

Notice

12TH ANNUAL GENERAL MEETING

Prataap Snacks Limited

CIN: L15311MP2009PLC021746

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

Tel: (+91 731) 243 9999

E-mail: complianceofficer@yellowdiamond.in **Website:** www.yellowdiamond.in

NOTICE is hereby given that the Twelfth (12th) Annual General Meeting of the members of Prataap Snacks Limited will be held on Thursday, 5th August, 2021 at 03:30 P.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditor thereon; and
 - (b) the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Report of Auditor thereon.
2. To declare dividend on equity shares of the Company for the financial year ended 31st March, 2021.
3. To appoint a Director in place of Mr. Apoorva Kumat (DIN: 02630764), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment, modification or re-enactment thereof for the time being in force), B S R & Co. LLP, Chartered Accountants (Registration No. 101248WW-100022), be and is hereby appointed as Auditor of the Company for a period of five (5) consecutive years, to hold office as such from the conclusion of this 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting of the Company, at a remuneration of ₹ 39,00,000/- (Rupees

Thirty nine lakhs only) per annum for statutory audit of financial statements for the year ending 31st March, 2022 plus applicable tax and reimbursement of out-of-pocket expenses incurred and that the Board of Directors of the Company be and is hereby authorised to fix the remuneration for the subsequent financial years during their term as Auditor of the Company.”

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Chetan Kumar Mathur as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule IV to the Act and Regulation 17(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification or re-enactment thereof for the time being in force), Mr. Chetan Kumar Mathur (DIN: 00437558), who was appointed as an Independent Director of the Company and hold office as such upto 6th August, 2021 and being eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, 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 7th August, 2021 to 6th August, 2026.”

6. **Re-appointment of Mr. Arvind Mehta as Executive Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory amendment, modification or re-enactment thereof, for the time being in force), Mr. Arvind Mehta (DIN: 00215183) be and is hereby re-appointed as Executive Director of the Company for a period of five (5) years with effect from 23rd September, 2021 to 22nd September, 2026 on the following terms and conditions:

- a) Salary: Gross Salary ₹ 75,00,000/- (Rupees Seventy five lakhs only) per annum but not exceeding ₹ 2,00,00,000/- (Rupees Two crore 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.
- d) Car facility: Company’s car with driver as per the policy of the Company, applicable from time to time.

RESOLVED FURTHER 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 to the Act and that the annual remuneration to Mr. Arvind Mehta 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. Arvind Mehta, 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 re-appointment in terms of Regulation 17(6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the aggregate of remuneration in any financial year shall not exceed the limits as prescribed under Section 197 and other applicable provisions of the Act read with Schedule V to the Act, for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of re-appointment of Mr. Arvind Mehta, as Executive Director of the Company, the payment of remuneration to him shall be in accordance with the governing provisions of Schedule V read with Section 196, 197 and other applicable provisions of the Act, for the time being in force.

RESOLVED FURTHER 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 re-appointment and payment of remuneration, as it may in its sole and absolute discretion deem fit to give effect to this resolution.”

7. **Re-appointment of Mr. Amit Kumat as Managing Director and Chief Executive Officer of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory amendment, modification or re-enactment thereof, for the time being in force), Mr. Amit Kumat (DIN: 02663687) be and is hereby re-appointed as Managing Director and Chief Executive Officer of the Company for a period of five (5) years with effect from 23rd September, 2021 to 22nd September, 2026 on the following terms and conditions:

- a) Salary: Gross Salary ₹ 75,00,000/- (Rupees Seventy five lakhs only) per annum but not exceeding ₹ 2,00,00,000/- (Rupees Two crore 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.
- d) Car facility: Company’s car with driver as per the policy of the Company, applicable from time to time.

RESOLVED FURTHER 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 to the Act and that the annual remuneration to Mr. Amit 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. Amit 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 re-appointment in terms of Regulation 17(6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the aggregate of remuneration in any financial year shall not exceed the limits as prescribed under Section 197 and other applicable provisions of the Act read with Schedule V to the Act for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of re-appointment of Mr. Amit Kumat, as Managing Director and Chief Executive Officer of the Company, the payment of remuneration to him shall be in accordance with the governing provisions of Schedule V read with Section 196, 197 and other applicable provisions of the Act, for the time being in force.

