Ref. No.: PSL/2022-23/CS/SE/24

Date: 9th July, 2022

To, Listing Department **National Stock Exchange of India Limited** Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: DIAMONDYD	To, Corporate Relationship Department **BSE Limited** P.J. Towers, Dalal Street, Mumbai - 400 001 Security Code: 540724 Security ID: DIAMONDYD

Dear Sir/Madam,

Subject: Intimation under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Meeting of Equity Shareholders of the Company

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, NOTICE is hereby given that by an order dated 1st July, 2022 (the "Order"), the Hon'ble National Company Law Tribunal, Bench at Indore ("NCLT") has directed a meeting to be held of the Equity Shareholders of Prataap Snacks Limited, the Applicant Company for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.

In pursuance of the said Order and as directed therein, we write to inform that the Meeting of the Equity Shareholders of Prataap Snacks Limited is scheduled to be held on Friday, 12th August, 2022 at 11:30 A.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) ("Meeting") to transact the business as set out in the Notice convening the Meeting.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Prataap Snacks Limited**

PRATAAP SNACKS LIMITED

Om Prakash Pandey
Company Secretary and Compliance Officer

Encl: As above

NOTICE - EQUITY SHAREHOLDERS

PRATAAP SNACKS LIMITED

CIN: L15311MP2009PLC021746
Registered Office: Khasra No. 378/2, Nemawar Road,
Near Makrand House, Indore - 452020, Madhya Pradesh, India
Tel.: (+91 731) 243 9999
E-mail: complianceofficer@yellowdiamond.in; Website: www.yellowdiamond.in

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF PRATAAP SNACKS LIMITED

(Convened pursuant to the order dated 1st July, 2022 passed by the National Company Law Tribunal, Bench at Indore)

MEETING:

Day	:	Friday
Date	:	12th August, 2022
Time	:	11:30 a.m. (1130 hours) IST
Mode	:	Through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)

REMOTE E-VOTING:

Start Date and Time	:	9th August, 2022 at 9:00 a.m. (0900 hours) IST
End Date and Time	:	11th August, 2022 at 5:00 p.m. (1700 hours) IST

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

BENCH AT INDORE

CA(CAA) No. 4/MP /2022

In the matter of the Companies Act, 2013;

And

In the matter of the provisions of Sections 230-232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Prataap Snacks Limited;

And

In the matter of Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors;

Prataap Snacks Limited,

CIN-L15311MP2009PLC021746

a Company incorporated under the provisions of the Companies Act,1956 and having its registered office at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda, Indore - MP 452020

…. APPLICANT COMPANY/

TRANSFEREE COMPANY

Form CAA2

[Pursuant to Section 230(3) and Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY

To,

All the Equity Shareholders of

Prataap Snacks Limited

1 **NOTICE** is hereby given that by an order dated 1st July, 2022 (the "**Order**"), the Hon'ble National Company Law Tribunal, Bench at Indore **("NCLT")** has directed a meeting to be held of the Equity Shareholders of Prataap Snacks Limited, the Applicant Company for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors **("Scheme")** pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.

2 In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Equity Shareholders of the Applicant Company will be held on Friday, 12th day of August, 2022 at 11:30 a.m. IST through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") ("Meeting") in compliance with the applicable provisions of the Companies Act, 2013 ("Act"), Circular No. 2/2022 dated 5th May, 2022, Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2021 dated 13th January, 2021, Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively hereinafter referred to as the "SEBI Circulars") and the said Equity Shareholders are requested to attend the Meeting. At the Meeting, the following resolution will be considered and if thought fit, be passed with or without modification(s) by requisite majority:

Approval of Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors("Scheme") under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions thereof.

To consider and if thought fit approve with or without modification(s) the following Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the of Companies Act, 2013 (herein after referred as 'the Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), other applicable laws for the time being in force, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (including any statutory modification or re-enactment thereof for the time being in force), the observation letters issued by BSE Limited and the National Stock Exchange of India Limited, both dated 5th April, 2022, provisions of the Memorandum of Association and Articles of Association of **PRATAAP SNACKS LIMITED** ('Company') and subject to the approval of the Hon'ble National Company Law Tribunal, Indore Bench (herein after referred as the 'Hon'ble Tribunal'/'NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities or Tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or any other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the amalgamation embodied in the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("**Scheme**"), the draft of which was circulated along with this Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give

effect to the resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

3 **TAKE FURTHER NOTICE** that since this Meeting is held, pursuant to the Order passed by the NCLT, through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013 authorised representatives of institutional/corporate Equity Shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such Equity Shareholders sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting and/ or to vote through remote e-voting.

4 **TAKE FURTHER NOTICE** that

a) In compliance with the provisions of (i) MCA Circulars; (ii) SEBI Circulars; (iii) Sections 108 and 230 of the Companies Act, 2013 read with the rules framed thereunder; and (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Applicant Company has provided the facility of voting by remote e-voting and e-voting at the Meeting so as to enable the equity shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Applicant Company to the Scheme shall be carried out only through remote e-voting and e-voting at the Meeting;

b) In compliance with the aforesaid MCA Circulars, SEBI Circulars and the Order passed by NCLT, (i) the aforesaid Notice, (ii) the Scheme, (iii) the explanatory statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder, and (iv) the enclosures as indicated in the Index (collectively referred to as "**Particulars**"), are being sent (A) through electronic mode to those Equity Shareholders whose e-mail IDs are registered with the Applicant Company; and (B) through registered post or speed post or courier, physically, to those Equity Shareholders who have not registered their e-mail IDs with the Applicant Company. The aforesaid Particulars are being sent to all the equity shareholders whose name appear in the register of members/list of beneficial owners on Friday, 1st July, 2022;

