

# PRATAAP SNACKS LIMITED

CIN: L15311MP2009PLC021746

Registered Office: Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh, India

Tel.: 0731-2439999; E-mail: complianceofficer@yellowdiamond.in; Website: www.yellowdiamond.in

## POSTAL BALLOT NOTICE

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other Rules and Regulations as may be applicable, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, for seeking approval/consent of the members of the Company by means of Postal Ballot or voting through electronic means (“Remote e-voting”) on resolutions set out in this Notice.

Voting through Postal Ballot/Remote e-voting shall commence from Wednesday, 29<sup>th</sup> May, 2019 at 9.00 a.m. (IST) and end on Thursday, 27<sup>th</sup> June, 2019 at 5.00 p.m. (IST). The Scrutinizer’s decision on the validity of votes shall be final. The members can opt only one mode for voting i.e. either physical ballot or remote e-voting. If a member has opted for remote e-voting, then such member should not vote by physical ballot and vice versa. However, in case a member cast his vote both via physical ballot and remote e-voting, then voting done through e-voting shall prevail and physical ballot voting of that member shall be treated as invalid notwithstanding whichever option is exercised first. Once the vote on a resolution is cast by remote e-voting, the members shall not be allowed to change it subsequently.

Members desiring to exercise their vote by postal ballot:

- Read carefully instructions given on the back side of Postal Ballot Form.
- Send duly filled Postal Ballot Form to the Scrutinizer on or before 5.00 p.m.(IST) on 27<sup>th</sup> June, 2019.

Members desiring to exercise their vote by remote e-voting:

- Read carefully point no. 8 of the “NOTES FOR MEMBERS’ ATTENTION” given in this Postal Ballot Notice.
- Voting shall be closed by CDSL on 27<sup>th</sup> June, 2019 at 5.00 p.m. (IST).

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the resolutions as contained in this Postal Ballot Notice shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or remote e-voting i.e. Thursday, 27<sup>th</sup> June, 2019, if approved by the members of the Company with requisite majority.

### SPECIAL BUSINESS:

#### 1. Re-appointment of Mrs. Anisha Motwani as an Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Anisha Motwani (DIN: 06943493), who was appointed as an Independent Director of the Company and hold office as such upto 4<sup>th</sup> July, 2019, is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years with effect from 5<sup>th</sup> July, 2019 to 4<sup>th</sup> July, 2024.”

#### 2. Re-appointment of Mr. Vineet Kumar Kapila as an Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vineet Kumar Kapila (DIN: 00056582), who was appointed as an Independent Director of the Company and hold office as such upto 2<sup>nd</sup> August, 2019, is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years with effect from 3<sup>rd</sup> August, 2019 to 2<sup>nd</sup> August, 2024.”

#### 3. Re-appointment of Mr. Hareesh Ram Chawla as an Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Hareesh Ram Chawla (DIN: 00029828), who was appointed as

an Independent Director of the Company and hold office as such upto 23<sup>rd</sup> September, 2019, is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years with effect from 24<sup>th</sup> September, 2019 to 23<sup>rd</sup> September, 2024.”

**4. Appointment of Mr. V. T. Bharadwaj as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), Mr. V. T. Bharadwaj (DIN: 02918495), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2<sup>nd</sup> November, 2018 pursuant to Section 161 of the Act and Article 58.1 of the Articles of Association of the Company and hold office as such upto the date of next Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company and who has given a declaration that he meet the criteria of independence as per Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) the Listing Regulations and eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from 1<sup>st</sup> July, 2019 to 30<sup>th</sup> June, 2024.”

**5. Approval for commission paid to Independent Directors**

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 Sections 197, 198 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for the commission paid in the financial year ended 31<sup>st</sup> March, 2019 related to the financial year ended 31<sup>st</sup> March, 2018, to Mrs. Anisha Motwani, Dr. Om Prakash Manchanda, Mr. Haresh Ram Chawla and Mr. Vineet Kumar Kapila, Independent Directors, of Rs. 5,00,000/- (Rupees Five lakhs only) each, based on their performance evaluation and contribution they have made in the performance and growth of the Company.”

**6. Payment of remuneration by way of commission to Non-Executive Directors including Independent Directors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to Non-Executive Directors including Independent Directors of the Company for a period of five (5) years commencing from 1<sup>st</sup> April, 2018, as the Board of Directors may from time to time determine to be divided amongst them in such proportion as may be determined by the Board of Directors provided that such commission shall not exceed one (1) per cent of the net profits of the Company in any financial year computed in the manner provided in Section 198 of the Act.

**FURTHER RESOLVED THAT** the above remuneration shall be in addition to the fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors within the limit specified in Section 197 of the Act and reimbursement of expenses for participation in the Board and Committee meetings.”

