Date: September 6, 2018

To
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051
Symbol: DIAMONDYD

To,
The Secretary,
Listing Department,
BSE Limited,
1st Floor, P.J. Towers,
Dalal Street,
Mumbai- 400 001
Security Code: 540724
Security ID: DIAMONDYD

Sub: Notice of 9th Annual General Meeting ("AGM") of the Company, intimation of Book closure, Cut-off date and E-voting period

Dear Sir/ Madam,

Pursuant to Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith notice of 9th AGM of members of the Company scheduled to be held on Friday, September 28, 2018 at 11:00 A.M. at The Grand Bhagwati Palace, Omaxe City, Bypass Road, Mayakhedi, Indore – 452 016 Madhya Pradesh, India for the year ended 31st March, 2018.

Further pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 21, 2018 to Friday, September 28, 2018 (both date inclusive).

Further, the company has fixed Thursday, September 20, 2018 as the cut-off date to ascertain the eligibility of the Members entitled to vote electronically ("remote e-voting") or avail the voting facility at the AGM. The Company has engaged Central Depository Services Limited ("CDSL") to provide remote e-voting facility to Members.

Further the Annual Report for the financial year 2017-18 is uploaded on the website of the company viz. http://www.yellowdiamond.in/investor-relations/.

Further in order to comply with the requirements of Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report for the financial year 2017- 18 will be filed with the Stock Exchanges after it is approved and adopted by the Members of the Company at the AGM.

Thanking you,
Yours truly,
For **Prataap Snack Limited**

Rishabh Kumar Jain
Company Secretary & Compliance Officer
Place: Indore

PRATAAP SNACKS LTD.

Enclosure: As above

NOTICE

9th ANNUAL GENERAL MEETING

CIN: L15311MP2009PLC021746
Registered and Corporate Office: Khasra No. 378/2, Nemawar Road, Near Makrand House,
Dist. Indore – 452020 (M.P.) India. **Tel:** (91 731) 243 9999; **Fax:** (91 731) 243 7605
E-mail: complianceofficer@yellowdiamond.in, **Website:** www.yellowdiamond.in

NOTICE is hereby given that the Ninth Annual General Meeting (AGM) of the members of Prataap Snacks Limited (the "Company") will be held on Friday, September 28, 2018 at 11:00 A.M. at The Grand Bhagwati Palace, Omaxe City, Bypass Road, Mayakhedi, Indore – 452 016 Madhya Pradesh, India, 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 March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon;

   b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Auditors thereon.

2. To declare dividend for the financial year ended March 31, 2018.

3. To appoint a Director in place of Mr. Arvind Mehta (DIN: 00215183), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

4. To consider the ratification of appointment of M/s. S R B C & Co. LLP, Chartered Accountants, (Firm Registration No.: 324982E/E300003) as the Statutory Auditors of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the corresponding provisions of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the Members at the 5th Annual General Meeting of the Company held on August 7, 2014, appointing M/s. S R B C & Co. LLP, Chartered Accountants, (Firm Registration No.: 324982E/E300003) as the Statutory Auditors of the Company to hold office until the conclusion of the 10th Annual General Meeting; consent of the Members of the Company be and is hereby accorded to ratify the appointment of M/s. S R B C & Co. LLP, as the Statutory Auditors of the Company to hold office from the conclusion of this 9th Annual General Meeting till the conclusion of the 10th Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS

5. Revision in remuneration of Mr. Apoorva Kumat, President-Operations

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

   "**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum of Association and Articles of Association of the Company based on the recommendation of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Apoorva Kumat, relative of Mr. Amit Kumat, Managing Director and Chief Executive officer of the Company with effective from January 1, 2018, as set out in the Explanatory statement annexed to the Notice convening this Annual General Meeting."

   FURTHER RESOLVED THAT Mr. Apoorva Kumat shall also be eligible for all other benefits including medical benefits, group medical insurance, gratuity, leave encashment, promotion, incentive / performance linked bonus and other

benefits as per the policy of the Company, applicable to other employees of the Company under similar cadre/grade.

FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolutions."

6. Variation in terms of Objects of the Issue

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13 and 27 of the Companies Act 2013, read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded to vary the terms referred to in the prospectus dated September 27, 2017 (the '**Prospectus**') in relation to the terms of utilization of the proceeds received from the initial public offering of equity shares (the '**IPO**') made in pursuance of the Prospectus and utilize such proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice;

"**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the 'Board', which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution."

7. Approval of 'Prataap Employees Stock Appreciation Rights Plan 2018'

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members' of the Company be and are hereby accorded respectively to the introduction and implementation of "Prataap Employees Stock Appreciation Rights Plan 2018" ("ESARP 2018"/ "Plan") and authorizing the Board of Directors of the Company *(hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations)* to create and grant from time to time, in one or more tranches, such number of employee stock appreciation rights ("ESARs"), to or for the benefit of such person(s) who are in permanent employment of the Company within the meaning of ESARP 2018, including any director, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under ESARP 2018, exercisable into not more than 3,51,000 (Three lakhs fifty one thousand) equity shares of face value of ₹ 5/- (Rupees Five) each fully paid-up, where one ESAR upon exercise shall entitle for lesser than one equity share of the Company to be issued on such terms and conditions, as may be determined in accordance with the provisions of the ESARP 2018 and in due compliance with the applicable laws and regulations including SEBI SBEB Regulations."

"**FURTHER RESOLVED THAT** the equity shares so issued and allotted as mentioned herein before shall rank pari passu with the then existing equity shares of the Company."

"**FURTHER RESOLVED THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the ESAR grantees for the purpose of making a fair and reasonable adjustment to the ESARs granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

"**FURTHER RESOLVED THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the ESAR grantees under the plans shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees."

"**FURTHER RESOLVED THAT** the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted under the ESARP 2018 on the stock exchanges, where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws."

