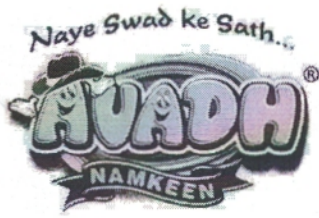
Membership No.: 421569

UDIN: 21421569AAAAAI9510

Place of Signature: Indore

Date: 29 September 2021





Avadh Snacks Private Limited

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CIN No. : U15132GJ2017PTC098837

Statement of computation of pre-amalgamation and post-amalgamation net worth of the Company as at 31 March 2021

Avadh Snacks Private Limited ("Transferor Company 1")

Particulars	Rs. in Lakhs	
	Pre-Amalgamation	
Equity share capital		71.09
Free Reserves		
Securities premium		2,633.91
Surplus in the statement of Profit and Loss		1,009.68
Total		3,643.59
Net Worth		3,714.68

Note:

Section 2(57) of the Companies Act, 2013 defines Net Worth:

Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.

For Avadh Snacks Private Limited

Neel Rasikbhai Jagani
Director
29 September 2021



Aastha Agrawal
B.Com., A.C.A.



Aastha Agrawal & Co.

Chartered Accountants

7 Sikh Mohalla, Kothari Market, Indore M.P.

Mb. No. : 09993156292

e-mail :aastha29agrawal@gmail.com

Certificate on Net Worth

To,
Red Rotopack Private Limited
Survey No. - 128, Plot No.- 3,
Opp. Supertech, Nikava, Ta. Kalawad,
Gujrat 361162 India

Dear Sir,

1. At the request of Red Rotopack Private Limited ('the Company'), we have examined the attached Statement of computation of pre amalgamation net worth of the Company as at 31 March 2021 ('the Statement'), prepared by the Company and signed by us for identification purposes and performed the following procedures in relation to the Statement:
 - A. Obtained a copy of the draft Scheme of Amalgamation ('the Scheme') between Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") With Prataap Snacks Limited ("Transferee Company"). We have relied on the same and performed no further procedures in this regards.

It has been explained to us that as per the attached copy of the Scheme, the Transferee Company proposes to amalgamate the operations of the Transferor Companies with those of itself, with the sanction of the appropriate National Company Law Tribunal having jurisdiction over the Transferee Company and Transferor Companies, under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The appointed date of the Scheme is 1 April 2021.

- B. We were made available a copy of the audited financial statements of the Company for the period ended 31 March 2021. We have traced the pre-amalgamation Equity Share Capital, Securities Premium, General Reserve and Surplus / (deficit) in the statement of Profit and Loss from the audited financial statements to the Statement.

We have relied on the Net worth definition as given in the Statement and have performed no further procedures in this regard.

- C. The Company will cease to exist post amalgamation and assets and liabilities, if any, of the Transferor Companies will be vested to the transferee company in pursuant to the Scheme, at the carrying values as appearing in the consolidated financial statements of Transferee Company.




2. The accompanying Statement is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy of the facts stated in the certificate. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
3. Based on the above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre-amalgamation net worth of the Company as at 31 March 2021 is Rs.141.87 lakhs.
4. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchanges, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Aastha Agrawal & Co.

Chartered Accountants

ICAI Firm Registration Number: 022031C


Aastha Agrawal
Proprietor

Membership No.: 421569

UDIN: 21421569AAAAAH5886

Place of Signature: Indore

Date: 29 September 2021



RED ROTO PACK PVT. LTD.

B/h. Avadh Food Products, Surve No. 128, 3 Kalavad Road,
Village - NIKAVA 361162 Ta. Kalavad, Dist. Jammnanagr (Guj.) INDIA
Mobile : +91-99 09 91 91 91 Email : redrotopack@gmail.com

RED ROTO PACK

MFG.: Flexible Packaging Material

Statement of computation of pre-amalgamation and post-amalgamation net worth of the Company as at 31 March 2021

Red Rotopack Private Limited ("Transferor Company 2")

Particulars	Rs. in Lakhs	
	Pre-Amalgamation	
Equity share capital		75.00
Free Reserves		
Surplus in the statement of Profit and Loss		66.87
Total		66.87
Net Worth		141.87

Note:

Section 2(57) of the Companies Act, 2013 defines Net Worth:

Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.

For Red Rotopack Private Limited



Neel Rasikbhai Jagani
Director
29 September 2021