**7. Alteration of Articles of Association 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 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to amend and substitute the existing Article no.58.5 of the Articles of Association of the Company, as under with the following Article:

**58.5 ONE-THIRD OF THE DIRECTORS TO RETIRE AT ANNUAL GENERAL MEETING**

At the every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office and will be eligible for re-appointment. Provided nevertheless, the Managing Director shall not retire by rotation under this Article nor shall be included in calculating the total number of Directors liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as deem necessary, proper or desirable to give effect to the resolution.”

**8. Appointment of Mr. Apoorva Kumat as Director, liable to retire by rotation**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Apoorva Kumat (DIN: 02630764), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2<sup>nd</sup> November, 2018 pursuant to Section 161 of the Companies Act, 2013 and Article 58.1 of the Articles of Association of the Company and hold office as such upto the date of next Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**9. Appointment of Mr. Apoorva Kumat as Whole-time Director, designated as Executive Director (Operations)**

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 Sections 2(94), 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule V to the Act and Regulation 17(6)(e) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), Mr. Apoorva Kumat (DIN: 02630764) be and is hereby appointed as Whole-time Director, designated as Executive Director (Operations) of the Company for a period of three (3) years with effect from 2<sup>nd</sup> November, 2018 to 1<sup>st</sup> November, 2021 on the following terms and conditions:

- a) Salary: Gross Salary Rs. 75,00,000/- (Rupees Seventy Fifty Lakhs only) per annum but not exceeding Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum.
- b) Gratuity: As per statutory law and rules, as applicable, from time to time.
- c) Perquisites: As per the Policy of the Company, applicable from time to time.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorised and empowered to revise/increase the salary within the upper range as mentioned above, as considered appropriate, from time to time, subject to limit, as prescribed under Section 197 read with Schedule V of the Act irrespective that the annual remuneration to Mr. Apoorva Kumat may exceed two-and-half (2.5) percent of the net profits of the Company as calculated under Section 198 of the Act and aggregate annual remuneration to the Executive Directors of the Company, who are promoters, including Mr. Apoorva Kumat, may exceed five (5) percent of the net profits of the Company as calculated under Section 198 of the Act in any financial year during his tenure of appointment, as provided under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**FURTHER RESOLVED THAT** in the event of loss or inadequacy of profits in any year during the tenure of the appointment of Mr. Apoorva Kumat, as Executive Director (Operations) of the Company, the remuneration payable to him for that year shall be in accordance with the governing provisions of Schedule V read with Section 196 and 197 and other applicable provisions of the Companies Act, 2013, as amended from time to time.

**FURTHER RESOLVED THAT** the Board of Directors or a duly constituted Committee thereof including Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things as may be required or considered necessary, appropriate, expedient or desirable in regard to the said appointment and payment of remuneration, as it may in its sole and absolute discretion deem fit to give effect to this resolution.”

**10. Approval for remuneration of Mr. Amit Kumat, Managing Director & Chief Executive Officer for the remaining tenure of his appointment**

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 Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule V of the Act (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Amit Kumat (DIN:02663687), Managing Director & Chief Executive Officer on the existing terms and conditions, (a) salary: minimum Rs. 50,00,000 (Rupees Fifty Lakhs only) per annum but not exceeding Rs. 1,00,00,000 (Rupees One Crore only) per annum, (b) commission: not exceeding 2% of the net profit of the Company in an accounting year as may be decided by the Board from time to time, (c) perquisites: as decided by Board from time to time, notwithstanding that the annual remuneration payable to Mr. Amit Kumat, Managing Director & Chief Executive Officer, exceed two-and-half (2.5) percent of the net profits of the Company as calculated under Section 198 of the Act and aggregate remuneration payable to Executive Directors, who are promoters, including Mr. Amit Kumat, exceed five (5) percent of the net profits of the Company as calculated under Section 198 of the Act in any financial year during the remaining tenure of his appointment i.e. upto 22<sup>nd</sup> September, 2021.

**FURTHER RESOLVED THAT** the Board of Directors or a duly constituted Committee thereof including Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things as may be required or considered necessary, appropriate, expedient or desirable in regard to the payment of remuneration, as it may in its sole and absolute discretion deem fit to give effect to this resolution.”

**11. Approval for remuneration of Mr. Arvind Kumar Mehta, Chairman & Executive Director for the remaining tenure of his appointment**

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 Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule V of the Act (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Arvind Kumar Mehta (DIN:00215183), Chairman & Executive Director on the existing terms and conditions, (a) salary: minimum Rs. 50,00,000 (Rupees Fifty Lakhs only) per annum but not exceeding Rs. 1,00,00,000 (Rupees One Crore only) per annum, (b) commission: not exceeding 2% of the net profit of the Company in an accounting year as may be decided by the Board from time to time, (c) perquisites: as decided by Board from time to time, notwithstanding that the annual remuneration payable to Mr. Arvind Kumar Mehta, Chairman & Executive Director, exceed two-and-half (2.5) percent of the net profits of the Company as calculated under Section 198 of the Act and aggregate remuneration payable to Executive Directors, who are promoters, including Mr. Arvind Kumar Mehta, exceed five (5) percent of the net profits of the Company as calculated under Section 198 of the Act in any financial year during the remaining tenure of his appointment i.e. upto 22<sup>nd</sup> September, 2021.