RESOLVED FURTHER 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 re-appointment and payment of remuneration, as it may in its sole and absolute discretion deem fit to give effect to this resolution."

8. **Re-appointment of Mr. Apoorva Kumat as Executive Director (Operations) of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory amendment, modification or re-enactment thereof, for the time being in force), Mr. Apoorva Kumat (DIN: 02630764) be and is hereby re-appointed as Executive Director (Operations) of the Company for a period of five (5) years with effect from 2nd November, 2021 to 1st November, 2026 on the following terms and conditions:

- Salary: Gross Salary ₹ 75,00,000/- (Rupees Seventy five lakhs only) per annum but not exceeding ₹ 2,00,00,000/- (Rupees Two crore only) per annum.
- Gratuity: As per statutory law and rules, as applicable, from time to time.
- Perquisites: As per the policy of the Company, applicable from time to time.

- Car facility: Company's car with driver as per the policy of the Company, applicable from time to time.

RESOLVED FURTHER 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 to the Act and 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 in terms of Regulation 17(6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the aggregate of remuneration in any financial year shall not exceed the limits as prescribed under Section 197 and other applicable provisions of the Act read with Schedule V to the Act for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of re-appointment of Mr. Apoorva Kumat, as Executive Director (Operations) of the Company, the payment of remuneration to him shall be in accordance with the governing provisions of Schedule V read with Section 196, 197 and other applicable provisions of the Act, for the time being in force.

RESOLVED FURTHER 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 re-appointment 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
For **Prataap Snacks Limited**

Om Prakash Pandey
Company Secretary and Compliance Officer

Registered Office:

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

Place: Indore

Date: 28th May, 2021

NOTES FOR MEMBERS' ATTENTION

1. In view of ongoing continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its Circular no. 02/2021 dated 13th January, 2021 read with Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting of companies through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of the members at a common venue.
 2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 12th Annual General Meeting ("AGM"/ "Meeting") of the Company is being conducted through VC/OAVM. In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
 3. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members is not available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Institutional/Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is also not annexed hereto.
 4. Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility to attend the AGM through VC/OAVM will be made available for 1000 Members on first-come-first-served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first-come-first-served basis.
 5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 6. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 30th July, 2021 to Thursday, 5th August, 2021 (both days inclusive) for the purpose of AGM and determining the names of members eligible for dividend on equity shares, if declared at the Meeting.
 7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM through VC/OAVM upon log-in to CDSL e-Voting system. All the above documents will also be available electronically for inspection upto the date of AGM. Members seeking to inspect such documents can send an email to complianceofficer@yellowdiamond.in.
 8. If the dividend as recommended by the Board of Directors is declared at the Meeting, payment of such dividend will be made on or before 3rd September, 2021 as under:
 - (i) To all the Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on 29th July, 2021; and
 - (ii) To all the Members in respect of shares held in physical form as per Register of Members as of the close of business hours on 29th July, 2021 after giving effect to valid transfers, transposition or transmission request, if any, lodged with the Company on or before 29th July, 2021.
 9. As you may be aware, in terms of the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by a company on or after 1st April, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of payment of dividend.
- For Resident Shareholders:**
- tax will be deducted at source under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during FY 2021-22 provided PAN is submitted by the shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act,

1961. However, no TDS shall be deducted on the dividend payable to a resident Individual if the total dividend to be received by him/her during FY 2021-22 does not exceed ₹ 5,000.

- Separately, in cases where the shareholder submits Form 15G [Click here to download Form 15G](#) (applicable to any person other than a company or firm)/Form 15H [Click here to download Form 15H](#) (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no tax at source will be deducted.