c) The Equity Shareholders may note that the aforesaid Particulars will be available on the Applicant Company's website at www.yellowdiamond.in and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. A copy of the same is also available on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com;

d) Copies of the aforesaid Particulars can be obtained free of charge, between 11:30 a.m. to 2:30 p.m. on all working days, at the registered office of the Applicant Company, upto the date of the Meeting, at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda Indore-Madhya Pradesh 452020 or from the office of authorised PCS Ms. Manju Mundra at 302, Soni Mansion, 12-B Ratlam Kothi, Indore-452001;

e) The Applicant Company has extended the remote e-voting facility for its Equity Shareholders to enable them to cast their votes electronically. The instructions for remote e-voting and e-voting at the Meeting are appended to the Notice. The Equity Shareholders opting to cast their votes by remote e-voting and e-voting during the Meeting through VC/ OAVM are requested to read the instructions in the Notes below carefully. In case of remote e-voting, the votes should be cast in the manner described in the instructions from Tuesday 9th, August, 2022 (9:00 am IST) to Thursday 11th August, 2022 (5:00 pm IST);

f) the NCLT has appointed Mr. Rajesh Chordia, Senior Chartered Accountant having membership no. 074804 and in his absence Mr. Aditya Kumar Gupta, Chartered Accountant having membership no. 422218 to be the Chairman of the Meeting including for any adjournment or adjournments thereof;

g) One Independent Director of the Applicant Company and the Auditor (or his authorized representative, who is qualified to be an auditor) of the Applicant Company shall be attending the Meeting through VC/OAVM;

h) CS Palash Jain (Membership No. A50724 C.P. No. 18542) a Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting during the Meeting and remote e-voting process in a fair and transparent manner;

i) the Scrutinizer shall after the conclusion of e-voting at the Meeting, first download the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit his combined report to the Chairman of the Meeting. The Scrutinizer's decision on the validity of the votes shall be final. The results of the votes cast through remote e-voting and e-voting during the Meeting will be announced on or before14th August 2022. The results, together with the Scrutinizer's report, will be displayed at the registered office of the Applicant Company, on the website of the Applicant Company www.yellowdiamond.in and on the website of CDSL at www.evotingindia.com, besides being communicated to BSE Limited and the National Stock Exchange of India Limited;

j) the Scheme, if approved at the Meeting, will be subject to the subsequent approval of NCLT; and

k) A copy of the explanatory statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder, the Scheme and the other enclosures as indicated in the Index are enclosed herewith.

Sd/-

Rajesh Chordia

Chairman appointed for the meeting

Dated this 6th day of July, 2022

Place: Indore

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

NOTES:

1. General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting

(a) Pursuant to the Order passed by the NCLT, Meeting of the Equity Shareholders of the Applicant Company will be held through VC/OAVM following the operating procedures (with appropriate modifications if required) set out in the MCA Circulars.

(b) Since, the Meeting is being held pursuant to Order passed by the NCLT through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the Meeting. However, in pursuance of Section 113 of the Companies Act, 2013 authorized representatives of institutional/corporate Equity Shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such Equity Shareholders sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting and/or to vote through remote e-voting, on its behalf.

(c) The proceedings of the Meeting would be deemed to have been conducted at the registered office of the Applicant Company located at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda, Indore - MP 452020.

(d) The quorum of the Meeting of the equity shareholders of the Applicant Company shall be 30 (Thirty) equity shareholders of the Applicant Company. The equity shareholders attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(e) The aforesaid Particulars are being sent (i) through electronic mode to those Equity Shareholders whose e-mail IDs are registered with the Applicant Company; and (ii) through registered post or speed post or courier, physically, to those Equity Shareholders who have not registered their e-mail IDs with the Applicant Company. The aforesaid Particulars are being sent to all the equity shareholders whose names appear in the register of members/list of beneficial owners on Friday, 1st July, 2022.

(f) The voting rights of the equity share holders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 5th August, 2022.

(g) Any person, who acquires shares of the Applicant Company and becomes an equity shareholder of the Applicant Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. 5th August, 2022 shall follow the same instructions for remote e-voting, e-voting and joining the virtual Meeting as mentioned above. If you have any queries or issues regarding attending Meeting & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

(h) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Equity share holders holding shares in dematerialised form are, therefore requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Equity share holders holding shares in physical form shall submit their PAN details to the Company or to the Share Transfer Agent of the Company at einward.ris@kfintech.com.

(i) CDSL will provide the facility for e-voting by the equity shareholders through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting during the Meeting.

(j) All the documents referred to in the accompanying explanatory statement, shall be available for inspection through electronic mode during the proceedings of the Meeting. Equity shareholders seeking to inspect copies of the said documents may send an email at complianceofficer@yellowdiamond.inFurther, all the documents referred to in the accompanying explanatory statement shall also be open for inspection by the equity shareholders at the registered office of the Applicant Company between 11:30 a.m. to 2:30 p.m. on all working days upto the date of the Meeting. A recorded transcript of the Meeting shall also be made available in electronic form on the website of the Applicant Company.

(k) The Notice convening the Meeting will be published through advertisement in (i) Free Press in English language; and (ii) translation thereof in Dainik Bhaskar in Hindi language, in their all editions within the state of Madhya Pradesh.

(l) The Scheme shall be considered approved by the equity shareholders of the Applicant Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the equity shareholders voting at the Meeting through VC/OAVM or by remote e-voting, in terms of the provisions of Sections 230 – 232 of the Companies Act, 2013.