**FURTHER RESOLVED THAT** the Board of Directors or a duly constituted Committee thereof including Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things as may be required or considered necessary, appropriate, expedient or desirable in regard to the and payment of remuneration, as it may in its sole and absolute discretion deem fit to give effect to this resolution.”

**By order of the Board of Directors**

**Om Prakash Pandey**

Company Secretary & Compliance Officer

**Registered Office:**

Khasra No. 378/2, Nemawar Road, Near Makrand House,  
Palda, Indore-452020, (M.P.), India

Place: Indore

Date: 21<sup>st</sup> May, 2019

**NOTES FOR MEMBERS' ATTENTION**

1. The Board of Directors of the Company at its Meeting held on 21<sup>st</sup> May, 2019, has approved the issuance of this Postal Ballot Notice. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item(s) of special business as set out in the Postal Ballot Notice is annexed hereto.
2. The electronic copy of the Postal Ballot Notice and Postal Ballot Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members, who have not registered their email address(es), physical copy of the Postal Ballot Notice and Postal Ballot Form is being sent in the permitted mode. In this regard, the members whose names appear in the Register of Members/List of Beneficial Owners as per the record of Depositories as on 24<sup>th</sup> May, 2019 i.e. cut-off date has been enrolled by the Company for participation in voting on resolutions placed by the Company on the voting system. Any person who is not a member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only. The voting shall be reckoned in proportion to a member's share of voting right on the paid-up equity share capital of the Company as on the said cut-off date. Members have an option to cast their votes either through e-voting or through Postal Ballot Form. Members, who wish to cast their votes physically through Postal Ballot Form, may do so by filling up the details required therein.
3. Only those members who are eligible to vote on the proposed ordinary/special resolutions are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company.
4. The Company has appointed Mr. Kaushal Dalal, Proprietor, Kaushal Dalal & Associates, Practicing Company Secretaries (Membership No. FCS 7141 and C.P. No. 7512) as Scrutinizer for conducting the voting process and submitting a consolidated Scrutinizer's Report thereon in accordance with the applicable law/regulation in a fair and transparent manner.
5. The Members voting through physical Postal Ballot Form are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and on the Postal Ballot Notice and return the completed Form along with assent (**FOR**) or dissent (**AGAINST**), in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before **Thursday, 27<sup>th</sup> June, 2019 upto 5.00 p.m.**, the last date of receipt of the completed Postal Ballot Form. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. However, envelopes containing Postal Ballot, if deposited in person or sent by courier at the expense of the registered Member on or before **Thursday, 27<sup>th</sup> June, 2019 upto 5.00 p.m.** will also be accepted.
6. The Members who do not receive the Postal Ballot Form may apply to the Company or Company's Registrar & Share Transfer Agents, Karvy Fintech Private Limited (Unit: Prataap Snacks Limited) Karvy Selenium, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India and obtain a duplicate thereof. The Postal Ballot Form may also be downloaded from the Company's website [www.yellowdiamond.in](http://www.yellowdiamond.in)

7. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an option to its Members holding equity shares in demat form and in physical form, to exercise their right to vote on the resolutions as contained in the Postal Ballot Notice by way of electronic voting/Remote e-voting to enable Members of the Company to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide Remote e-voting facility to members of the Company. Please carefully read and follow up instructions on Remote e-voting printed in this Postal Ballot Notice. In case member(s) cast their vote both via physical ballot and Remote e-voting, then voting done through e-voting shall prevail and physical ballot voting of that member shall be treated as invalid notwithstanding whichever option is exercised first. The e-voting facility is available at [www.evotingindia.com](http://www.evotingindia.com). Please refer to the instructions given for e-voting in the following paragraph of this Postal Ballot Notice for the purpose and manner in which the e-voting is to be carried out.

**8. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **Wednesday, 29<sup>th</sup> May, 2019 at 9:00 A.M. (IST)** and ends on **Thursday, 27<sup>th</sup> June, 2019 at 5:00 P.M. (IST)**. During this period members/shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **24<sup>th</sup> May, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/Members.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot Form indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Prataap Snacks Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.

- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and/or 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.
- (xx) In case you have any queries or issues regarding e- voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
9. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit a Consolidated Scrutinizer's Report to the Chairman/Director or Company Secretary & Compliance Officer of the Company. The result of the Postal Ballot would be announced by Chairman/Director or Company Secretary & Compliance Officer of the Company on 29<sup>th</sup> June, 2019, at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's equity shares are listed and shall also be displayed along with the Scrutinizer's Report on the Company's website [www.yellowdiamond.in](http://www.yellowdiamond.in)

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTIONS (RESOLUTION NO. 1 to 11) OF THE POSTAL BALLOT NOTICE DATED 21<sup>ST</sup> MAY, 2019 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 21<sup>st</sup> May, 2019:

#### Item No. 1, 2 and 3

Pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Anisha Motwani (DIN: 06943493), Mr. Vineet Kumar Kapila (DIN: 00056582) and Mr. Haresh Ram Chawla (DIN: 00029828) were appointed as an Independent Directors of the Company, to hold office for a term of three (3) consecutive years with effect from 5<sup>th</sup> July, 2016 to 4<sup>th</sup> July, 2019, from 3<sup>rd</sup> August, 2016 to 2<sup>nd</sup> August, 2019 and from 24<sup>th</sup> September, 2016 to 23<sup>rd</sup> September, 2019, respectively (“first term”)

As per the provisions of Section 149 of the Act read with the Rules framed thereunder, an Independent Director shall hold office as such for a term upto five (5) consecutive years on the Board of Directors of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in the Directors' Report. Section 149(11) of the Act provides that an Independent Director may hold office for upto two consecutive terms. 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.

Pursuant to the recommendations of the Nomination and Remuneration Committee and based on performance evaluation of Independent Director, the Board of Directors of the Company at its Meeting held on 21<sup>st</sup> May, 2019, has recommended the re-appointment of Mrs Anisha Motwani, Mr. Vineet Kumar Kapila and Mr. Haresh Ram Chawla as Independent Directors of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 5<sup>th</sup> July, 2019 to 4<sup>th</sup> July, 2024, from 3<sup>rd</sup> August, 2019 to 2<sup>nd</sup> August, 2024 and from 24<sup>th</sup> September, 2019 to 23<sup>rd</sup> September, 2024, respectively.

The Board of Directors and the Nomination and Remuneration Committee in their respective meeting(s) held on 21<sup>st</sup> May, 2019, placed on record that the above Independent Directors are highly renowned professional drawn from diverse field, who bring with them a wide range of skills and experience to the Board, which enhances the quality of Board's decision-making process. The Company, its Board of Directors and various Committees of the Board have immensely benefitted from their vast experience, knowledge and strategic insights on various matters relating to the Company's business. In this backdrop and also taking into account the performance evaluation besides recognizing enormous contribution of the said Independent Directors in the functioning and performance of the Company, the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, recommend that it will be in the interest of the Company to re-appoint them as Independent Directors of the Company for a second term of five (5) consecutive years as mentioned above.

Mrs. Anisha Motwani, Mr. Vineet Kumar Kapila and Mr. Haresh Ram Chawla have given their consent to act as Independent Directors of the Company and furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, as per the intimations/declarations received by the Company, Mrs. Anisha Motwani, Mr. Vineet Kumar Kapila and Mr. Haresh Ram Chawla are not disqualified to be re-appointed as Directors in terms of Section 164 of the Act.

The Company has received notice(s) in writing from member(s) under Section 160 of the Act proposing the candidature of Mrs. Anisha Motwani, Mr. Vineet Kumar Kapila and Mr. Haresh Ram Chawla, for the office of director of the Company.

In the opinion of the Board, Mrs. Anisha Motwani, Mr. Vineet Kumar Kapila and Mr. Haresh Ram Chawla fulfil the conditions for re- appointment as an Independent Director of the Company as specified under the Act read with the Rules framed thereunder and the SEBI(Listing Obligations and Disclosure Requirements) Regulation, 2015.

Brief profile of aforesaid Independent Directors proposed to be re-appointed including nature of their expertise and shareholding in the Company, etc. is mentioned in Annexure - 'A' to the Notice pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter(s) of re-appointment of Mrs. Anisha Motwani, Mr. Vineet Kumar Kapila and Mr. Haresh Ram Chawla, setting out the terms and conditions of re-appointment is available on the Company's website [www.yellowdiamond.in](http://www.yellowdiamond.in) and also available for inspection by any member at the Registered Office of the Company between 11.00 a.m. to 3.00 p.m. on working day excluding Saturday(s) and Sunday(s) upto and including the last date of voting/receipt of Postal Ballot Forms.

The Board of Directors recommend the resolutions as set out at item nos. 1, 2 and 3 of this Notice to be passed as special resolutions by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mrs. Anisha Motwani, Mr. Vineet Kumar Kapila and Mr. Haresh Ram Chawla and their relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at item nos. 1, 2 and 3, respectively of this Notice.