For Resident Shareholders other than Individuals:

No tax will be deducted at source provided sufficient documentary evidence thereof, to the satisfaction of the Company, is submitted. This illustratively includes providing the following:

- **Insurance Companies:** A declaration that they are beneficial owners of the shares held along with self-attested copy of PAN.
- **Mutual Funds:** Self-declaration that they are specified and covered under Section 10(23D) of the Income Tax Act, 1961 along with a self-attested copy of PAN and registration certificate.
- **Alternative Investment Fund (AIF) established/ incorporated in India:** Self-declaration that its income is exempt under Section 10(23FBA) of the Income Tax Act, 1961 and they are established as Category I or Category II AIF under SEBI Regulations along with a self-attested copy of PAN and registration certificate.
- **Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income:** Self-declaration specifying the specific Central Act under which such corporation is established and that their income is exempt under the provisions of Income Tax Act, 1961 along with a self-attested copy of PAN and registration certificate.
- **Other Resident Non Individual Shareholders:** Shareholders who are exempted from the provisions of TDS as per Section 194 of the Income Tax Act, 1961 and who are covered under Section 196 of the Income Tax Act, 1961 shall also not be subjected to any TDS, provided they submit an attested copy of PAN along with the documentary evidence in relation to the same.

For Non-resident Shareholders: Taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax will be @ 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
- Self-declaration in Form 10F ([Click here to download Form 10F](#)) if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of the Permanent Account Number (PAN) allotted by the Indian Income Tax authorities.
- Self-declaration in the attached format ([Click here to download the self-declaration format](#)), certifying the following points:
 - i. Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2020-21;
 - ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - v. Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2021-22.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and

satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.

Notwithstanding as mentioned above, tax will be deducted at source @ 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI). Such TDS rate will not be reduced on account of the application of favorable DTAA rate, if any.

TDS to be deducted at higher rate in case of non-filers of return of income: Section 206AB effective from 1st July, 2021 provides that where tax is required to be deducted at source on any sum or income or amount paid, or payable or credited, by a person to a specified person, the tax shall be deducted at the higher of the following rates, namely:

1. at twice the rate specified in the relevant provision of the Income Tax Act, 1961; or
2. at twice the rate or rates in force; or
3. at the rate of 5%

If the provisions of Section 206AA of the Income Tax Act, 1961 is applicable to a specified person, in addition to the provision of Section 206AB the Income Tax Act, 1961, the tax shall be deducted at higher of the two rates provided in Section 206AB and Section 206AA of the Income Tax Act, 1961.

The "specified person" means a person who has not filed the returns of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 of the Income Tax Act, 1961 has expired; and the aggregate of tax deducted at source and tax collected at source in his case is ₹ 50,000 or more in each of these two previous years.

The specified person shall not include a non-resident who does not have a permanent establishment in India.

All the above referred tax rates will be enhanced by the applicable surcharge and cess, wherever applicable.

To enable us to determine the appropriate TDS/withholding tax rate applicable, the aforementioned documents are required to be uploaded with the Registrar and Transfer Agent viz. KFin Technologies Private Limited (RTA) at <https://ris.kfintech.com/form15> or email to einward.ris@kfintech.com on or before 27th July, 2021.

No communication on the tax determination/deduction shall be entertained after 27th July, 2021.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents on time, you would still have an option of claiming refund of the higher tax paid at the time of filing your income tax return. No claim shall lie against the Company for such tax deducted. We will arrange to email the soft copy of TDS Certificate, if any, to your registered email ID in due course, post payment of dividend.

10. Members holding shares in dematerialised form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend. The Company or its Registrar and Share Transfer Agent will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialised form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants. Members holding shares in physical form are requested to inform any change in their address or bank mandates to the Company/Registrar and Share Transfer Agent. In the event the Company is unable to pay dividend to certain members directly in their bank account through Electronic Clearing Service (ECS) or any other means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Dividend Warrant/Bankers Cheque/Demand Draft to such Members.
11. Members may note that as per amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed with effect from 1st April, 2019 unless the securities are held in dematerialised form with a Depository. Therefore, Members, who are holding shares in physical form are advised to dematerialise their holding for facilitating the transfer of shares.
12. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agent, immediately of:
 - (i) the change in the residential status on return to India for permanent settlement; and
 - (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

