

Independent Auditor's Review Report on the Quarterly Unaudited Standalone and Year to Date Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to

The Board of Directors

Prataap Snacks Limited (formerly known as 'Prataap Snacks Private Limited')

1. We have reviewed the accompanying statement of unaudited standalone financial results of Prataap Snacks Limited (formerly known as 'Prataap Snacks Private Limited') (the 'Company') for the quarter ended June 30, 2019 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulation') as amended, read with SEBI Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 (the Circular").
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.



SRBC & CO LLP

Chartered Accountants

5. As described in note 4 of the standalone financial results, pursuant to the approval of Scheme of Amalgamation by Hon'ble National Company Law Tribunal, Pure N Sure Food Bites Private Limited (PNSFBPL), a wholly owned subsidiary, has been amalgamated with the Company effective April 1, 2019. As per the requirements of Appendix C of Ind AS 103, 'Business Combination of entities under common control', prior period figures have been restated as if the amalgamation has occurred from beginning of prior period. The financial results of PNSFBPL included in the prior periods of Company's financial results, comprising of total revenue of INR 101.69 lakhs and INR 788.15 lakhs for the quarter ended June 30, 2018 and March 31, 2019 respectively and INR 2,330.88 lakhs for the year ended March 31, 2019 and loss after tax of INR 141.85 lakhs and INR 53.36 lakhs for the quarter ended June 30, 2018 and March 31, 2019 respectively and INR 259.97 lakhs for the year ended March 31, 2019 has been reviewed / audited by predecessor auditor who expressed an unmodified opinion on those financial information. Our conclusion on the Statement is not modified in respect of the above matter.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm registration number: 324982E/E300003



per Abhishek Agarwal
Partner

Membership No.: 112773
UDIN: 19112773AAAAEW6428
Indore
August 9, 2019





Prataap Snacks Limited
(Formerly known as Prataap Snacks Private Limited)
Registered and Corporate Office: Khasra No. 378/2, Nemawar Road,
Near Makrand House, Indore, Madhya Pradesh, 452020, India
Tel: (91 731) 243 9999; Fax: (91 731) 243 7605;
CIN: L15311MP2009PLC021746

E-mail: complianceofficer@yellowdiamond.in, Website : www.yellowdiamond.in
Unaudited Standalone Financial Results for the Quarter Ended 30 June 2019

(INR in lakhs except as stated)

| Particulars | Quarter ended | | | Year Ended |
|---|------------------|---------------------------------|-----------------------------|---------------------------|
| | 30.06.2019 | 31.03.2019 | 30.06.2018 | 31.03.2019 |
| | Unaudited | Audited (Refer Note 3 and 6) | Unaudited (Refer Note 6) | Audited (Refer Note 6) |
| I Revenue from operations | | | | |
| Sales / Income from operations | 28,897.63 | 26,479.97 | 26,711.80 | 1,08,589.92 |
| Other operating income | 185.72 | 169.81 | 149.09 | 644.41 |
| II Other income | 212.76 | 169.06 | 365.31 | 1,076.83 |
| III Total Income (I+ II) | 29,296.11 | 26,818.84 | 27,226.20 | 1,10,311.16 |
| IV Expenses | | | | |
| (a) Cost of materials consumed (refer Note 4) | 20,155.73 | 17,667.24 | 18,325.77 | 74,220.83 |
| (b) Purchases of stock-in-trade | 283.32 | 202.39 | 351.40 | 1,153.64 |
| (c) Changes in inventories of finished goods and stock-in-trade | (430.11) | 542.31 | (32.34) | 74.11 |
| (d) Employee benefits expense | 1,145.89 | 934.29 | 984.44 | 3,910.47 |
| (e) Finance costs (refer Note 4) | 207.31 | 51.11 | 9.14 | 78.12 |
| (f) Depreciation and amortisation expense (refer Note 4) | 1,219.41 | 792.10 | 761.57 | 3,146.72 |
| (g) Other expenses (refer Note 4) | 5,460.27 | 5,322.90 | 5,421.23 | 22,074.88 |
| Total Expenses | 28,041.82 | 25,512.34 | 25,821.21 | 1,04,658.77 |
| V Profit before tax (II - IV) | 1,254.29 | 1,306.50 | 1,404.99 | 5,652.39 |
| VI Tax expense | | | | |
| (a) Current tax | 259.69 | 270.47 | 356.84 | 1,321.96 |
| (b) Deferred tax | 9.32 | (337.90) | 10.09 | (130.80) |
| VII Net Profit for the period (V-VI) | 985.28 | 1,373.93 | 1,038.06 | 4,461.23 |
| VIII Other Comprehensive Income (OCI) | | | | |
| (a) Items that will not be reclassified to profit or loss | 4.80 | 6.67 | 2.59 | 14.84 |
| (b) Income tax relating to above | (1.68) | (2.34) | (0.90) | (5.19) |
| IX Total Comprehensive Income for the period (VII+ VIII) | 988.40 | 1,378.26 | 1,039.75 | 4,470.88 |
| X Paid-up equity share capital - Face value INR 5 each | 1,172.65 | 1,172.65 | 1,172.65 | 1,172.65 |
| XI Other equity | | | | 54,949.75 |
| XII Earnings per share of INR 5 each (Not annualised) | | | | |
| Basic - INR | 4.20 | 5.86 | 4.43 | 19.02 |
| Diluted - INR | 4.20 | 5.86 | 4.43 | 19.02 |