#### **Item No. 4**

The Board of Directors at its Meeting held on 2<sup>nd</sup> November, 2018 has, based on recommendation of the Nomination and Remuneration Committee, appointed Mr. V. T. Bharadwaj (DIN: 02918495) as an Additional Director of the Company with effect from 2<sup>nd</sup> November, 2018. Pursuant to Sections 149 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mr. V. T. Bharadwaj hold office as such upto the date of next Annual General Meeting of the Company.

Further, the Board of Directors at its Meeting held on 21<sup>st</sup> May, 2019, upon recommendation of the Nomination and Remuneration Committee and based on the declaration received from Mr. V. T. Bharadwaj that he meet the criteria of independent director as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has recommended the appointment of Mr. V. T. Bharadwaj as Independent Director of the Company for a term of five (5) consecutive years with effect from 1<sup>st</sup> July, 2019 to 30<sup>th</sup> June, 2024. 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.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. V. T. Bharadwaj for the office of director of the Company.

Mr. V. T. Bharadwaj has given his consent to act as Independent Director of the Company and furnished necessary declaration to the Board of Directors that he meet the criteria of independent director as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, as per the intimation/declaration received by the Company, Mr. V. T. Bharadwaj is not disqualified for appointment as Director in terms of Section 164 of the Companies Act, 2013.

Brief profile of Mr. V. T. Bharadwaj proposed to be appointed as Independent Director including nature of his expertise and shareholding in the Company, etc. is mentioned in Annexure - 'A' to the Notice pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter of appointment of Mr. V. T. Bharadwaj, setting out the terms and conditions of appointment is available on the Company's website [www.yellowdiamond.in](http://www.yellowdiamond.in) and also available for inspection by any member at the Registered Office of the Company between 11.00 a.m. to 3.00 p.m. on working day excluding Saturday(s) and Sunday(s) upto and including the last date of voting/receipt of Postal Ballot Forms.

The Board is of view that the association of Mr. V. T. Bharadwaj will be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. He will bring his immense experience to the Board, interalia, in the areas of management, investments, corporate governance, etc. Therefore, the Board of Directors recommend the resolution as set out at item no. 4 of this Notice to be passed as ordinary resolution by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mr. V. T. Bharadwaj and his 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.

#### **Item No. 5**

In the financial year ended 31<sup>st</sup> March, 2019, Mrs. Anisha Motwani, Dr. Om Prakash Manchanda, Mr. Haresh Ram Chawla and Mr. Vineet Kumar Kapila, Independent Directors, have been paid a commission of Rs. 5,00,000/- (Rupees Five lakhs only) each for the financial year ended 31<sup>st</sup> March 2018, based on the their performance evaluation and contribution they have made in the performance and growth of the Company, as approved by the Board of Directors at its Meeting held on 16<sup>th</sup> May, 2018 based on the recommendation of the Nomination and Remuneration Committee.

In terms of provisions of Section 197(10) of the Companies Act, 2013, the Board of Directors recommend the resolution as set out at item no. 5 of this Notice to be passed as special resolution by the members of the Company.

Save and except Mrs. Anisha Motwani, Dr. Om Prakash Manchanda, Mr. Haresh Ram Chawla and Mr. Vineet Kumar Kapila and their relatives, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

#### **Item No. 6**

In terms of Section 197 of the Companies Act, 2013 (“the Act”), a Company can pay remuneration to Non- Executive Directors including Independent Directors a sum not exceeding one (1) per cent of the Net Profits of the Company, if there is a Managing or Whole-time Director or Manager. Further, as per Regulation 17(6)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) the Board of Directors shall recommend all fees or compensation, if any, paid to Non-Executive Directors including Independent Directors and shall require approval of shareholders.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors including Independent Directors and in appreciation of their contribution and services they have rendered/will be rendering to the Company, it is proposed that the Non-Executive Directors including Independent Directors be paid for each of the five financial years of the Company commencing from 1<sup>st</sup> April, 2018, remuneration by way of commission not exceeding one (1) percent of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act. The remuneration by way of commission will be distributed amongst all or some of the Directors as determined by the Board of Directors subject to any other applicable requirements, if any, under the Act and the Listing Regulations.

The aforesaid remuneration to Non-Executive Directors including Independents Directors shall be in addition to the sitting fee payable to them and reimbursement of expenses incurred for attending meetings of the Board and Committees thereof.

The Board of Directors recommend the resolution as set out at item no. 6 of this Notice to be passed as ordinary resolution by the members of the Company

Save and except, Non-Executive Director and Independent Directors of the Company and their relatives, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out at item no. 6 of the Notice.

#### **Item No. 7**

In terms of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the members by way of special resolution is required for altering the Articles of Association of the Company.