13. Members who have so far not encashed their dividend warrants for the dividend for the year(s) ended 31st March, 2018, 31st March, 2019 and 31st March, 2020 are requested to write to the Company or its Registrar and Share Transfer Agent, viz. KFin Technologies Private Limited for issuance of demand draft/bankers cheque in lieu of unencashed/unclaimed dividend warrant. The details of such unpaid and unclaimed dividends have been uploaded on the website of the Company at www.yellowdiamond.in.
14. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only by e-mail to the Members whose email addresses are registered with the Company/Depositories. The Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.yellowdiamond.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The same is also available on the website of CDSL at www.evotingindia.com. Members, who wish to update or register their e-mail addresses, in case of Demat holding, may please contact your Depository Participant (DP) and register your e-mail address, as per the process advised by your DP and in case of physical holding, may send a request to KFin Technologies Private Limited, the Registrar and Transfer Agent of the Company at einward.ris@kfintech.com.
15. Members seeking any information or clarification regarding the financial statements or any matter to be placed at the AGM are requested to write to the Company, on or before Thursday, 29th July, 2021 through e-mail on complianceofficer@yellowdiamond.in.
16. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from NSDL and CDSL and equity shares of the Company may be held in electronic form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is INE393P01035. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agent.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.
- Members holding shares in dematerialised form are, therefore requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company or to the Registrar and Share Transfer Agent at einward.ris@kfintech.com.
18. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings in respect of the Directors seeking re-appointment at the Annual General Meeting are furnished in Annexure-I, which is annexed to the Notice and forms part of the Notice. The Directors have furnished the requisite consent/declaration for their re-appointment.
19. KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Corporate Registry, Selenium Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India is the Registrar and Share Transfer Agent for physical shares of the Company. KFin Technologies Private Limited is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences to the said Registrar and Share Transfer Agent or write email at their e-mail address at einward.ris@kfintech.com. The website of the Registrar and Share Transfer Agent is www.kfintech.com.
20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. In addition, the facility of voting through e-voting system shall also be made available during the AGM for Members of the Company participating in the AGM through VC/OAVM and who have not cast their vote by remote e-voting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting agency. The facility of casting votes by a Member using remote e-voting as well as e-voting system on the date of the AGM in case of a Member participating in the AGM through VC/OAVM will be provided by CDSL.

21. **Instructions for remote e-voting, e-voting and joining the virtual Meeting are as follows:**

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING THE VIRTUAL MEETING ARE AS UNDER:

1. The voting period begins on Sunday, 1st August, 2021 at 9:00 a.m. and ends on Wednesday, 4th August, 2021 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. 29th July, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is as under:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login Easi/Easiest, the user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

5. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholder other than individual holding shares in Demat form:**

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders/Members module
- (iii) Now enter your User ID
 - a. For CDSL: 16 Digits Beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by the Company/RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the member id/ folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for PRATAAP SNACKS LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians-For Remote Voting only:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to 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 Power of Attorney (POA) which they have issued

in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer at csriteshgupta@gmail.com and to the Company at complianceofficer@yellowdiamond.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

The procedure for remote e-voting is same as the instructions mentioned above for e-voting.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
4. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to Meeting** mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@yellowdiamond.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to Meeting** mentioning their

name, demat account number/folio number, email id, mobile number at complianceofficer@yellowdiamond.in. These queries will be replied by the Company suitably by email.

7. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to einward.ris@kfintech.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

22. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. 29th July, 2021.
23. The Company has appointed Mr. Ritesh Gupta, (CP No. 3764), Proprietor of M/s. Ritesh Gupta & Co., Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process and e-voting system at the AGM in a fair and transparent manner.
24. The Scrutinizer shall after the conclusion of e-voting at the Meeting, first count the votes cast at the Meeting through e-voting system, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, within two days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
25. The result shall be declared on or after the date of the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The result declared, along with the Report of the Scrutinizer shall be placed on the website of the Company, www.yellowdiamond.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing in that behalf. The result shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTIONS (RESOLUTION NO. 4 TO 8) OF THE NOTICE DATED 28TH MAY, 2021 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AND REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the business mentioned in the accompanying Notice dated 28th May, 2021:

Item No. 4

In terms of provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, S R B C & CO LLP, Chartered Accountants (Registration No. 324982E/E300003), the existing Auditor of the Company will hold office as such till the conclusion of this 12th Annual General Meeting of the Company upon completion of their aggregate term of ten (10) consecutive years.

In line with the above, the Board of Directors on the recommendation of the Audit Committee has recommended to the members of the Company the appointment of B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022) as Auditor of the Company for a term of five (5) consecutive years commencing from the conclusion of the 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting of the Company. B S R & Co. LLP, Chartered Accountants has confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as Auditor in terms of the provisions of Section 139 and Section 141 of the Companies Act, 2013 and Rules made thereunder.