"**FURTHER RESOLVED THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESARP 2018."

"**FURTHER RESOLVED THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESARP 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESARP 2018 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB Regulations and any other applicable laws in force."

"**FURTHER RESOLVED THAT** the Board, be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of ESARP 2018 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

"**FURTHER RESOLVED THAT** Board be and is hereby authorised to delegate all or any of the power herein conferred to any committee of Directors."

8. To approve grant of employee stock appreciation rights to the employees/Directors of the Subsidiary Company(ies) of the Company under Prataap Employees Stock Appreciation Rights Plan 2018.

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members' of the Company be and are hereby accorded authorizing the Board of Directors of the Company *(hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations)*, to create, offer and grant from time to time, in one or more tranches, such number of employee stock appreciation rights ("ESARs") under 'Prataap Employees Stock Appreciation Rights Plan 2018' ("ESARP 2018"/ "Plan") within the limit prescribed therein

to or for the benefit of the permanent employees including Directors (other than Promoter(s), Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), of any subsidiary company(ies) of the Company whether in or outside India as may be decided under ESARP 2018, exercisable into corresponding number of equity shares of face value of ₹ 5/- (Rupees Five) each fully paid-up, where one ESAR upon exercise shall entitle for lesser than one equity share of the Company to be issued, on such terms and conditions, as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations."

9. Appointment of Mr. Chetan Kumar Mathur (DIN 00437558) as an Independent Director:

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

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, Mr. Chetan Kumar Mathur (DIN 00437558) who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from August 7, 2018 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2018-19 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of which the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

"**FURTHER RESOLVED THAT** the Board is hereby authorized to make suitable entries in the statutory registers and all other relevant records and to do all other acts and deeds necessary for completing and updating the records of the Company in respect of the appointment of Mr. Chetan Kumar Mathur;

"**FURTHER RESOLVED THAT** for the purposes of giving effect to the above resolution, any of the director of the Company, be and is hereby authorized to file all required filings under applicable statues, laws and regulations, including appointment of director with the ROC and perform all such acts, deeds and things as may be required under applicable statutes, laws and regulations."

By and on behalf of the Board of
Prataap Snacks Limited

Place: Indore
Date: August 22, 2018

Rishabh Kumar Jain
Company Secretary

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the special business under Item No. 5 to Item No. 9 of the Notice is annexed hereto.

2. Relevant documents referred to in this Notice and the explanatory statement are available for inspection at the registered office of the Company during business hours on all working days except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting ("Meeting") i.e. Friday, September 28, 2018.

3. In terms of Section 152 of the Act, Mr. Arvind Mehta (DIN: 00215183), Director, retires by rotation at the ensuing Meeting and being eligible has offered himself for re-appointment. Accordingly, a brief profile of Mr. Arvind Mehta and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of Secretarial Standards 2 issued by the Institute of Company Secretaries of India is provided in the Annexure I, forming part of this notice.

4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

5. The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed, signed and stamped not less than 48 HOURS before the commencement of the Meeting **(i.e. on or before September 26, 2018, 11:00 a.m. IST)**. A proxy form for the Meeting is enclosed.

6. Pursuant to Section 105 of the Act, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate, not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a Member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.

7. Non-individual Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution/Letter of Authority, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agent.

8. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.

9. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with conclusion of the Meeting, a Member can inspect the proxies lodged at any time during business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

10. The proxy-holder shall provide identity proof at the time of attending the Meeting.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be made available for inspection by the Members at the Meeting.

13. Members who hold shares in demat form are requested to direct any change of address/bank mandate to their respective Depository Participant. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividend.

14. Members holding shares in physical form are requested to notify/send any change in their address/bank mandate to the Company's Registrar and Transfer Agent at:

    Karvy Computershare Private Limited,
    Karvy Selenium Tower B, 31-32,
    Financial District, Nanakramguda,
    Gachibowli, Hyderabad - 500 032.
    E-mail: einward.ris@karvy.com
    Website: https://karisma.karvy.com

    Members may also address all other correspondences to the Registrar and Transfer Agent at the address mentioned above.

15. Members may update their e-mail address with the concerned Depository Participant for the shares held in demat mode and for the shares held in physical mode, Members may update the e-mail address with the Company's Registrar and Share Transfer Agent by sending an e-mail at einward.ris@karvy.com.

16. Members / proxies / authorised representatives should bring duly filled Attendance Slip enclosed herewith along with a valid identify proof such as PAN card, passport, AADHAAR card, or driving license to enter the venue and attend the Meeting.

17. Members seeking any information or clarification on the Annual Report 2017-18 are requested to send written queries to the Company, at least twenty four hours before the date of the Meeting to enable the Company to compile the information and provide replies at the Meeting.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in demat form are, therefore requested to submit their PAN to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent.

19. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agent. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

20. Members who wish to claim dividends that remain unclaimed/ unpaid are requested to write to the Company's Registrar and Transfer Agent (at details mentioned herein) or the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends that are not claimed or remain unpaid for seven years from the date of transfer to the Company's unpaid dividend account will be / is transferred to the Investor Education and Protection Fund (IEPF). **Further, equity shares in respect whereof dividend remains unclaimed / unpaid for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act read with Rules notified thereunder, as may be amended from time to time.**

21. The Company does not give gifts, gift coupons or cash in lieu of gifts to its Members and also does not offer its products at discounted rates. The Company also does not organize any plant visits for its Members. However, the Company is committed to the Members' wealth maximization through superior performance reflected in corporate benefits like dividend and increased market capitalization.

22. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder, Companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Accordingly, the Notice of the Meeting along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless a Member has requested for a physical copy of the same. For Members who have not registered their e mail addresses, physical copies are being sent through permitted modes.