Notes:

- The above standalone financial results of the Company have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 9 August 2019.
- The Company has only one reportable segment namely 'Snacks Food'. Accordingly, no separate segment information has been provided.
- The figures of the quarter ended 31 March 2019 are balancing figures between audited figures in respect of the financial year and the unaudited published year-to-date figures upto 31 December 2018 for respective years which were subjected to limited review.





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 (Formerly known as Prataap Snacks Private Limited)
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 CIN: L15311MP2009PLC021746
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 Unaudited Standalone Financial Results for the Quarter Ended 30 June 2019

(INR in lakhs except as stated)

Notes (Cont'd.):

4 The Company has adopted Ind AS 116 Leases using modified retrospective approach under which the cumulative effect of initial application is recognised as at 1 April 2019. On adoption of Ind AS 116, the Company recognised 'Right-of-use' assets amounting to INR 6,627.46 lakhs (including reclassification of lease prepayment from other assets amounting to INR 99.54 lakhs) and lease liabilities amounting to INR 6,527.92 lakhs as at 1 April 2019. There is no impact on retained earnings as at 1 April 2019. Had the Company continued to apply previous lease accounting standard, finance cost and depreciation expense for the quarter would have been lower by INR 165.47 lakhs and INR 398.07 lakhs respectively and other expenses, cost of materials consumed and profit before tax for the quarter would have been higher by INR 404.40 lakhs, INR 36.64 lakhs and INR 122.50 lakhs respectively.

5 Utilisation of proceeds (including Pre-IPO) as at 30 June 2019 is as follows:

(INR in lakhs)

| Particulars | Planned utilisation | Utilised upto 30 June 2019 | Unutilised upto 30 June 2019 |
|---|---------------------|-------------------------------|---------------------------------|
| Repayment/pre-payment of borrowings | 5,098.20 | 5,098.20 | - |
| Funding capital expenditure requirements | 2,747.80 | 954.50 | 1,793.30 |
| Investment in subsidiary for repayment/pre-payment of borrowing | 2,937.00 | 2,937.00 | - |
| Marketing and brand building activities | 4,000.00 | 2,049.92 | 1,950.08 |
| General corporate purposes | 5,012.90 | 5,012.90 | - |
| Acquisition | 3,952.00 | 3,952.00 | - |
| Total | 23,747.90 | 20,004.52 | 3,743.38 |

Balance proceeds of INR 3,743.38 lakhs have been deposited with scheduled commercial banks as at 30 June 2019.