(m) Since the Meeting will be held through VC/OAVM in accordance with the Order passed by NCLT and the operating procedures (with appropriate modifications if required) set out in the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

2. E-VOTING PROCEDURE:

INSTRUCTIONS FOR REMOTE E-VOTING, E-VOTING AT MEETING AND JOINING THE VIRTUAL MEETING ARE AS FOLLOWS:

Instructions for shareholders for e-voting and joining the virtual meeting are as under:

a) The voting period begins on Tuesday, 9th August, 2022 at 9:00 a.m. (0900 hours) IST and ends on Thursday, 11th August, 2022 at 5:00 p.m. (1700 hours) IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. 5th August, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.

c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login Easi/Easiest, the user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home

	page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Equity share holders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Equity share holders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders" module

(iii) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID

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

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

(iv) Next enter the Image Verification as displayed and Click on Login.

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

(vi) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	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.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

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

(ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for **PRATAAP SNACKS LIMITED** on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

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

(xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) There is also an optional provision to upload BR/POA, if any, which will be made available to Scrutinizer for verification.

(xviii) **Additional Facility for Non-Individual Shareholders and Custodians-For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer at palashjain2@gmail.com and to the Company at complianceofficer@yellowdiamond.in, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

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

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

i. The procedure for attending Meeting and e-Voting on the day of the Meeting is same as the instructions mentioned above for e-voting.

ii. The link for VC/OAVM to attend Meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.

iii. Shareholders who have voted through remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

iv. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.

v. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

vi. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@yellowdiamond.in. The shareholders who do not wish to speak during the Meeting but have queries may send their queries in advance 7 days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@yellowdiamond.in. These queries will be replied to by the Company suitably by e-mail.

viii. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

ix. Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.

x. If any votes are cast by the shareholders through the e-voting available during the Meeting and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.

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

a. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to einward.ris@kfintech.com.

b. For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP)

c. For Individual Demat shareholders – Please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual Meeting through Depository.

If you have any queries or issues regarding attending Meeting& e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Encl: As above

Sd/-

Rajesh Chordia

Chairman appointed for the meeting

Dated this 6th day of July, 2022

Place: Indore

Registered Office: Khasra no. 378/2,
Nemawar Road, Near Makrand House,
Palda, Indore - MP 452020

Before National Company Law Tribunal

Indore Bench

C.A. (CAA)/4(MP) 2022

In the matter of the Companies Act, 2013;

And

In the matter of the provisions of Sections 230-232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Prataap Snacks Limited;

And

In the matter of Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors;

Prataap Snacks Limited,

CIN-L15311MP2009PLC021746

a Company incorporated under the provisions of the Companies Act,1956 and having its registered office at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda Indore- MP 452020

…. APPLICANT COMPANY/

TRANSFEREE COMPANY

EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1) AND (2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the order dated 1st day of July, 2022 passed by the Hon'ble National Company Law Tribunal, Bench at Indore (the "NCLT"), in CA(CAA) No. 4/MP/2022 ("Order"), a meeting of the equity shareholders of PRATAAP SNACKS LIMITED (hereinafter referred to as the "Applicant Company" or the "Transferee Company" as the context may admit) is being convened through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Friday, the 12th August, 2022 at 11:30 a.m. (1130 hours), for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors (hereinafter, the "Scheme") under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Transferor Company 1 and Transferor Company 2 are together referred to as the "Transfer Companies"and the Transferor Company 1, Transferor Company 2 and the Transferee Company are together referred to as the "Companies". A copy of the Scheme, which has been recommended by the Audit Committee, Committee of Independent Directors and approved by the Board of Directors of the Applicant Company, in their respective meetings held on 29th September, 2021, is enclosed as Annexure 1. Capitalised terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.
2. In terms of the said Order, the quorum for the said meeting shall be 30 (Thirty) equity shareholders attending the meeting through VC/OAVM and shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Further, in terms of the said Order, NCLT, has appointed Mr. Rajesh Chordia, Senior Chartered Accountant having membership no. 074804 and in his absence Mr. Aditya Kumar Gupta, Practising Chartered Accountant having

membership no. 422218 as the Chairman of the meeting of the Applicant Company including for any adjournment or adjournments thereof.

4. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 (the "Act") read with Rule 6 of the Companies (Compromises, Amalgamations and Amalgamations) Rules, 2016 (the "Rules").

5. As stated earlier, NCLT by its Order has, inter alia, directed that a meeting of the Equity Shareholders of the Applicant Company shall be convened through VC/OAVM, on Friday, 12th August, 2022 at 11:30 am (1130 hours) IST ("Meeting") for the purpose of considering, and if thought fit, approving, with or without modification(s), the amalgamation embodied in the Scheme. Equity shareholders would be entitled to vote either through remote e-voting or e-voting at the Meeting.

6. In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three-fourth in value of the equity shareholders of the Applicant Company, voting through remote e-voting or e-voting at the Meeting, agree to the Scheme.

7. In terms of the Order, if the entries in the records/registers of the Applicant Company in relation to the number or value, as the case may be, of the equity shares are disputed, the Chairman of the meeting shall determine the number or value, as the case may be, for the purposes of the said meeting, subject to the orders of NCLT in the petition seeking sanction of the Scheme.

8. List of Companies involved in the Scheme of Amalgamation:

   a) Prataap Snacks Limited ("Applicant Company"/"Transferee Company")

   b) Avadh Snacks Private Limited ("Transferor Company 1")

   c) Red Rotopack Private Limited ("Transferor Company 2")

9. **Details of the Companies to the Scheme of Amalgamation:**

A. Particulars of the Transferee Company - Prataap Snacks Limited

a) The Applicant Transferee Company Prataap Snacks Limited ("PSL") is a public Company limited by shares and incorporated under the Companies Act, 1956 having its registered office at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda, Indore - MP 452020. The Transferee Company was incorporated as private limited company on 23rd March, 2009 as Prataap Snacks Private Limited which was converted into public limited company on 19th September, 2016 vide certificate of Registrar of Companies, Gwalior as Prataap Snacks Limited. The Corporate Identification Number of PSL is L15311MP2009PLC021746 and the Permanent Account Number is AAFCP0210P. The equity shares of the Transferee Company are listed at the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").

b) There has been no change in the registered office address of PSLin the last five (5) years. The e-mail address of PSL is complianceofficer@yellowdiamond.in.

c) The main objects for which Transferee Company has been established are set out in its Memorandum of Association which are as follows:-

(i) To carry on the business of manufacture, producer, processors, stockiest of and dealers in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheet, rice and allied products including potato chips, potato wafers, potato fingers puffs, various namkins and to run cold storage for storage of vegetables, fruits, food products.