23. Members may note that the Notice of the Meeting and the Annual Report 2017-18 is available on the Company's website www.yellowdiamond.in and also on the website of Central Depository Services (India) Ltd (CDSL) i.e. www.evotingindia.com.The physical copies of the same will also be available at the Company's registered office for inspection during the business hours on working days except Saturdays, Sundays and public holidays up to the date of the Meeting i.e. September 28, 2018.

24. Pursuant to Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a facility is provided to the Members to cast their votes using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") in respect of the resolutions proposed in the accompanying Notice.

25. A facility for voting by Poll or otherwise will also be made available to the Members attending the Meeting and who have not already cast their votes by remote e-voting prior to the Meeting. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes at the meeting.

26. **Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Thursday, September 20, 2018. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e. Thursday, September 20, 2018, only shall be entitled to avail the facility of remote e-voting provided at the Meeting.**

27. **The remote e-voting period commences on Monday, September 24, 2018 from 10:00 a.m. IST and ends on Thursday, September 27, 2018 at 5:00 p.m. IST. During this period Members holding shares either in physical form or in dematerialized form, as on Thursday, September 20, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**

28. **Voting Results**

    The Board of Directors of the Company has appointed Mr Ritesh Gupta and in his absence Mr. Burhanuddin Ali Husain Maksi Wala or Mr. Mohammed Sohail of M/s Ritesh Gupta & Co., Practicing Company Secretaries, Indore, as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner.

29. The Scrutinizer shall immediately after the conclusion of voting at the Meeting will first count the votes cast at the Meeting and 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 make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

30. Once declared, the results along with the consolidated Scrutinizer's report shall be placed on the Company's website www.yellowdiamond.in and on the website of CDSL www.evotingindia.com.

    The Company shall also forward the results to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

31. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, September 28, 2018.

32. The instructions for remote e-voting are enclosed.

33. Any person becoming a Member of the Company after the dispatch of the Notice of the Meeting and holds shares as on the cut-off date i.e. Thursday, September 20, 2018, can exercise their voting rights through remote e-voting by following the instructions listed hereinabove or by voting facility provided at the meeting.

34. Route Map showing direction to reach the venue of the Meeting is enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mr. Apoorva Kumat is President – Operations in our Company. He has been with our Company since April 1, 2012. He holds a bachelor's degree in commerce from Indore Christian College, Indore. Prior to joining our Company, he was associated with Prakash Snacks, our Group Company, and Hello Agro Food Products Limited, and has several years of experience in the snack foods industry. Mr. Apoorva Kumat had provided direction in terms of production, sales and marketing, customer retention, enriched services and overall raising the bar of performance across all parameters, falling under his domain. The Company has realized immense benefit in terms of revenue enhancement, customer satisfaction and increasing its market share despite stiff competition.

Mr. Apoorva Kumat, as President – Operations has been contributing immensely towards the growth and performance of the Company. He has been instrumental in finalizing the Business strategies which has given the required traction to the Company. The Board of Directors of the Company, upon consideration of the performance of Mr. Apoorva Kumat and the fact that the last revision of Mr. Apoorva Kumat's remuneration was done in Extra Ordinary General Meeting of the members held on December 21, 2015, subject to your approval, at its meeting held on December 13, 2017 approved the revision in the remuneration of Mr. Apoorva Kumat, with effect from January 1, 2018. The said increase in remuneration, has also been duly approved by the Nomination and Remuneration Committee at its meeting held on December 13, 2017.

During his current tenure as President – Operations Mr. Apoorva Kumat has assisted the Managing Director and Chief Executive Officer of the Company in various facets of operations under his elevated role. He has been deeply involved with Production, Marketing, Sales and logistic function of the Company.

The Company is continuously on lookout for personnel particularly in the area of emerging domain, Industry Practices and pro-activeness and Mr. Apoorva Kumat, with his performance and experience with the Company, clearly emerges as a suitable candidate.

Brief of the proposed revision in remuneration of Mr. Apoorva Kumat is as under:

a. Effective date of revised remuneration: Janauary1, 2018.

b. Revised Remuneration: ₹ 75 Lakhs p.a.

c. Existing Remuneration: ₹ 50 Lakhs p.a.

Mr. Apoorva Kumat is related to the Managing Director and Chief Executive Officer of the Company and hence the revision in remuneration of Mr. Apoorva Kumat, would amount to holding of Office or Place of Profit under the provisions of Section 188(1)(f) of Companies Act, 2013 and shall require prior approval of members of the Company.

Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(i) of Companies (Meetings of Board and its Powers) Rules, 2014 as amended, provides that related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding ₹ 250,000/- shall be subject to approval by the Board of Directors of the Company and prior approval of the Members of the Company by special resolution.

Members are requested to consider and approve increase in remuneration of Mr. Apoorva Kumat u/s 188(1)(f) of the Companies Act, 2013, effective from January 1, 2018.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Amit Kumat, Managing Director and Chief Executive Officer being Brother of Mr. Apoorva Kumat, are concerned or interested in the said resolution.

The Board of Directors recommends the resolution for your approval as a Special Resolution.

All documents referred to in the above item will be available for inspection at the Company's Registered Office for inspection on all working days, except Saturdays, Sundays and public holidays between 2 PM to 4 PM upto the date of the Annual General Meeting.

ITEM NO. 6

Pursuant to the approval of the Board and the members of the Company received in the year 2017, the Company had undertaken an IPO of its equity shares (the 'Issue'). The net proceeds from the Issue were ₹ 18,747.89 Lakhs (net off share issue expenses), (the 'Net Proceeds'). The Company had, in terms of Prospectus, proposed to utilise the Net Proceeds towards:

1. Repayment/pre-payment, in full or part, of certain borrowings availed by our Company.
2. Funding capital expenditure requirements in relation to expansion (including through setting up of a new production line and construction of a building) and modernisation at certain of our existing manufacturing facilities;
3. Investment in our Subsidiary, Pure N Sure Food Bites Private Limited, towards enabling the repayment/pre-payment of certain borrowings availed of by our Subsidiary;
4. Marketing and brand-building activities
5. General corporate purposes

   Whilst the Company does not foresee spending in the few objects included in point 2 above. Therefore, the Company intends to vary the terms of Objects of the Issue as referred to in the Prospectus.