The Board of Directors recommend the resolution as set out at item no. 7 of this Notice to be passed as special resolution by the members of the Company to amend and substitute the existing Article 58.5 of the Articles of Association as mentioned in the resolution.

None of the Directors, Key Managerial Personnel either directly or through their relatives are in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at item no. 7 of this Notice.

#### **Item Nos. 8 and 9**

The Board of Directors at its Meeting held on 2<sup>nd</sup> November, 2018 has appointed Mr. Apoorva Kumat (DIN: 02630764) as an Additional Director of the Company with effect from 2<sup>nd</sup> November, 2018 based upon recommendation of the Nomination and Remuneration Committee. Pursuant to Sections 149, 161 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 58.1 of the Articles of Association of the Company, he holds office as such upto the date of next Annual General Meeting of the Company and eligible for appointment as a Director.

Having regard to the wide experience and long association of Mr. Apoorva Kumat with the Company and considering the overall performance of the Company and its growth during his tenure, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, has also appointed Mr. Apoorva Kumat as Whole-time Director, designated as Executive Director (Operations) of the Company for a period of three (3) years with effect from 2<sup>nd</sup> November, 2018 to 1<sup>st</sup> November, 2021, subject to approval of members of the Company. The Board has also approved the remuneration, perquisites and etc. as mentioned in the resolution, payable to Mr. Apoorva Kumat as Whole-time Director, designated as Executive Director (Operations) of the Company based on the recommendation of the Nomination and Remuneration Committee.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Apoorva Kumat for the office of Director of the Company. Mr. Apoorva Kumat is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Brief profile of Mr. Apoorva Kumat, including nature of his expertise and shareholding in the Company, etc. is mentioned in Annexure - ‘A’ to the Notice pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Mr. Apoorva Kumat has rich and varied experience of packaged food industry. It will be in the interest of the Company to appoint Mr. Apoorva Kumat, as Director, liable to retire by rotation and Whole-time Director, designated as Executive Director (Operations) of the Company. Therefore, the Board of Directors recommend the resolutions as set out at item no. 8 and 9 of this Notice to be passed as an ordinary resolution and special resolution, respectively by the members of the Company.

Save and except Mr. Apoorva Kumat, none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item nos. 8 and 9 of the Notice. The relatives of Mr. Apoorva Kumat may be deemed to be interested in the resolutions to the extent of their shareholding, if any, in the Company.



**Item No. 10**

As per Section 197 of the Companies Act, 2013, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the Company and if there is more than one such director, remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together. However, as per newly introduced Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“the Listing Regulations”) vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the Company.

At present, on the Board of Directors of the Company, there are three executive directors who are promoters, namely Mr. Arvind Kumar Mehta, Chairman & Executive Director, Mr. Amit Kumat, Managing Director & Chief Executive Officer and Mr. Apoorva Kumat, Executive Director (Operations). The present annual remuneration of aforesaid each Executive Director and in aggregate is with limit of 2.5 percent and 5 percent, respectively of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, as provided in the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. However, during the remaining tenure of Mr. Amit Kumat, Managing Director & Chief Executive Officer, i.e. upto 22<sup>nd</sup> September, 2021, the annual remuneration payable to him and the aggregate annual remuneration of all aforesaid Executive Directors, may exceed the limit of aforesaid 2.5 percent and 5 percent, respectively of the net profits of the Company. This necessitates seeking the approval of the members by way of special resolution for retaining the existing terms and conditions of appointment of Mr. Amit Kumat, Managing Director & Chief Executive Officer including the remuneration payable during the remaining tenure of his appointment i.e. upto 22<sup>nd</sup> September, 2021 in order to comply with the above mentioned newly introduced Regulation 17(6)(e) of the Listing Regulations.

The Board of Directors recommend the resolution as set out at item no. 10 of this Notice to be passed as special resolution by the members of the Company.

Save and except Mr. Amit Kumat, none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 10 of the Notice. The relatives of Mr. Amit Kumat may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

**Item No. 11**

As per Section 197 of the Companies Act, 2013, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the Company and if there is more than one such director, remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together. However, as per newly introduced Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“the Listing Regulations”) vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (iii) the annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (iv) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the Company.

At present, on the Board of Directors of the Company, there are three executive directors who are promoters, namely Mr. Arvind Kumar Mehta, Chairman & Executive Director, Mr. Amit Kumat, Managing Director & Chief Executive Officer and Mr. Apoorva Kumat, Executive Director (Operations). The present annual remuneration of aforesaid each Executive Director and in aggregate is with limit of 2.5 percent and 5 percent, respectively of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, as provided in the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. However, during the remaining tenure of Mr. Arvind Kumar Mehta, Chairman & Executive Director, i.e. upto 22<sup>nd</sup> September, 2021, the annual remuneration payable to him and the aggregate annual remuneration of all aforesaid Executive Directors, may exceed the limit of aforesaid 2.5 percent and 5 percent, respectively of the net profits of the Company. This necessitates seeking the approval of the members by way of special resolution for retaining the existing terms and conditions of appointment of Mr. Arvind Kumar Mehta, Chairman & Executive Director including the remuneration payable during the remaining tenure of his appointment i.e. upto 22<sup>nd</sup> September, 2021 in order to comply with the above mentioned newly introduced Regulation 17(6)(e) of the Listing Regulations.