6 Pursuant to approval of scheme of amalgamation by Hon'ble National Company Law Tribunal Pure N Sure Food Bites Private Limited, a wholly owned subsidiary, has been amalgamated with the Company effective 1 April 2019. The amalgamation has been accounted using 'Pooling of interest method'. Prior period figures have been restated as if the amalgamation had occurred from the beginning of previous period as per the requirements of Appendix C to Ind AS 103, Business Combination of entities under common control.

7 The Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 9 August 2019 have granted 3,47,000 Stock Appreciation Rights ('SAR') to eligible employees of the Company and its subsidiaries under Prataap Employees Stock Appreciation Rights Plan 2018 ('ESAR') approved by the shareholders in Annual General Meeting held on 28 September 2018. Under the ESAR, eligible employees will be entitled to receive equity shares of the Company on vesting of SAR units, equivalent to the difference between the grant price (INR 775.00 per share) and the market price of the shares on the date of vesting subject to terms and conditions specified in the ESAR.



For and on behalf of the Board of Directors of
Prataap Snacks Limited

Arvind Mehta
Chairman and
Executive Director
DIN - 00215183


Amit Kumar
Managing Director and
Chief Executive Officer
DIN - 02663687

Place: Indore
Date: 9 August 2019

Independent Auditor's Review Report on the Quarterly Unaudited Consolidated and Year to Date Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
Prataap Snacks Limited (formerly known as 'Prataap Snacks Private Limited')

1. We have reviewed the accompanying Statement of unaudited Consolidated Financial Results of Prataap Snacks Limited (formerly known as 'Prataap Snacks Private Limited') ("the Parent") and its subsidiaries and controlled trust (the Parent, its subsidiaries and controlled trust together referred to as 'the Group') for the quarter ended June 30, 2019 (the "Statement") attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Regulation"), read with SEBI Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 ("the Circular").
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India read with the Circular. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.

4. The Statement includes the results of the following entities:
 - (i) Subsidiaries - Avadh Snacks Private Limited and Red Rotopack Private Limited
 - (ii) Controlled Trust - Prataap Snacks Employee Welfare Trust
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standard specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.



S R B C & CO LLP

Chartered Accountants

6. We did not review the interim financial results of subsidiaries, included in the consolidated unaudited financial results, whose interim financial results reflect total revenues of Rs.4,159.02 lakhs, total net profit after tax of Rs. 160.10 lakhs and total comprehensive income of Rs. 160.10 lakhs, for the quarter ended June 30, 2019, as considered in the consolidated unaudited financial results. These interim financial results have been reviewed by other auditors, whose reports have been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of the other auditors and procedures performed by us as stated in paragraph 3 above. Our conclusion on the Statement is not modified in respect of the above matter.
7. The accompanying unaudited consolidated financial results includes unaudited interim financial information in respect of a controlled trust, which have not been reviewed by their auditors, whose interim financial information reflect total revenues of Rs. 37.80 lakhs, total net profit after tax of Rs. 2.39 lakhs and total comprehensive income of Rs. 2.39 lakhs, for the quarter ended June 30, 2019, as considered in the unaudited consolidated financial results. These unaudited financial information have been approved and furnished to us by the management. Our conclusion, in so far as it relates to the affairs of the controlled trust, is based solely on such unaudited financial statement and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial information are not material to the Group. Our conclusion on the Statement is not modified in respect of the above matter.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm registration number: 324982E/E300003



per Abhishek Agarwal
Partner

Membership No.: 112773

UDIN: 19112773AAAAEX8053

Indore

August 9, 2019





Prataap Snacks Limited
(Formerly known as Prataap Snacks Private Limited)
Registered and Corporate Office: Khasra No. 378/2, Nemawar Road,
Near Makrand House, Indore, Madhya Pradesh, 452020, India
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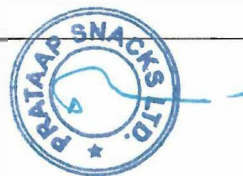
E-mail: complianceofficer@yellowdiamond.in, Website: www.yellowdiamond.in
Unaudited Consolidated Financial Results for the Quarter ended 30 June 2019