The Board of Directors, based on the fees proposal received and on the recommendation of the Audit Committee, has proposed a fees of ₹ 39,00,000/- (Rupees Thirty nine lakhs only) per annum for statutory audit of financial statements for the year ending 31st March, 2022 plus applicable tax and reimbursement of out-of-pocket expenses incurred in connection with the audit to B S R & Co. LLP, Chartered Accountants. The aforesaid fees exclude the fees payable to B S R & Co. LLP, Chartered Accountants for limited review of quarterly financial results and tax audit for the year ending 31st March, 2022. The Board may revise the fees payable to the Auditor for the subsequent financial years during their term as Auditor on recommendation of the Audit Committee. There is no material change in the fees payable to B S R & Co. LLP, Chartered Accountants from that paid to S R B C & CO LLP, Chartered Accountants, the outgoing Auditor.

B S R & Co. ('the firm') was constituted on 27th March, 1990 having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on 14th October, 2013 thereby having a new firm registration no. 101248W/W-100022. The registered office of the firm is at 14th Floor, Central B Wing

and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai-400063. B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. B S R & Co. LLP possesses the Peer Review Certification from the Peer Review Board of the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Affiliates include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S S R & Co and B B S R & Co. B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives are in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 4 of this Notice.

The Board of Directors recommend the ordinary resolution set out at item no. 4 of this Notice for approval of members of the Company.

Item No. 5

Pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Mr. Chetan Kumar Mathur (DIN: 00437558) was appointed as an Independent Director of the Company, to hold office for a term of three (3) consecutive years with effect from 7th August, 2018 to 6th August, 2021 ("first term").

As per the provisions of Section 149 of the Act read with the Rules made thereunder, an Independent Director shall hold office for a first term of upto five (5) consecutive years on the Board of Directors of a Company and shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment shall be made in the Directors' Report. Further, pursuant to Section 149(11) of the Act, an Independent Director may hold office for upto two consecutive terms each. 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 Board of Directors and the Nomination and Remuneration Committee in their respective meeting(s) held on 28th May, 2021, placed on record that Mr. Chetan Kumar Mathur is highly renowned professional drawn from diverse fields, who bring with him a wide range of skills and experience in the field of finance, corporate governance and other discipline related to Company's business including experience of Food & Beverages industry 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 his vast experience, knowledge and strategic insights on various matters relating to the Company's business. In this backdrop and also taking into account his performance evaluation beside the contribution made by him during his tenure as an Independent Director, the Board of Directors in its meeting held on 28th May, 2021, on recommendation of the Nomination and Remuneration Committee has recommended his re-appointment as Independent Director of the Company for the second term of five consecutive years with effect from 7th August, 2021 to 6th August, 2026, not liable to retire by rotation.

Mr. Chetan Kumar Mathur has given his consent to act as an Independent Director of the Company and furnished necessary declaration that he meet the criteria of independence as provided under the Act and Listing Regulations. Further, as per the intimation/declaration received by the Company, Mr. Chetan Kumar Mathur is not disqualified for re-appointment as Director under Section 164 of the Act.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Chetan Kumar Mathur, for the office of Director of the Company.

In the opinion of the Board, Mr. Chetan Kumar Mathur fulfils the conditions for re-appointment as an Independent Director of the Company as specified under the Act read with the Rules made thereunder and the Listing Regulations.

Brief profile of Mr. Chetan Kumar Mathur proposed to be re-appointed as Independent Director including nature of his expertise and shareholding in the Company, etc. is mentioned in 'Annexure-I' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Copy of the draft letter of re-appointment of Mr. Chetan Kumar Mathur, setting out the terms and conditions of re-appointment is available on the website of the Company at www.yellowdiamond.in and also available for inspection by any member at the Registered Office of the Company during normal business hours between 11:00 a.m. to 4:00 p.m. on all working days upto and including the date of the Meeting.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mr. Chetan Kumar Mathur and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 5 of this Notice.

The Board of Directors recommend the special resolution set out at item no. 5 of this Notice for approval of members of the Company.