Accordingly, in terms of the provisions of Sections 13 and 27 of the Act and any other applicable provisions and the rules made thereunder, the Company seeks approval of the members by way of Special Resolution in general meeting and providing facility of e- voting for variation in the terms of the Objects of the Issue as disclosed in the Prospectus.

Post proposed variation, the amount to be utilized for the objects for which the prospectus was issued will not be less than seventy five percent of the amount raised and, hence, the requirement of providing an exit to dissenting shareholders in accordance with the provisions of Companies Act, 2013 and the extant SEBI regulations, shall not apply.

1. Details of utilisation of the Net Proceeds towards the Objects and Schedule of Deployment as at August 22, 2018 :

Sr. No.	Particulars	Net Proceed	Total Utilised as at August 22, 2018	Total Proposed to be Utilised for Objects as per Prospectus	Total Variation in the Objects against mentioned in prospectus	% achievement as per prospectus (including proposed utalisation)
1.	Repayment/pre-payment, in full or part, of certain borrowings availed by the Company	1,298.20	1,298.20	-	-	100.00%
2.	Funding capital expenditure requirements in relation to expansion (including through setting up of a new production line and construction of a building) and modernisation at certain of our existing manufacturing facilities	6,699.80	-	2,747.80	3,952.00	41.01%
3.	Investment in Subsidiary, Pure N Sure Food Bites Private Limited, for repayment/ pre-payment of certain borrowings availed by our Subsidiary	2,937.00	2,937.00	-	-	100.00%
4.	Marketing and brand building activities	4,000.00	618.90	3,381.10	-	100.00%
5.	General corporate purposes	3,812.89	3,812.89	-	-	100.00%
	Total	**18,747.89**	**8,666.99**	**6,128.90**	**3,952.00**	**78.92%**

Note:

1. The amounts have been rounded off to the nearest figure.
2. The Company share of issue expenses has been netted off from general corporate purpose.

As of August 22, 2018, the Company has achieved approximately 78.92% (in terms of the amount utilised as per Prospectus) including the proposed utilisation as per prospectus.

2. Particulars of the proposed variation, time limit, schedule of implementation and interim use

The company intends to change the object for the item mentioned in the table below, these items were farming part of object "Funding capital expenditure requirements in relation to expansion (including through setting up of a new production line and construction of a building) and modernisation at certain of our existing manufacturing facilities".

Sr. No.	Particulars	Amount (in ₹ Lakhs)
A.	**Chips**	
1.	Expansion through setting up of new production line, packaging line and purchase of related utilities and ancillary equipment/machinery at our manufacturing facility at Indore	3,451
B.	**Building**	
1.	Construction of building for storage of raw materials, packaging materials and finished goods at our manufacturing facility at Indore	501
	Total (A+B)	**3,952**

The company will use ₹ 3,952 lakhs for Strategic investment/acquisition in Avadh Snacks Private Limited ("the Investee Company") by (i) acquisition of 76.88% of the share capital of the Investee Company from its existing shareholders; and (ii) a subsequent equity investment of upto 3.12% of the share capital of the Investee Company, post completion of acquisition in (i) above. Pursuant to the above transaction, the Company will also indirectly acquire control of Red Rotopack Private Limited, which

is a wholly owned subsidiary of the Investee Company ("WHS"). The Company on August 22, 2018 has entered into a share purchase agreement and shareholders' agreement for the said transaction.

The acquisition of 76.88% of the issued and paid-up share capital of the Investee Company will be completed by October 20, 2018 and investment for 3.12% of the issued and paid-up share capital of the Investee Company will be done within one year from the date of signing of the agreements (unless extended by mutual consent) and subject to satisfaction of identified conditions precedent, the detials of acquisition is mentioned hereunder:

Sr. No.	Details of events that need to be provided	Information of such event
1.	Name of the target entity, details in brief such as size, turnover etc.	**Investee Company** **Name:** Avadh Snacks Private Limited **Size:** Equity share capital of ₹ 65 lakhs **Turnover:** ₹ 138.87* crores for the year ended on March 31, 2018 *includes the turnover of M/s Avadh Food Products the erstwhile partnership firm. **WHS** **Name:** Red Rotopack Private Limited **Size:** Equity share capital of ₹ 75 lakhs **Turnover:** ₹ 23.62 crore for the year ended on March 31, 2018
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	The acquisition does not fall within related party transactions. The promoter / promoter group have no interest in the Investee Company or WHS.
3.	Industry to which the entity being acquired belongs;	**Investee Company** Fast Moving Consumer Goods **WHS** Packing Material
4.	objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The acquisition of Avadh Snacks Private Limited ('Avadh') will help us accelerate our growth and deepen our presence in the key market of Gujarat. We are impressed with the founders and the velocity of growth of Avadh's business since inception. Gujarat is the biggest salty snacks market in India and is one of the most important markets where your company would like to build a presence with a strong partner like Avadh. The product bouquet of your company and Avadh are complementary and will create a balanced portfolio with a mix of regional and national flavours & variants across categories. The acquisition will also lead to a significant synergy in distribution across Gujarat and neighbouring markets
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	None
6.	Indicative time period for completion of the acquisition	76.88% of the issued and paid-up share capital of the Investee Company by October 20, 2018 and 3.12% of the issued and paid-up share capital of the Investee Company within one year from the date of signing of the agreements (unless extended by mutual consent) and subject to satisfaction of identified conditions precedent.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration
8.	Cost of acquisition or the price at which the shares are acquired	Cost of acquisition is ₹148 crores for 80% stake in the Investee Company (which includes acquisition of shares and proposed equity investment).