Clause 2 of the Objects ancillary to the attainment of the main objects, which contains provisions for amalgamation, is reproduced below:

"(2) To acquire and take over the whole or any part of the business property and liabilities of any person or persons, firms or corporation carrying on any business which the company is authorized to carry on or possessed of any property or rights suitable for the purposes of the company."

There has been no change in the object clause of PSL in the last five (5) years.

d) The Authorised, Issued, Subscribed and Paid-up share capital of PSL, as on 31st August, 2021 is as under:

Particulars	Rs.
Authorised Share Capital	
3,20,00,000 Equity Shares of INR 5 each	16,00,00,000
TOTAL	**16,00,00,000**
Issued, Subscribed and Paid-up share capital	
2,34,53,036 Equity Shares of INR 5 each	11,72,65,180
TOTAL	**11,72,65,180**

e) The brief description of some of the major businesses being carried out by the PSL along with its subsidiaries are as under:

i. PSL is engaged in the business of manufacturing and supply of packaged food mainly in Extruded Snacks, Potato Chips, Namkeens and Pellets under the brand name of **"Yellow Diamond"** and is one of the fastest growing companies in packaged food industry.

ii. PSL holds 90.48% of the equity share capital of the Transferor Company 1, Avadh Snacks Private Limited (hereinafter referred as "Avadh" or "Transferor Company1") which is a Subsidiary of PSL and is a leading snacks food company at Gujarat engaged in manufacturing of namkeens and extruded snacks. This subsidiary company Avadh has a wholly owned subsidiary company named Red Rotopack Private Limited which is engaged in the business of packaging material. Consequently, it also became the subsidiary company of PSL.

B. ***Particulars of the Transferor Company 1 - Avadh Snacks Private Limited***

a) The **Transferor Company 1, Avadh Snacks Private Limited** ("Avadh") is a company incorporated on 25th August, 2017 as private limited company limited by shares under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat 361162, India. Transferor Company 1 is Subsidiary of Transferee Company. The Corporate Identification Number of "Avadh" is U15132GJ2017PTC098837 and the Permanent Account Number is AAQCA0252M. There has been no change in the registered office address of Avadh in the last five (5) years. The e-mail address of Avadh is avadhnamkeen@yahoo.com

b) The objects for which **"Avadh"** has been established are set out in its Memorandum of Association, which are as follows:

(i) *To carry on business in India and abroad of manufacturing preserving reigning, packing, bottling, prepare, manipulate, treat, market, import, export, improve, produce, process, prepare, buy, sell, deal, in and carry on the manufacturing and trading in foods and beverages natural or flavoured like snacks, Pellets, Frymus, Namkeen Farsan, Salted foods, wafers, Rise puff, nuts, peanuts, ground nuts and all types of food products Grain Products, vegetables Products and Pulse Products processed foods, protein, health and instants foods of all kind including baby and dietetic foods, cereals, beverages, cordials, tonics, restratives and to carry on business in all natural artificial synthetic or chemical edible foods, jams, jelly, puckle, cider, chutney, marmaldaes, mayonnaise, mustard, deserts, flavours, condiments, pancakes, doughnuts, vinegar's, ketchup, sauces, juices, squshes, soups, powder (eatable), drinks carbonates and non-carbonated, gelatins, essences, ice creams, dairy products, fast food, frozen foods and other eatables, bakery products and confectionary items such as breads, biscuits, sweets, roti, pizza, papal, cakes, pastries, cookies, wafers, condoles, lemon, drops, chocolate, chewing gum, Toffees, lozenge, tinned, caned bottled, products, mil cream, butter, butter scotch, sauce, ghee, cheese, condensed milk, milk powder, skimmed milk food, baby food, infant foods, milk products, and milk preparation, soya milk products and preparation, soyabean based foods, protein foods, deistic product, health foods cereals products, wheat lakes poultry products, farm products, milk shakes, water ice products, yog hurt, mouth freshener carbon dioxide and beverages.*

Clause 6-7 of the Objects incidental or ancillary to the attainment of main objects, which contains provisions for amalgamation, is reproduced below:

"6. To enter into partnership or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any persons or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is

authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

7. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promoted subsidiaries having objects altogether or in part similar to those of this company."

There has been no change in the object clause of "Avadh" since incorporation.

c) The Authorised, Issued, Subscribed and Paid-up equity share capital of Transferor Company 1 as on 31st August, 2021 is as under:

Particulars	**Rs.**
Authorised Share Capital	
1,00,00,000 equity shares of INR 10 each	10,00,00,000
Total	**10,00,00,000**
Issued, Subscribed, and Paid-up Share Capital	
6,50,000 equity shares of INR 10 each	65,00,000
1,01,563 equity shares of INR 10 each, paid-up INR 6 each	6,09,378
Total	**71,09,378**