Item No. 6

The present term of Mr. Arvind Mehta (DIN: 00215183), as Executive Director will complete on 22nd September, 2021. Accordingly, in terms of the provisions of Sections 2(94), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and considering the knowledge, rich and varied experience of Mr. Arvind Mehta in snacks food industry, the overall performance of the Company during his tenure, the Board of Directors in its meeting held on 28th May, 2021, on recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Arvind Mehta as Executive Director of the Company for another term of five (5) years with effect from 23rd September, 2021 to 22nd September, 2026 subject to the approval of members of the Company. The Board has also approved the remuneration, perquisites, etc. as mentioned in the resolution set out at item no. 6 of this Notice, payable to Mr. Arvind Mehta as Executive Director of the Company based on the recommendation of the Nomination and Remuneration Committee.

Mr. Arvind Mehta has given his consent to act as Executive Director of the Company and is eligible for appointment as Whole-time Director as he fulfils the conditions as specified under Section 196 of the Act and Part I of Schedule V to the Act. Further, as per the intimation/declaration received by the Company, Mr. Arvind Mehta is not disqualified for re-appointment as Director under Section 164 of the Act. Mr. Arvind Mehta is also Chairman of the Board of Directors of the Company.

Mr. Arvind Mehta, as Executive Director shall be considered as Whole-time Director and Key Managerial Personnel pursuant to the provisions of Section 196 and Section 203 of the Act and Rules made thereunder. If at any time the Executive Director ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Executive Director and his appointment shall stand terminated forthwith. The appointment of Executive Director may be terminated either by the Company or by him by giving three months' notice in writing to the other party or the payment of salary in lieu thereof. A draft written memorandum setting out the terms and conditions of employment of Executive

Director is available for inspection by any member at the Registered Office of the Company during normal business hours between 11.00 a.m. to 4.00 p.m. on all working days upto and including the date of the Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Arvind Mehta for the office of Director of the Company.

Brief profile of Mr. Arvind Mehta, including nature of his expertise and shareholding in the Company, etc. is mentioned in 'Annexure-I' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Arvind Mehta has rich and varied experience of the snacks food industry and has contributed in the overall performance and growth of the Company during his tenure as Executive Director. Hence, it will be in the interest of the Company to re-appoint Mr. Arvind Mehta, as Executive Director of the Company.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mr. Arvind Mehta and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 6 of this Notice.

The Board of Directors recommend the special resolution set out at item no. 6 of this Notice for approval of members of the Company.

Item No. 7

The present term of Mr. Amit Kumat (DIN: 02663687), as Managing Director and Chief Executive Officer will complete on 22nd September, 2021. Accordingly, in terms of the provisions of Sections 2(54), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and considering the knowledge, rich and varied experience of Mr. Amit Kumat in snacks food industry, the overall performance of the Company during his tenure, the Board of Directors in its meeting held on 28th May, 2021, on recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Amit Kumat as Managing Director and Chief Executive Officer of the Company for another term of five (5) years with effect from 23rd September, 2021 to 22nd September, 2026 subject to the approval of members of the Company. The Board has also approved the remuneration, perquisites, etc. as mentioned

in the resolution set out at item no. 7 of this Notice, payable to Mr. Amit Kumat as Managing Director and Chief Executive Officer of the Company based on the recommendation of the Nomination and Remuneration Committee.

Mr. Amit Kumat has given his consent to act as Managing Director and Chief Executive Officer of the Company and he is eligible for appointment as Managing Director as he fulfills the conditions as specified under Section 196 of the Act and Part I of Schedule V to the Act. Further, as per the intimation/declaration received by the Company, Mr. Amit Kumat is not disqualified for re-appointment as Director under Section 164 of the Act.

Mr. Amit Kumat, as Managing Director and Chief Executive Officer shall be considered as Key Managerial Personnel pursuant to the provisions of Section 203 of the Act and Rules made thereunder. If at any time the Managing Director and Chief Executive Officer ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Managing Director and Chief Executive Officer and his appointment shall stand terminated forthwith. The appointment of Managing Director and Chief Executive Officer may be terminated either by the Company or by him by giving three months' notice in writing to the other party or the payment of salary in lieu thereof. A draft written memorandum setting out the terms and conditions of employment of Managing Director and Chief Executive Officer is available for inspection by any member at the Registered Office of the Company during normal business hours between 11.00 a.m. to 4.00 p.m. on all working days upto and including the date of the Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Amit Kumat for the office of Director of the Company.