Sr. No.	Details of events that need to be provided	Information of such event
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Prataap Snacks Limited will acquire 80% of the issued and paid up equity share capital of the Investee Company through a combination of primary & secondary investment (in a manner detailed above).
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	**Investee Company** **Brief background:** Please refer to point (1) above. **Date of incorporation:** August 25, 2017 (converted from erstwhile partnership firm (M/s Avadh Food Products) pursuant to Chapter XXI of the Companies Act, 2013). **Turnover in the last 3 years:** March 31, 2018 - ₹ 138.87* crores *includes the turnover of M/s Avadh Food Products the erstwhile partnership firm from April 1, 2017 to August 24, 2017. March 31, 2017 - ₹ 97.53* crores March 31, 2016 - ₹ 27.52* crores *represents the turnover of M/s Avadh Food Products the erstwhile partnership and proprietorship firm. **Country of presence:** India **WHS** **Brief background:** Please refer to point (1) above. **Date of incorporation:** December 17, 2015 **Turnover in the last 3 years:** March 31, 2018 - ₹ 23.62 crore March 31, 2017 - ₹ 14.91 crore March 31, 2016 - NA **Country of presence:** India

The total requirement of ₹ 14,800 lakhs for the acquisition, will be met partially by the company's internal accrual ₹ 10,848 lakhs and balance out the proposed variation in the object.

The Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds for interim use. Pending utilization for the purposes described above, the Unutilised Amount will temporarily remain invested in fixed deposit with schedule commercial bank. The Company confirms that it shall not use the Net Proceeds for any investment in the equity markets.

3. Reason and justification for seeking variation

The Company has entered into agreement with the three job workers for manufacturing of Potato Chips located at Kolkata, Bengaluru and Ahmedabad post filling of the prospectus. These decentralized manufacturing facilities will help our company to respond the demand in faster way by optimizing the logistics cost and hence our company does not require to expand the potato chips manufacturing facility at Indore. Further as the expansion plan of potato chips facility at Indore is being dropped, the related building is also not required to be constructed.

Gujarat is one of the biggest salty snacks market in India therefore, this is one of the most important markets where our company would like to build a presence.

Avadh Snacks Private Limited has started manufacturing and selling of branded packaged snacks under brand name "Avadh" in 2010 and today has a well-diversified and strong product portfolio for namkeens like bhujia, chevda, fafda, gathiya, etc. and extruded pellets like wheels, cups, pasta, etc. with strong presence in the state of Gujarat and now expanding to Maharashtra and Rajasthan.

The product bouquet of our company and Avadh are complementary and will create a balanced portfolio with a mix of regional and national flavours & variants across categories. The acquisition will also lead to a significant synergy in distribution across Gujarat and neighbouring market. Hence the company proposes to use ₹ 3,952 lakhs for funding this acquisition.

4. **Risk factors**

Any of the following risks, individually or together could adversely affect our business, financial conditions, results of operations or prospects. The actual results may differ materially from those suggested by the proposed objects due to risks or uncertainties associated with the expectations with respect to, but not limited to the industry in which we operate or to India and its ability to respond to them, its ability to successfully implement its strategy, its growth and expansion, technological changes, its exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in its industry. Important factors that could cause actual results to differ materially from the Company's expectations include, but are not limited to, the following:

1. Target Company may not perform in future the way it has been performing in the past.
2. Synergy may not come as we have planned at the time of acquisition
3. Target company management team operating capability
4. IT infrastructure capability, transition costs
5. Inconsistent M&A planning and execution
6. Overpaying for deals
7. Culture assimilation challenges
8. Fuzzy growth strategy or specific deal rationale
9. Maintaining strategic clarity and focus

While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we may face.

5. **Estimated financial impact of the proposed variation in terms of the Objects of the Issue on the earnings and cash flow of the Company**

Based on the market analysis and other factors, the management of the Company is of the view that the proposed variation in terms of the Objects of the Issue will ensure optimum utilization of Net Proceeds and maximize the return on investment for members. Though it is difficult to estimate the financial impact of this proposed variation in view of various subjective factors, this variation is sought to ensure that these funds be utilized to result in commensurate generation of revenues and earnings.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution for your approval as a Special Resolution.

All documents referred to in the above item will be available for inspection at the Company's Registered Office for inspection on all working days, except Saturdays, Sundays and public holidays between 2 PM to 4 PM upto the date of the Annual General Meeting.

ITEM NO. 7 AND ITEM NO. 8

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation plan. Your Company believes that equity based compensation plans are an effective tool to reward the talents working with your Company and its subsidiaries. With a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents, and to retain them for ensuring sustained growth, your Company intends to implement an employee stock appreciation rights ("ESARs") plan namely 'Prataap Employees Stock Appreciation Rights Plan 2018' ("ESARP 2018"/ "Plan") seeking to cover eligible employees of the Company and of its subsidiaries.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company at their respective meetings held on August 22, 2018 had approved the introduction of ESARP 2018, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Company seeks your approval as regards implementation of the Plan and grant of ESARs thereunder to the eligible employees of the Company and of its subsidiaries as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB Regulations.

The main features of the ESARP 2018 are as under:

1. **Brief Description of the ESARP 2018:**

Keeping view the aforesaid objectives, the ESARP 2018 contemplates grant of ESARs to the eligible employees of the Company and of its subsidiaries. The SEBI SBEB Regulations permit granting ESARs to employees which entitle them to receive appreciation in the value of shares of the Company at a future date and in a pre-determined manner, where such appreciation is settled by way of allotment of shares of the Company.

The Committee shall act as Compensation Committee for the administration of ESARP 2018. All questions of interpretation of the ESARP 2018 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESARP 2018.