C. ***Particulars of the Transferor Company 2 – Red Rotopack Private Limited***

a) The **Transferor Company 2, Red Rotopack Private Limited** ("Red Roto") is a company incorporated on 17th December, 2015 as private limited company limited by shares under the Companies Act, 2013 having its registered office at Survey No. 128, Plot No. 3, Opp. Supertech, Nikava, Kalawad, Gujarat 361162, India. **Transferor Company 2** is Wholly Owned Subsidiary of Transferor Company 1. The Corporate Identification Number of **"Red Roto"** is U25199GJ2015PTC085423 and the Permanent Account Number is AAHCR5663G. There has been no change in the registered office address of Avadh in the last five (5) years. The e-mail address of Red Roto is avadhnamkeen@yahoo.com

b) The objects for which **"Red Roto"** has been established are set out in its Memorandum of Association, which are as follows:

1) *To manufacture, process, buy, sell, import, export, or otherwise deal in all kinds of card board packing , plastic packing, Roto Printing, polythene packing gunny bags, containers, bottles, hollow wares, whether made of leather plastic, H.D.P., L.D.P., polypropoline, plastic, P.V.C. and other man made fibrous materials and all types of Packing Solutions and to construct, erect, establish, take on hire, rent or lease factories for manufacturing and processing of packing articles and materials by mechanical, electrical or manual operations and to carry on business as manufacturers of dealers in, or as stockists, importers and exporters of packing materials, cartons, containers, boxes, bags and cases made of paper boards , wood glass, plastic pump, cellulose films, polyethylene, rubber, tube metals, metal foils, gelatine, tin flexible, treated, laminated or other materials and to carry on the business of manufacturers and dealers in all kinds o packaging, packing requisites and cartons made or car board, strawboard, wool, glass or any other material, metal glass or plastic containers a also containers of any other material and to carry on the business of manufacturers, traders, dealers, selling agents, buying, agents , exporters, importers, and commission agents of containers, bags sacks, packaging materials drums and storing equipment of all kinds whether made of steel iron, wood, plastic, polythene or any other materials and whether required for industrial, commercial, household, shipping or any other purpose.*

Clause 6-7 of the Objects incidental or ancillary to the attainment of main objects, which contains provisions for amalgamation, is reproduced below:

"6. To enter into partnership or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

7. *To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company."*

There has been no change in the object clause of "Red Roto" since incorporation.

c) The Authorised, Issued, Subscribed and Paid-up equity share capital of the **Transferor Company 2** as on 31st August, 2021 is as under:

Particulars	Rs.
Authorised Share Capital	
7,50,000 equity shares of INR 10 each	75,00,000
Total	**75,00,000**
Issued, Subscribed, and Paid-up Share Capital	
7,50,000 equity shares of INR 10 each	75,00,000
Total	**75,00,000**

10. The rationale for the proposed Scheme is as under:

i. PSL is well-known name as **"Yellow Diamond"** in the field of Extruded Snacks, Potato Chips, Namkeens and Pellets and is a prominent snacks food manufacturer in India. It has a reasonably strong balance sheet to support its future growth plans and have presence all over India.

ii. The amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme would enable all the companies to realize the benefits of greater synergies between their businesses. Further, it would make available to them - financial resources, technological upgradation, technological resources as well as the managerial, technical, distribution, and marketing resources of each other in the interest of maximizing shareholder and stakeholder value as the Transferor Companies and Transferee Company's business activities are similar and complement each other.

iii. The amalgamation will result in better integration, financial strength, and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.

iv. The amalgamation will lead to improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

Synergies of Business of the Entities Involved in the Scheme

i. The amalgamation would result in synergy benefits arising out of a single value chain and greater sustainable operations of a value-adding business line by manufacturing potato chips, wafers, extruded snacks, pellets, various types of namkeens, and sweet snacks with greater operational flexibility.

ii. Synergy of operations will be achieved, resulting in optimization of the common facilities such as manpower, office space, administration, etc. Other infrastructure could also be better utilized, and duplication of facilities could be avoided resulting in optimum use of facilities and cost savings and thus achieving economies of scale.

Impact of the Scheme on the Shareholders

i. The amalgamation shall not in any manner be prejudicial to the interests of the concerned shareholders, creditors, employees, and/ or general public at large.

ii. The proposed scheme will have no detrimental effect on the shareholders of either the Transferor companies or the Transferee Company.

Cost-Benefit Analysis

Though the Scheme of Amalgamation would lead to incurring of some costs towards implementation of the Scheme, however the benefit of the Scheme over the long term horizon far outweigh such cost for the stakeholders of Transferee Company (Prataap Snacks Limited) considering that the amalgamation would result in enhanced efficiency in cash

management of the amalgamated entity and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities and to maximize shareholders value.

Overview and Operation of this Scheme

This Scheme provides for the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in this Scheme. In addition to the above, this Scheme also provides for the various other matters consequential or otherwise integrally connected therewith.

Scheme to Lead to Amalgamation as Defined in Section 2(1b) of Income Tax Act, 1961

The Scheme shall lead to amalgamation of Transferor Companies into Transferee Company in a manner that:

(i) All the property of the Transferor Companies before the amalgamation shall become the property of Transferee Company by virtue of this Scheme; and

(ii) All the liabilities of Transferor Companies immediately before the amalgamation shall become the liabilities of Transferee Company by virtue of this Scheme.

11. Relationship subsisting between the Companies who are parties to the Scheme of Amalgamation

i. The Transferee Company, Prataap Snacks Limited holds 90.48% of the equity shares of the Transferor Company 1, Avadh Snacks Private Limited, which is a leading snacks food company in Gujarat and engaged in manufacturing of namkeens and extruded snacks, by virtue of this, Transferor Company 1 becomes the subsidiary of Transferee Company.

ii. The Transferor Company 1, Avadh Snacks Private Limited, has a wholly owned subsidiary, Red Rotopack Private Limited, Transferor Company 2, which is engaged in the business of packaging material. Consequently, it also became the subsidiary of the Transferee Company.

iii. Except Mr. Arvind Mehta and Mr. Amit Kumat, none of the promoters, directors, key managerial personnel or managers, if any, of the Transferor Companies has any shareholding interest in the Transferee Company, which is above two per cent of the paid-up share capital of the Transferee Company.