(INR in lakhs except as stated)

| Particulars | Quarter ended | | Year Ended | |
|---|------------------|---------------------------|------------------|--------------------|
| | 30.06.2019 | 31.03.2019 | 30.06.2018 | 31.03.2019 |
| | Unaudited | Audited (Refer Note 3) | Unaudited | Audited |
| I Revenue from operations | | | | |
| Sales/ Income from operations | 32,904.45 | 30,473.74 | 26,711.80 | 1,16,407.06 |
| Other operating income | 194.96 | 179.30 | 149.09 | 653.90 |
| II Other income | 215.57 | 173.32 | 366.35 | 1,093.24 |
| III Total Income (I+ II) | 33,314.98 | 30,826.36 | 27,227.24 | 1,18,154.20 |
| IV Expenses | | | | |
| (a) Cost of materials consumed (refer Note 4) | 23,512.51 | 21,105.07 | 18,325.77 | 80,919.25 |
| (b) Purchases of stock-in-trade | 261.84 | 74.60 | 351.40 | 1,108.01 |
| (c) Changes in inventories of finished goods and stock-in-trade | (439.41) | 588.23 | (32.34) | 15.03 |
| (d) Employee benefits expense | 1,286.10 | 1,078.13 | 984.41 | 4,153.60 |
| (e) Finance costs | 208.02 | 52.01 | 9.14 | 85.77 |
| (f) Depreciation and amortisation expense (refer Note 4) | 1,528.30 | 1,102.71 | 761.58 | 3,763.62 |
| (g) Other expenses (refer Note 4) | 5,757.22 | 5,577.41 | 5,421.23 | 22,542.95 |
| Total Expenses | 32,114.58 | 29,578.16 | 25,821.19 | 1,12,588.23 |
| V Profit before tax (III - IV) | 1,200.40 | 1,248.20 | 1,406.05 | 5,565.97 |
| VI Tax expense | | | | |
| (a) Current tax | 312.84 | 308.07 | 356.84 | 1,414.18 |
| (b) Deferred tax | (77.75) | (430.48) | 10.09 | (312.34) |
| VII Net Profit for the period (V - VI) | 965.31 | 1,370.61 | 1,039.12 | 4,464.13 |
| VIII Other Comprehensive Income (OCI) | | | | |
| (a) Items that will not be reclassified to profit or loss | 4.80 | 10.93 | 2.59 | 19.10 |
| (b) Income tax relating to above | (1.68) | (3.82) | (0.90) | (6.67) |
| IX Total Comprehensive Income for the period (VII+ VIII) | 968.43 | 1,377.72 | 1,040.81 | 4,476.56 |
| X Paid-up equity share capital - Face value INR 5 each | 1,172.65 | 1,172.65 | 1,172.65 | 1,172.65 |
| XI Other equity | | | | 54,963.06 |
| XII Earnings per share of INR 5 each (Not annualised) | | | | |
| Basic- INR | 4.12 | 5.84 | 4.43 | 19.03 |
| Diluted- INR | 4.12 | 5.84 | 4.43 | 19.03 |

Notes:

- The above consolidated financial results of the Group have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 9 August 2019.
- The Group has only one reportable segment namely 'Snacks Food'. Accordingly, no separate segment information has been provided.
- The figures of the quarter ended 31 March 2019 are balancing figures between audited figures in respect of the financial year and the unaudited published year-to-date figures upto 31 December 2018 for respective years which were subjected to limited review.
- The Group has adopted Ind AS 116 Leases using modified retrospective approach under which the cumulative effect of initial application is recognised as at 1 April 2019. On adoption of Ind AS 116, the Group recognised 'Right-of-use' assets amounting to INR 6,627.46 lakhs (including reclassification of lease prepayment from other assets amounting to INR 99.54 lakhs) and lease liabilities amounting to INR 6,527.92 lakhs as at 1 April 2019. There is no impact on retained earnings as at 1 April 2019. Had the Group continued to apply previous lease accounting standard, finance cost and depreciation expense for the quarter would have been lower by INR 165.47 lakhs and INR 398.07 lakhs respectively and other expenses, cost of materials consumed and profit before tax for the quarter would have been higher by INR 404.40 lakhs, INR 35.64 lakhs and INR 122.50 lakhs respectively.