2. **Total number of ESARs to be granted/ equity shares to be issued:**

The total number of ESARs to be granted shall be such which upon exercise shall not exceed 3,51,000 (Three lakhs fifty one thousand) equity shares in aggregate in the Company of face value of ₹5/- each fully paid-up unless otherwise intended to be settled by way of cash at the discretion of the Board, as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

If the settlement results in fractional equity shares, then the consideration for fractional shares should be settled in cash.

Vested ESARs lapsed due to non-exercise and/or unvested ESARs that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled ESARs as per the provisions of ESAR 2018, within the overall ceiling.

Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the ESARs granted. In this regard, the Committee shall adjust the number and price of the ESARs granted in such a manner that the total value of the ESARs granted under the ESARP 2018 remain the same after any such corporate action. Accordingly, if any additional ESARs are issued by the Company to the ESARs grantees for making such fair and reasonable adjustment, the above ceiling of equity shares, shall be deemed to be increased to the extent of such additional equity shares issued.

If the settlement results in fraction of an equity share, then the consideration for such fraction of a share shall be settled in cash as per requirements of SEBI SBEB Regulations

3. **Identification of classes of employees entitled to participate in ESARP 2018**

Following classes of employees are entitled to participate in ESARP 2018:

a. permanent employees and of the Company working in India or out of India;

b. a director of the Company, whether a whole time director or not but excluding an Independent director; or

c. an employee as defined in clause (a) or (b) of a subsidiary in or outside India

but does not include-

a. an employee who is a Promoter or belongs to the Promoter Group;

b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company;

4. **Requirements of vesting and period of vesting:**

All the ESARs granted on any date shall vest not earlier than minimum of 1 (One) year and not later than a maximum of 5 (Five) years from the date of grant of ESARs as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period.

The vesting dates in respect of the ESARs granted under the ESARP 2018 shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of ESARs to be vested.

ESARs shall vest essentially based on continuation of employment/ service as per requirements of SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

5. **Maximum period within which the ESARs shall be vested:**

All the ESARs granted on any date shall vest not later than a maximum of 5 (Five) years from the date of grant of ESARs as stated above.

6. **ESAR price or pricing formula:**

The ESAR price per ESAR shall not being more than the market price of the share or any other price determined by the Committee at the time of grant.

7. **Exercise period and the process of Exercise:**

The exercise period would commence from the date of vesting and will expire on completion 3 (Three) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested ESARs shall be exercisable by the ESAR Grantees by a written application to the Company expressing his/ her desire to exercise such ESARs in such manner and on such format as may be prescribed by the Committee from time to time. The ESARs shall lapse if not exercised within the specified exercise period.

8. **Appraisal process for determining the eligibility of employees under ESARP 2018:**

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

9. **Maximum number of ESARs to be issued per employee and in aggregate:**

The number of ESARs that may be granted per employee of the Company under the ESARP 2018, in any financial year and in aggregate under the ESARP 2018 shall not exceed 3,51,000 (Three lakhs fifty one thousand) in number of ESARs.

10. **Maximum Quantum of benefits to be provided per employee under the ESARP 2018**

Apart from grant of ESARs as stated above, no monetary benefits are contemplated under the ESARP 2018.

11. **Route of ESARP 2018**

The ESARP 2018 shall be implemented and administered directly by the Company.

12. **Source of acquisition of shares under ESARP 2018**

The ESARP 2018 contemplates issue of fresh/ primary shares by the Company.

13. **The amount of loan to be provided for implementation of the ESARP 2018 by the Company to the Trust, its tenure, utilisation, repayment terms etc.**

This is currently not contemplated under the present ESARP 2018.

14. **Maximum percentage of Secondary Acquisition that can be made by the Trust for the purchase of the scheme**

This is not relevant under the present ESARP 2018.

15. **Accounting and Disclosure Policies:**

The Company shall follow the IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing rules, guidance note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB Regulations.

16. **Method of ESARs Valuation:**

The Company shall adopt 'fair value method' for valuation of ESARs as prescribed under guidance note or under the Accounting Standard, as applicable, notified by appropriate authorities from time to time.

17. **Declaration:**

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the ESARs and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

The Board of Directors recommends the resolution for your approval as a Special Resolution by the members pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the ESARP 2018 is available for inspection at the Company's Registered Office for inspection on all working days, except Saturdays, Sundays and public holidays between 2 PM to 4 PM upto the date of the Annual General Meeting.

ITEM NO. 9

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Chetan Kumar Mathur was appointed by the Board as an Additional Director (Independent) with effect from August 7, 2018, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Chetan Kumar Mathur, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as the case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Chetan Kumar Mathur is an Independent Director of the Company, there is no requirement of submission of requisite deposit.

Accordingly, Company has received a notice from a member proposing candidature of Mr. Chetan Kumar Mathur for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Chetan Kumar Mathur has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of the Company.

Mr. Chetan Kumar Mathur is a finance professional with over 30 years of experience and worked in the Foods & Beverages industry including PepsiCo India where he worked for more than 23 years. Mr. Chetan Kumar Mathur has strong operating experience in leadership roles in finance in the consumer goods industry. His specialties include risk management, integration of newly acquired entities, mergers, acquisitions and divestitures; internal control and strong people manager. He has worked as Interim CFO for Jubilant Foodworks Ltd from December 2017 to February 2018. He is currently a Director on the Board & Academic Council - Global Risk Management Institute, Mahindra HZPC, Traktion Solutions Pvt Ltd, Doctor 24x7 and Rumi's Kitchen Management Pvt Ltd.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolution.

The Board of Directors recommends the resolution for your approval as an Ordinary Resolution.

All documents referred to in the above item will be available for inspection at the Company's Registered Office for inspection on all working days, except Saturdays, Sundays and public holidays between 2 PM to 4 PM upto the date of the Annual General Meeting.