Brief profile of Mr. Amit Kumat, including nature of his expertise and shareholding in the Company, etc. is mentioned in 'Annexure-I' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Amit Kumat has rich and varied experience of the snacks food industry and has contributed in the overall performance and growth of the Company during his tenure as Managing Director and Chief Executive Officer of the Company. Hence, it will be in the interest of the Company to re-appoint Mr. Amit Kumat, as Managing Director and Chief Executive Officer of the Company.

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

The Board of Directors recommend the special resolution set out at item no. 7 of this Notice for approval of members of the Company.

Item No. 8

The present term of Mr. Apoorva Kumat (DIN: 02630764), as Executive Director (Operations) will complete on 1st November, 2021. Accordingly, in terms of the provisions of Sections 2(94), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and considering the knowledge, rich and varied experience of Mr. Apoorva Kumat in snacks food industry, the overall performance of the Company during his tenure, the Board of Directors in its meeting held on 28th May, 2021, on recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Apoorva Kumat as Executive Director (Operations) of the Company for another term of five (5) years with effect from 2nd November, 2021 to 1st November, 2026 subject to the approval of members of the Company. The Board has also approved the remuneration, perquisites, etc. as mentioned in the resolution set out at item no. 8 of this Notice, payable to Mr. Apoorva Kumat as Executive Director (Operations) of the Company based on the recommendation of the Nomination and Remuneration Committee.

Mr. Apoorva Kumat has given his consent to act as Executive Director (Operations) of the Company and is eligible for appointment as Whole-time Director as he fulfills the conditions as specified under Section 196 of the Act and Part I of Schedule V to the Act. Further, as per the intimation/declaration received by the Company, Mr. Apoorva Kumat is not disqualified for re-appointment as Director under Section 164 of the Act.

Mr. Apoorva Kumat, as Executive Director (Operations) shall be considered as Whole-time Director and Key Managerial Personnel pursuant to the provisions of Section 196 and Section 203 of the Act and Rules made thereunder. If at any time the Executive Director (Operations) ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Executive Director (Operations) and his appointment shall stand terminated forthwith. The appointment of Executive Director (Operations) may be terminated either by the Company or by him by giving three months' notice in writing to the other party or the payment of salary in lieu thereof. A draft written memorandum setting out

the terms and conditions of employment of Executive Director (Operations) is available for inspection by any member at the Registered Office of the Company during normal business hours between 11:00 a.m. to 4:00 p.m. on all working days upto and including the date of the Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Apoorva Kumat for the office of Director of the Company.

Brief profile of Mr. Apoorva Kumat, including nature of his expertise and shareholding in the Company, etc. is mentioned in 'Annexure-I' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Apoorva Kumat has rich and varied experience of the snacks food industry and has provided directions to the Company in terms of production, sales and marketing customer retention and overall raising the bar of performance across all parameters, falling under his domain during his tenure as Executive Director (Operations). Hence, it will be in the interest of the Company to re-appoint Mr. Apoorva Kumat, as Executive Director (Operations) of the Company.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mr. Apoorva Kumat and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 8 of this Notice.

The Board of Directors recommend the special resolution as set out at item no. 8 of this Notice for approval of members of the Company.

By Order of the Board of Directors
For **Prataap Snacks Limited**

Om Prakash Pandey
Company Secretary and Compliance Officer

Registered Office:

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

Place: Indore

Date: 28th May, 2021

ANNEXURE – I

Details as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) of Directors seeking re-appointment at the Annual General Meeting as referred to in the Notice