12. Corporate Approvals

i. The draft Scheme alongwith the Valuation Report dated 29th September, 2021 issued by Paras K. Salva, Registered Valuer, IBBI Registration Number: IBBI/RV/06/2018/10102 ("Valuation Report"), in respect of the proposed Scheme, were placed before the Audit Committee of the Transferee Company in its meeting held on 29th September, 2021 together with the pricing certificate on proposed preferential allotment issued by the Statutory Auditor dated 29th September, 2021. The Fairness Opinion dated 29th September, 2021 by Arihant Capital Markets Limited, a Securities and Exchange Board of India ("SEBI") registered Merchant Banker ("Fairness Opinion") on the valuation report was also placed before the Transferee Company's Audit Committee. The Valuation Report, Pricing Certificate and Fairness Opinion are enclosed as Annexure 2, Annexure 3 and Annexure 4 respectively and are also open for inspection at the registered office of the Transferee Company. The Audit Committee of the Transferee Company based on the aforesaid documents amongst others, recommended the Scheme to the Board of Directors of the Transferee Company by its report.

ii. The aforesaid draft Scheme, alongwith the aforesaid Valuation Report, pricing certificate and other relevant documents, were placed before the Board of Directors of the Transferee Company in its meeting held on 29th September, 2021. The aforesaid Fairness Opinion issued by Arihant Capital Markets Limited was also submitted to the Transferee Company's Board of Directors. Based on the reports submitted by the Audit Committee and the Committee of Independent Directors recommending the draft Scheme, the Board of Directors of the Transferee Company approved the Scheme in its meeting held on 29th September, 2021. The meeting of the Board of Directors of the Transferee Company, held on 29th September, 2021, was attended by 7(Seven) directors, namely Mr. Amit Kumat, Managing Director and Chief Executive Officer, Mr. Apoorva Kumat, Executive Director (Operations), Mr. G.V. Ravishankar, Non-Executive Nominee Director, Mrs. Anisha Motwani, Independent Director, Mr. Chetan Kumar Mathur, Independent Director, Mr. V.T. Bharadwaj, Independent Director and Mr. Vineet Kumar Kapila, Independent Director. None of the directors of the Transferee Company who attended the meeting voted against the Scheme. Thus,

the Scheme was approved unanimously by the directors who attended and voted at the meeting.

iii. Separately, the draft Scheme was placed before the Board of the Transferor Company 1 at its meeting held on 29th September, 2021 and Transferor Company 2 at its meeting held on 29th September, 2021. The Board of Directors of the Transferor Company 1 and Transferor Company 2 approved the Scheme. The meeting of the Board of Directors of the Transferor Company 1, held on 29th September, 2021, was attended by 4 (Four) directors namely Mr. Amit Kumat, Director, Mr. Neel Rasikbhai Jagani, Director, Mr. Rajeshbhai Mansukhbhai Savani, Director and Mr. Girish Nair, Independent Director and the meeting of the Board of Directors of the Transferor Company 2, held on 29th September, 2021, was attended by 3 (Three) directors namely Mr. Amit Kumat, Director, Mr. Neel Rasikbhai Jagani, Director and Mr. Rajeshbhai Mansukhbhai Savani, Director. None of the directors of the Transferor Company 1 and Transferor Company 2 who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.

13. Approvals and actions taken in relation to the Scheme

i. NSE was appointed as the Designated Stock Exchange by the Transferee Company for the purpose of coordinating with the SEBI for obtaining approval of SEBI in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circulars (including any statutory modification or re-enactment thereof for the time being in force).

ii. As required by the SEBI Circulars, the Transferee Company had filed its complaints report with NSE and BSE, dated 14th February, 2022 and dated 21st February, 2022 respectively. A copy of the complaints report submitted by the Transferee Company, dated 14th February, 2022 and dated 21st February, 2022 to NSE and BSE, respectively, are enclosed as Annexure 5 and Annexure 6.

iii. The Transferee Company has received the observation letters regarding the draft Scheme from NSE and BSE, both dated 5th April, 2022 conveying the comments on the draft Scheme for filing with NCLT, pursuant to the letter addressed by SEBI to NSE and BSE, which, inter alia, stated the following:

- Company shall ensure disclosure of all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.
- Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter is displayed on the websites of the listed company and the Stock Exchanges.
- The entities involved in the scheme shall duly comply with various provisions of the Circular.
- The declaration submitted by the transferee entity to the Exchanges on any past defaults of listed debt obligations of the entities forming part of the scheme shall be incorporated in the petition to be filed before NCLT.
- The transferee company shall obtain a No Objection Certificate from the lending scheduled commercial bank/ financial institutions/ debenture trustees and the same shall be incorporated in the petition to be filed before NCLT.
- Company shall ensure that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.
- The Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.
- Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.
- Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring theobservations to the notice of NCLT.
- It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observation/representations.

Copies of the observation letters, both dated 5th April, 2022 received from NSE and BSE, respectively, are enclosed as Annexures 7 (colly).

iv. The Board of Directors of the Transferee Company and the Transferor Companies in its respective meetings held on 20th May, 2022, extended the time period for approval of the Scheme by the respective NCLTs and other relevant authorities, if any, from 12 months to 18 months from the date of approval of the Scheme by the respective Board of the Companies in terms of Clause 23.2 of the Scheme.

v. The Transferor Company/ Transferee Company would obtain the respective necessary approvals/sanctions/no objection(s) from the regulatory or other Governmental Authorities in respect of the Scheme in accordance with law, if so required.

vi. CA (CAA) /4(MP) 2022 along with the annexures thereto (which includes the Scheme) was filed by the Transferee Company with the NCLT, online on 12th May, 2022 and physically on 13th May, 2022. Similarly, the Transferor Companies filed CA(CAA) No.42/AHM/2022 along with annexures thereto (which includes the Scheme) with the Hon'ble National Company Law Tribunal, Bench at Ahmedabad, online on 8th June, 2022 and physically on 10th June, 2022, which is scheduled to be next heard on 26th July, 2022.