REMOTE E-VOTING INSTRUCTIONS

Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Your Company has provided a facility to its Members to cast their votes using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") in respect of all resolutions set out in the Notice convening the 9th Annual General Meeting to be held on Friday, September 28, 2018 at 11.00 a.m. The Company has engaged services of the Central Depository Services (India) Ltd (CDSL) to provide remote e-voting facility.

The Notice convening the 9th Annual General Meeting is made available on the website of the Company at www.yellowdiamond.in and on the website of the CDSL at www.evotingindia.com.

The remote e-voting period is as follows:

Remote e-voting commences on	Monday, September 24, 2018 from 10:00 a.m. IST
Remote e-voting ends on	Thursday, September 27, 2018 from 5:00 p.m. IST

These remote e-voting instructions are integral part of the Notice convening the 9th Annual General Meeting. Please read the remote e-voting instructions mentioned hereunder before exercising your vote.

Instructions for remote e-voting

1. The voting period begins on September 24, 2018 at 10.00 A.M. and ends on September 27, 2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. The shareholders should log on to the e-voting website www.evotingindia.com.

3. Click on Shareholders / Members

4. Now Enter your User ID

   a) For CDSL: 16 digits beneficiary ID,

   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

5. Next enter the Image Verification as displayed and Click on Login.

6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

7. If you are a first time user follow the steps given below:

   For Members holding shares in Demat Form and Physical Form-

   - PAN

   Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

   Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

   In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

   - Dividend Bank Details OR Date of Birth (DOB)

   Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

   If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

8. After entering these details appropriately, click on "SUBMIT" tab.

9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

11. Click on the EVSN for the relevant **Prataap Snacks Limited** on which you choose to vote.

12. 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.

13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

14. 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.

15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

17. If a demat account holder has forgotten the changed 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.

18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

19. Note for Non – Individual Shareholders and Custodians

    a. 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.

    b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

    c. 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.

    d. 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.

    e. 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.