The Board of Directors recommend the resolution as set out at item no. 11 of this Notice to be passed as special resolution by the members of the Company.

Save and except Mr. Arvind Kumar Mehta, none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 11 of the Notice. The relatives of Mr. Arvind Kumar Mehta may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

**By order of the Board of Directors**

**Om Prakash Pandey**  
Company Secretary & Compliance Officer

**Registered Office:**

Khasra No. 378/2, Nemawar Road, Near Makrand House,  
Palda, Indore-452020, (M.P.), India

Place: Indore

Date: 21<sup>st</sup> May, 2019

## ANNEXURE-A

### Brief details of Directors being re-appointed /appointed through Postal Ballot Notice dated 21<sup>st</sup> May, 2019

[pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]

	(1)	(2)	(3)	(4)	(5)
<b>Name of Director</b>	Mrs. Anisha Motwani	Mr. Vineet Kumar Kapila	Mr. Hareesh Ram Chawla	Mr. V. T. Bharadwaj	Mr. Apoorva Kumat
<b>DIN</b>	06943493	00056582	00029828	02918495	02630764
<b>Date of Birth &amp; Age</b>	21 <sup>st</sup> June, 1963 55 years	11 <sup>th</sup> April, 1961 58 years	29 <sup>th</sup> December, 1967 51 years	26 <sup>th</sup> June, 1978 40 years	23 <sup>rd</sup> June, 1968 50 years
<b>Nationality</b>	Indian	Indian	Indian	Indian	Indian
<b>Date of First Appointment on the Board of Directors of the Company</b>	5 <sup>th</sup> July, 2016	22 <sup>nd</sup> July, 2016	13 <sup>th</sup> September, 2016	2 <sup>nd</sup> November, 2018	2 <sup>nd</sup> November, 2018
<b>Qualifications &amp; Experience (including nature of expertise in specific functional areas)/brief resume</b>	Mrs. Anisha Motwani holds bachelor's degree in science from Sophia Girls College, Ajmer and a master's degree in business administration from the University of Rajasthan. She has several years of experience in management consultancy. She has previously worked at General Motors India Private Limited and Max Life Insurance Company Limited. She is currently a partner in Storm the Norm Ventures.	Mr. Vineet Kumar Kapila holds an honours diploma in industrial relations and welfare from XLRI, Jamshedpur. He has several years of experience in brand, sales and general management. He was previously the Managing Director of Spencer's Retail Limited.	Mr. Hareesh Ram Chawla holds a bachelor's degree in metallurgical engineering from the Indian Institute of Technology, Mumbai and a post graduate diploma in management from the Indian Institute of Management, Calcutta. He has several years of experience in private equity and the media and entertainment industry. He has previously worked at TV18 Broadcast Limited as group Chief Executive Officer.	Prior to founding A91 Partners, Mr. V.T. Bharadwaj was a Managing Director at Sequoia Capital India Advisors Private Limited from 2011-2018, which he joined in August 2007. Mr. Bharadwaj has been focused on investing in passionate entrepreneurs chasing emerging India themes in consumer, pharmaceutical and healthcare sectors. His investments at Sequoia Capital includes Prataap Snacks, Indigo Paints, La Renon, Vini Cosmetics, Paper Boat (Hector Beverage), Healthkart (Bright Healthcare), GoColors (Go Fashions), Raw Pressery (Rakhyan Beverages), Wingreen Farms, Innovcare pharma, Faces India, Suburban Diagnostics, Cloudnine Healthcare and Lovable Lingerie. Prior to Sequoia Capital, Mr. Bharadwaj was at McKinsey & Co. Mumbai office for 6 (six) years where he served leading client in consumer, energy and automotive verticals across a wide range of strategic and operational issues. Mr. Bharadwaj is a gold medalist from Indian Institute of Management, Ahmedabad where he obtained a PGDM (MBA) and a gold medalist from BITS Pilani where he obtained a BE (Hons.) degree in Electrical and Electronics Engineering. He was also invited to witness the Republic Day parade by the President of India in 1996 for achieving Rank 1 (one) in the All India CBSE Examinations held in 1995. Mr. Bharadwaj is passionate about supporting philanthropy and giving back to society in education and healthcare. He is a founder sponsor at Ashoka University, a contributor to Tejas Foundation, Down Syndrome Association of South India and Kids for Kids Trust.	Mr. Apoorva Kumat is the Executive Director (Operations) of the Company. Being Promoter, he has been associated with the Company since its incorporation. He holds a bachelor's degree in Commerce from Devi Ahilya Vishva Vidhyalaya, Indore. Prior to joining the Company, he was associated with Prakash Snacks, our Group Company and Hello Agro Food Products Limited. He has over 22 years of experience in the Snacks food industry.