Name of Director	Mr. Chetan Kumar Mathur	Mr. Arvind Mehta	Mr. Amit Kumar	Mr. Apoorva Kumart
DIN	00437558	00215183	02663687	02630764
Date of Birth	30 th August, 1961	31 st August, 1967	10 th April, 1969	23 rd June, 1968
Age	59 years	53 years	52 years	53 years
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	7 th August, 2018	12 th May, 2011	12 th May, 2011	2 nd November, 2018
Qualifications & Experience (including nature of expertise in specific functional areas)/brief resume	Mr. Chetan Kumar Mathur holds a bachelor's degree in Commerce and a Chartered Accountant. He has around 32 years of experience in Food & Beverages industry and worked with Pepsi Co India for more than 23 years. He has also strong operating experience in leadership roles in finance in the consumer goods industry.	Mr. Arvind Mehta holds a bachelor's degree in commerce from Devi Ahilya Vishwavidyalaya. He has over 32 years of experience in real estate business along with over 18 years of experience in snacks food industry and in the financing business.	Mr. Amit Kumar holds a master's degree in science from the University Southwestern Louisiana. He has over 25 years of experience in snacks food industry.	Mr. Apoorva Kumart holds a bachelor's degree in Commerce from Devi Ahilya Vishwavidyalaya. He has over 25 years of experience in snacks food industry.
Number of Shares held in the Company, including shares held as a beneficial owner	Nil	5,59,684	5,81,848	5,54,145
List of Directorships held in other companies	Director a) Mahindra HZPC Private Limited b) Traktion Solutions Private Limited c) Rumi's Kitchen Management Private Limited d) IHealthclinics Technology Private Limited e) R/C 2ndInnings Advisory Private Limited f) Risk Educators Private Limited g) Spetz Health & Wellbeing Private Limited	Director a) Prakash Snacks Private Limited b) Orange Infracon Private Limited c) Avadh Snacks Private Limited d) Red Rotopack Private Limited	Director a) Avadh Snacks Private Limited b) Red Rotopack Private Limited	Director a) Nishanta Environmental Technology Company Limited b) Jum Health 365 Private Limited (formerly known as IMT Foods Private Limited)
Chairman/Member of the Committees of the Boards of Company(s) in which he is a Director	Chairman Prataap Snacks Limited: a) Audit Committee b) Risk Management Committee Member Prataap Snacks Limited: a) Nomination and Remuneration Committee Mahindra HZPC Private Limited: a) Audit Committee	Member Prataap Snacks Limited: a) Stakeholders Relationship Committee b) Corporate Social Responsibility Committee Avadh Snacks Private Limited: a) Audit Committee b) Nomination and Remuneration Committee	Member Prataap Snacks Limited: a) Corporate Social Responsibility Committee b) Risk Management Committee Avadh Snacks Private Limited: a) Audit Committee b) Nomination and Remuneration Committee	Nil

Name of Director	Mr. Chetan Kumar Mathur	Mr. Arvind Mehta	Mr. Amit Kumar	Mr. Apoorva Kumar
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	He is brother of Mr. Apoorva Kumar, Executive Director (Operations) of the Company.	He is brother of Mr. Amit Kumar, Managing Director and Chief Executive Officer of the Company.
Number of Meetings of Board of Directors attended during the year ended 31 st March, 2021	5	4	4	5
Terms and conditions of re-appointment	Re-appointment as an Independent Director, not liable to retire by rotation on the terms and conditions as mentioned in the resolution at item no. 5 and its explanatory statement.	Re-appointment as Executive Director, liable to retire by rotation on the terms and conditions as mentioned in the resolution at item no. 6 and its explanatory statement.	Re-appointment as Managing Director and Chief Executive Officer, not liable to retire by rotation on the terms and conditions as mentioned in the resolution at item no. 7 and its explanatory statement.	Re-appointment as Executive Director (Operations), liable to retire by rotation on the terms and conditions as mentioned in the resolution at item no. 8 and its explanatory statement.
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	Last Remuneration drawn: ₹ 12.84 lakhs.	Last Remuneration drawn: ₹ 67.50 lakhs. For remuneration proposed to be paid, kindly refer the resolution at item no. 6 and its explanatory statement.	Last Remuneration drawn: ₹ 67.50 lakhs. For remuneration proposed to be paid, kindly refer the resolution at item no. 7 and its explanatory statement.	Last Remuneration drawn: ₹ 67.50 lakhs. For remuneration proposed to be paid, kindly refer the resolution at item no. 8 and its explanatory statement.

By Order of the Board of Directors
For **Prataap Snacks Limited**

Om Prakash Pandey
Company Secretary and Compliance Officer

Registered Office:

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

Place: Indore

Date: 28th May, 2021