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Unaudited Consolidated Financial Results for the Quarter ended 30 June 2019

(INR in lakhs except as stated)

Notes (Cont'd.):

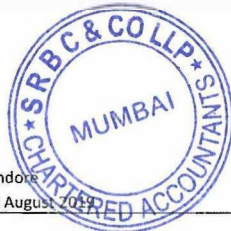
- 5 Utilisation of proceeds (including Pre-IPO) as at 30 June 2019 is as follows:

| Particulars | (INR in lakhs) | | |
|---|---------------------|----------------------------|------------------------------|
| | Planned utilisation | Utilised upto 30 June 2019 | Unutilised upto 30 June 2019 |
| Repayment/pre-payment of borrowings | 5,098.20 | 5,098.20 | - |
| Funding capital expenditure requirements | 2,747.80 | 954.50 | 1,793.30 |
| Investment in subsidiary for repayment/pre-payment of borrowing | 2,937.00 | 2,937.00 | - |
| Marketing and brand building activities | 4,000.00 | 2,049.92 | 1,950.08 |
| General corporate purposes | 5,012.90 | 5,012.90 | - |
| Acquisition | 3,952.00 | 3,952.00 | - |
| Total | 23,747.90 | 20,004.52 | 3,743.38 |

Balance proceeds of INR 3,743.38 lakhs have been deposited with scheduled commercial banks as at 30 June 2019.

- 6 Pursuant to approval of scheme of amalgamation by Hon'ble National Company Law Tribunal Pure N Sure Food Bites Private Limited (PNSFBPL), a wholly owned subsidiary, has been amalgamated with the Holding Company effective 1 April 2019. The amalgamation of PNSFBPL did not have any impact on the consolidated financial results of the Group.
- 7 The Nomination and Remuneration Committee of the Board of Directors of the Holding Company at its meeting held on 9 August 2019 have granted 3,47,000 Stock Appreciation Rights ('SAR') to eligible employees of the Group under Prataap Employees Stock Appreciation Rights Plan 2018 ('ESAR') approved by the shareholders in Annual General Meeting held on 28 September 2018. Under the ESAR, eligible employees will be entitled to receive equity shares of the Holding Company on vesting of SAR units, equivalent to the difference between the grant price (INR 775.00 per share) and the market price of the shares on the date of vesting subject to terms and conditions specified in the ESAR.
- 8 The audited standalone financial results for the quarter ended 30 June 2019 are available on the Company's website i.e. www.yellowdiamond.in under Investor Information section and on the stock exchange websites i.e. www.bseindia.com and www.nseindia.com. The key standalone financial information are as under:

| Particulars | Quarter ended | | | Year Ended |
|-------------------------------|---------------|---------------------------|------------|-------------|
| | 30.06.2019 | 31.03.2019 | 30.06.2018 | 31.03.2019 |
| | Unaudited | Audited (Refer Note 3) | Unaudited | Audited |
| Total revenue from operations | 29,083.35 | 26,649.78 | 26,860.89 | 1,09,234.33 |
| Profit before tax | 1,254.29 | 1,306.50 | 1,404.99 | 5,652.39 |
| Profit after tax | 985.28 | 1,373.93 | 1,038.06 | 4,461.23 |



For and on behalf of the Board of Directors of
Prataap Snacks Limited

Arvind Mehta
Chairman and
Executive Director
DIN - 00215183

Amit Kumar
Managing Director and
Chief Executive Officer
DIN - 02663687

Place: Indore
Date: 9 August, 2019