20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

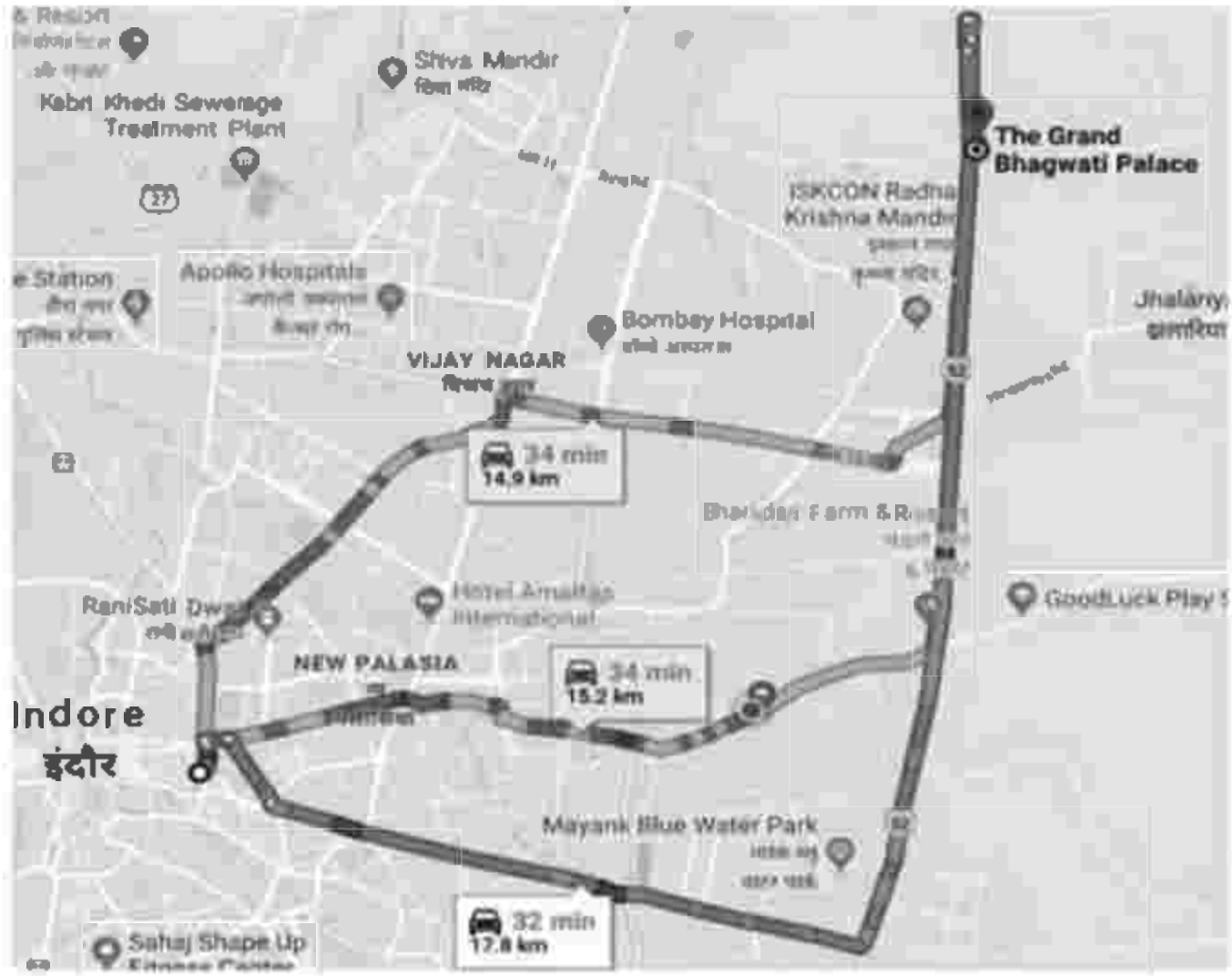
ANNEXURE 1

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 9TH ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Arvind Mehta	Mr. Chetan Kumar Mathur
DIN	00215183	00437558
Date of Birth and Age	August 31, 1967 51 Year	August 30, 1961 57 Years
Date of appointment on the Board	He was appointed as an additional Director of our Company on May 12, 2011 and was regularised on September 30, 2011	He was appointed as an additional Director of our Company on August 7, 2018
Qualifications	Bachelor's degree in commerce	Chartered Accountant
Experience and Expertise	He has over 29 years of experience in real estate business along with over 15 years of experience in snack foods industry and financing business.	Please refer Item no. 9 in the explanatory statement forming part of this notice.
Number of Meetings of the Board attended during the year	7 out of 7	NA
List of Directorship / Membership / Chairmanship of Committees of other Board	**Directorship of other Board** 1. Orange Infracon Private Limited 2. Prakash Snacks Private Limited 3. Pure N Sure Food Bites Private Limited **Membership / Chairmanship of Committees of other Board** Nil	**Directorship of other Board** 1. Mahindra HZPC Private Limited 2. Traktion Solutions Private Limited 3. Rumi's Kitchen Management Private Limited 4. IHealthclinics Technology Private Limited 5. RJC 2NDINNINGS Advisory Private Limited 6. Risk Educators Private Limited **Membership / Chairmanship of Committees of other Board** Nil
Shareholding in Prataap Snacks Limited	5,59,684 Equity shares culminating into 2.39% of paid up capital of the Company as on March 31, 2018.	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil	Nil
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.yellowdiamond.in. The remuneration will be paid as approved by the nomination and remuneration committee and board. Remuneration last drawn is ₹ 56.25 Lakh in FY 2017-18.	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.yellowdiamond.in.
Justification for choosing the appointees for appointment as Independent Directors	NA	Please refer Item no. 9 in the explanatory statement forming part of this notice.

VENUE FOR THE ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 28, 2018



PRATAAP SNACKS LIMITED

CIN: L15311MP2009PLC021746
Registered and Corporate Office: Khasra No. 378/2, Nemawar Road, Near Makrand House,
Dist. Indore – 452020 (M.P.) India. **Tel:** (91 731) 243 9999; **Fax:** (91 731) 243 7605
E-mail: complianceofficer@yellowdiamond.in, **Website:** www.yellowdiamond.in

FORM NO. MGT – 11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	:	
Registered address	:	
E-mail ID	:	
Folio No. /DP ID & Client ID*	:	
No. of shares held	:	

I/We, being the holder(s) of _____equity shares of **PRATAAP SNACKS LIMITED**, hereby appoint:

Name of the Member(s)	:	
Address	:	
E-mail ID	:	
		Signature _____ or failing him/her

Name of the Member(s)	:	
Address	:	
E-mail ID	:	
		Signature _____ or failing him/her

Name of the Member(s)	:	
Address	:	
E-mail ID	:	
		Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th ANNUAL GENERAL MEETING ("the AGM") of the Company to be held on Friday, **September 28, 2018 at 11:00 A.M. at The Grand Bhagwati Palace, Omaxe City, Bypass Road, Mayakhedi, Indore – 452 016 Madhya Pradesh, India**, and at any adjournment thereof in respect of such resolutions as are indicated below :

Reso. No.	Description	For	Against
Ordinary Business			
1.	To receive, consider and adopt: a. the Audited Financial Statement of the Company for the Financial Year ended 31 March 2018, together with the Reports of the Board of Directors and the Auditors thereon; b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31 March 2018, together with the Report of the Auditors thereon.		
2.	Declaration of dividend for the year ended March 31, 2018.		
3.	Re-appointment of Mr. Arvind Mehta, as Director, who retires by rotation.		
4.	Ratification of appointment of M/s. S R B C & Co. LLP, Chartered Accountants, (Firm Registration No.: 324982E/E300003) as Statutory Auditors of the Company and fixing their remuneration.		
Special Business			
5.	Revision in remuneration of Mr. Apoorva Kumat, President-Operations		
6.	Variation in terms of Objects of the Issue		
7.	Approval of 'Prataap Employees Stock Appreciation Rights Plan 2018'		
8.	To approve grant of employee stock appreciation rights to the employees/Directors of the Subsidiary Company (ies) of the Company under Prataap Employees Stock Appreciation Rights Plan 2018.		
9.	Appointment of Mr. Chetan Kumar Mathur (DIN 00437558) as an Independent Director:		

Signed this _____day of _____2018 Signature of Member_____

Affix Revenue Stamp

_____ _____ _____

Signature of First Proxy Signature of Second Proxy Signature of third proxy holder

Notes:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the registered office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please put an 'X' in the appropriate column against the respective resolutions. if you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. A Proxy need not be a Member of the company. Pursuant to the provisions of Section 105 of the companies Act, 2013 and Secretarial Standards -2 issued by institute of company Secretaries of India, a person can act as Proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share capital of the company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
4. The Proxy-holder shall prove his identity at the time of attending the Meeting.

PRATAAP SNACKS LIMITED

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Registered and Corporate Office: Khasra No. 378/2, Nemawar Road, Near Makrand House,
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E-mail: complianceofficer@yellowdiamond.in, **Website:** www.yellowdiamond.in

ATTENDANCE SLIP

NINTH ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 28, 2018 AT 11.00 A.M.

Folio No. / DP ID & Client ID	:	
No. of shares held	:	

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the **NINTH ANNUAL GENERAL MEETING** of the Company to be held at 11.00 a.m. on **Friday, September 28, 2018 at 11:00 A.M. at The Grand Bhagwati Palace, Omaxe City, Bypass Road, Mayakhedi, Indore – 452 016 Madhya Pradesh, India.**

Member's / Proxy's name in **BLOCK** letters

Signature of Member /Proxy

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint Member(s) may obtain additional attendance slip at the venue of the Meeting.

E-VOTING PARTICULARS

EVEN (eVoting Event Number)	User ID	Password