14. Salient extracts of the Scheme

The salient features / details / extract of the Scheme of Amalgamation are, inter alia, as under:

i. "Appointed Date" means 1st April 2021 or such other date as may be mutually agreed between the Transferor Companies and the Transferee Company, and approved by the Tribunal.

ii. "Effective Date" means the last of the dates on which certified copies of order of the Tribunal under Sections 230 to 232 of the Companies Act, 2013 sanctioning the Scheme, are filed with the respective office(s) of the ROC by the Transferor Companies and Transferee Company. Reference in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective Date.

iii. "Stock Exchanges" means BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") where the shares of the Transferee Company are listed and any other recognized stock exchange, as the case may be;

iv. "Transferor Companies" means collectively, **Avadh Snacks Private Limited** a company incorporated under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat 361162 and **Red Rotopack Private Limited** a company incorporated under the Companies Act, 2013 having its registered office at Survey No. 128, Plot No. 3, Opp. Supertech, Nikava, Kalawad Gujarat 361162;

v. "Transferee Company" means Prataap Snacks Limited a public limited company incorporated under the Companies Act, 1956 having its registered office at Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore, Madhya Pradesh 452020;

vi. Tribunal" or **"NCLT"** means the National Company Law Tribunal having jurisdiction over the Transferee Company and Transferor Companies, as the case may be.

AMALGAMATION OF TRANSFEROR COMPANIES WITH TRANSFEREE COMPANY

A. TRANSFER OF ASSETS AND LIABILITIES

With effect from the opening of business hours of Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Act and in compliance with Section 2(1B) and other relevant provisions of the Income Tax Act, 1961, the Transferor Companies shall stand amalgamated with the Transferee Company as a going concern and all assets, liabilities, contracts, arrangements, employees, Permits, licenses, records, approvals, etc. of the Transferor Companies shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, Permits, licenses, records, approvals, etc. of the Transferee Company by virtue of, and in the manner provided in this Scheme.

B. LEGAL PROCEEDINGS

If any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature (hereinafter called the "Proceedings") by or against the Transferor Companies is pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the

amalgamation or of anything contained in this Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made. On and from the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Companies.

C. TAXES/ DUTIES/ CESS ETC.

Upon the Scheme becoming effective, by operation of law pursuant to the order of the Tribunal:

a. The unutilized credits relating to excise duties, sales tax, service tax, VAT, goods and services tax, minimum alternate tax or any other tax under the law as applicable, which remain unutilized in the electronic ledger of the Transferor Companies shall be transferred to the Transferee Company upon filing of requisite forms. Thereafter, the unutilized credit so specified shall be credited to the electronic credit ledger of the Transferor Companies and the input and capital goods shall be duly adjusted by the Transferee Company in its books of account.

b. Direct Taxes of whatsoever nature including advance tax, self-assessment tax, regular assessment taxes, tax deducted at source, dividend distribution tax, minimum alternative tax, wealth tax, if any, paid by the Transferor Companies shall be treated as paid by or on behalf of the Transferee Company and it shall be entitled to claim the credit, refund, adjustment for the same as may be applicable. Minimum alternative tax credit available to the Transferor Companies and any brought forward loss of the Transferor Companies under the Income Tax Act, 1961, if any, shall be available to the Transferee Company.

c. If the Transferor Companies are entitled to any benefits under incentive schemes and policies of Central Government or State Government or under Tax Laws including Goods and Service Tax Act, all such benefits under all such incentive schemes and policies shall be and stand vested in the Transferee Company.

d. The Transferee Company is expressly permitted to revise and file its income tax returns and other statutory returns, including tax deducted / collected at source returns, service tax returns, excise tax returns, sales tax / CENVAT / VAT / GST returns, as may be applicable and has expressly reserved the right to make such provision in its returns and to claim unabsorbed depreciation, refunds, advance tax credits, credit of tax under Section 115JB of the Income Tax Act, 1961, credit of dividend distribution tax, credit of tax deducted at source, credit of foreign taxes paid/withheld, etc. if any, as may be required for the purposes of/consequent to implementation of the Scheme.

e. It is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, etc., the Transferor Companies, shall, if so required by the Transferee Company, issue notices in such form as the Transferee Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Transferee Company, as the person entitled thereto, to the end and intent that the right of the Transferor Companies, to recover or realize the same, stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

f. It is hereby clarified that, if any terms or provisions of the Scheme are found or interpreted to be inconsistent with the above provisions at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with conditions contained in Section 2(1B) of the Income Tax Act, 1961. Such modification will however not affect other parts of the Scheme.