<b>Number of Shares held in the Company</b>	NIL	NIL	NIL	NIL	5,48,062
<b>List of Directorships held in other companies</b>	Director - a) Welspun India Limited b) Abbott India Limited c) Avadh Snacks Private Limited d) India Shelter Finance Corporation Limited e) L&T Investment Management Limited f) PNB Metlife India Insurance Company Limited g) Angel Broking Limited	NIL	Director - a) Future Enterprises Limited b) Hicare Services Private Limited c) Jaypore E-commerce Private Limited d) VKL Seasoning Private Limited e) Degustibus Hospitality Private Limited f) Abundantia Entertainment Private Limited	NIL	Director- a) IMT Foods Private Limited b) Pure N Sure Food Bites Private Limited c) Nishanta Environmental Technology Co. Limited
<b>Chairman/ Member of the Committees of the Boards of the Companies in which he/she is Director</b>	<b>Chairperson</b> <u>Prataap Snacks Limited:</u> Corporate Social Responsibility Committee <u>India Shelter Finance Corporation Limited:</u> Nomination and Remuneration Committee Corporate Social Responsibility Committee <b>Member</b> <u>Prataap Snacks Limited:</u> Audit Committee Stakeholders Relationship Committee <u>India Shelter Finance Corporation Limited:</u> Borrowing & Investment Committee Audit Committee ERMC Committee <u>Abbott India Limited:</u> Audit Committee Nomination and Remuneration Committee <u>Angel Broking Limited:</u> Nomination and Remuneration Committee Stakeholders Relationship Committee <u>PNB Metlife India Insurance Company Limited:</u> Audit Committee Policyholder Protection Committee Stakeholders Relationship Committee	<b>Member</b> <u>Prataap Snacks Limited:</u> Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee	<b>Chairman</b> <u>Prataap Snacks Limited:</u> Stakeholders Relationship Committee <u>Future Enterprises Limited:</u> Stakeholders Relationship Committee <b>Member</b> <u>Prataap Snacks Limited:</u> Corporate Social Responsibility Committee Risk Management Committee <u>Future Enterprises Limited:</u> Audit Committee Nomination and Remuneration Committee	<b>Member</b> <u>Prataap Snacks Limited:</u> Corporate Social Responsibility Committee Nomination and Remuneration Committee Stakeholders Relationship Committee	NIL

<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None	None	None	None	Brother of Mr. Amit Kumat, Managing Director & Chief Executive Officer
<b>Number of Meetings of the Board of Directors attended during the year ended 31<sup>st</sup> March, 2019</b>	5	3	3	1	2
<b>Terms and conditions of appointment/ re-appointment</b>	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years with effect from 4 <sup>th</sup> July, 2019 to 4 <sup>th</sup> July, 2024.	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years with effect from 3 <sup>rd</sup> August, 2019 to 2 <sup>nd</sup> August, 2024.	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years with effect from 24 <sup>th</sup> September, 2019 to 23 <sup>rd</sup> September, 2024.	Appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five (3) consecutive years with effect from 1 <sup>st</sup> July, 2019 to 30 <sup>th</sup> June, 2024.	Appointment as Whole-time Director, designated as Executive Director (Operations) of the Company, liable to retire by rotation, for a period of three (3) years with effect from 2 <sup>nd</sup> November, 2018 to 1 <sup>st</sup> November, 2021.
<b>Remuneration last drawn by such person, if applicable and Remuneration sought to be paid</b>	Rs. 5.00 lakhs as commission and Rs. 9.40 lakhs as sitting fees for attending the meetings of the Board and its Committees.	Rs. 5.00 lakhs as commission and Rs. 5.30 lakhs as sitting fees for attending the meetings of the Board and its Committees.	Rs. 5.00 lakhs as commission and Rs. 5.50 lakhs as sitting fees for attending the meetings of the Board and its Committees.	NIL	Kindly refer the resolution at item no. 9 and explanatory statement of the Notice.

**By order of the Board of Directors**

**Om Prakash Pandey**

Company Secretary & Compliance Officer

**Registered Office:**

Khasra No. 378/2, Nemawar Road, Near Makrand House,  
Palda, Indore-452020, (M.P.), India

Place: Indore

Date: 21<sup>st</sup> May, 2019