D. CONSIDERATION

a. Cancellation of Shares held by Transferee Company

i. The Transferor Company 1 is a subsidiary of the Transferee Company and the Transferee Company holds 6,79, 986 (Six lakh seventy nine thousand nine hundred and eighty six) equity shares (including 1,01,563 (One lakh one thousand five hundred and sixty three) partly paid-up equity shares, INR 6 (Rupees Six only) paid-up against face value of INR10 (Rupees Ten only) each) in the Transferor Company 1, constituting 90.48% (Ninety point four eight per cent) of the issued share capital of the Transferor Company 1. On amalgamation of the Transferor Company 1 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company in the Transferor Company 1.

ii. The Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 and the Transferor Company 1

together with its nominee holds all the shares issued by the Transferor Company 2. Given that the Transferor Company 1 is a subsidiary of the Transferee Company (as mentioned in (a) above), on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company (indirectly through the Transferor Company 1) in the Transferor Company 2.

iii. Upon coming into effect of the Scheme, and in consideration of the amalgamation of each of the Transferor Companies into the Transferee Company in terms of this Scheme, all equity shares issued by the respective Transferor Companies and held by the Transferee Company (in Transferor Company 1) and Transferor Company 1 (in Transferor Company 2) and/or their respective nominees shall stand cancelled and extinguished without any further application, act or deed and in lieu thereof, no allotment of shares in the Transferee Company shall be made to any person whatsoever.

b. Amalgamation Consideration for Shareholders other than Transferee Company

Upon this Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of this Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5/- (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date in the following share exchange ratio:

568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5 (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

c. The share exchange ratio has been arrived at on basis of the valuation report of Mr. Paras K. Savla, Registered Valuer.

d. The equity shares of the Transferee Company shall be issued in dematerialised form.

e. Upon this Scheme becoming effective, the equity shares of Transferee Company to be issued and allotted to the equity shareholders of the Transferor Company 1 (except the Transferee Company) pursuant to Clause 10.2 above shall be subject to the provisions of the memorandum of association and articles of association of the Transferee Company and shall rank pari passu from the date of allotment in all respects with the existing equity shares of Transferee Company including entitlement in respect of dividends.

f. The Transferee Company shall make necessary applications and carry out necessary formalities for listing of the equity shares with the Stock Exchanges as per applicable provisions of the Act and SEBI Regulations. Immediately upon receipt of such approval, the Transferee Company shall further take all necessary steps to ensure that trading of equity shares commences within the period prescribed by the SEBI Circular and SEBI Regulations. The equity shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are provided by the Stock Exchanges. There shall be no change in the shareholding pattern or control of the Transferee Company between the Record Date and listing of equity shares which may affect the status of approval of Stock Exchanges.

g. Fractional entitlements to which the shareholders of the Transferor Company 1 may be entitled on issue and allotment of equity shares in the Transferee Company, shall be rounded off to the nearest integer for the purposes of determining number of equity shares in the Transferee Company to be allotted to the shareholders of the Transferor Company 1.

h. The issue and allotment of the equity shares to the shareholders of the Transferor Company 1 (other than, for the avoidance of any doubt, the Transferee Company) as provided in this Scheme, is an integral part thereof and shall be deemed to have been carried out without requiring any further act on the part of the Transferee Company or its shareholders and as if the procedure laid down under Sections 42 and 62 of the Act and any other applicable provisions of the Act and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as may be applicable and such other statutes and regulations as may be applicable were duly complied with.

i. The equity shares shall be issued free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever to respective equity shareholder of Transferor Company whose name is recorded in the register of members of Transferor Company 1 as of the Record Date.

E. ACCOUNTING TREATMENT BY THE TRANSFEREE COMPANY IN RESPECT OF ASSETS AND LIABILITIES

a. Upon the Scheme coming into effect, the Transferee Company shall account for the amalgamation of the Transferor Companies in the books of accounts in accordance with "Pooling of Interest Method" of accounting as laid down in Appendix C of Ind AS-103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, in its books of accounts such that:

i. The Transferee Company shall record the assets and liabilities, if any, of the Transferor Companies vested in it pursuant to this Scheme, at the carrying values as appearing in the consolidated financial statements of Transferee Company;

ii. The identity of the reserves shall be preserved and the Transferee Company shall record the reserves of the Transferor Companies, at the carrying amount as appearing in the consolidated financial statements of Transferee Company;

iii. The value of all investments held by the Transferee Company in the Transferor Companies shall stand cancelled pursuant to amalgamation;

iv. The difference, if any arising after taking the effect of clause 1.1 to 1.3 shall be transferred to "Capital Reserve Account" in the financial statements of the Transferee Company;

v. Pursuant to the amalgamation of the Transferor Companies with the Transferee Company, inter-company balances between Transferee Company and the Transferor Companies, if any, appearing in the books of the Transferee Company shall stand cancelled;

vi. The Transferee Company shall settle the put liability towards remaining shareholders of Transferor Company 1 (shown as 'Deferred contingent consideration' in financial statements of Transferee Company) by issuance of fully paid up equity shares pursuant to Clause 10 of the Scheme. Issue of fully paid up equity shares by the Transferee Company shall be recorded at fair value;

vii. In case of any differences in accounting policies between the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies; and

viii. Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period.

F. COMBINATION OF AUTHORISED CAPITAL AND CHANGE IN THE OBJECTS CLAUSE

a. Upon the Scheme becoming effective, the authorised share capital of the Transferor Company 1 amounting to Rs. 10,00,00,000 (Rupees Ten crore only) comprising of 1,00,00,000 (One crore) equity shares of Rs. 10 (Rupees Ten only) each and the authorised share capital of the Transferor Company 2 amounting to Rs. 75,00,000 (Rupees Seventy five lakhs only) comprising of 7,50,000 (Seven lakh fifty thousand) equity shares of Rs.10 (Rupees Ten only) each will get amalgamated with that of the Transferee Company without payment of any additional fees, duties and taxes as the same have already been paid. The authorised share capital of the Transferee Company will automatically stand increased to that effect by simply filing the requisite forms, if required, with the RoC and no separate procedure or instrument or deed shall be required to be followed under the Act. The stamp duty and fees paid on the authorised capital of the Transferor Companies shall be utilized and applied to the increased authorised share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee and/or Taxes by the Transferee Company for increase in the authorised share capital to that extent. Consequently, Clause V of the Memorandum of Association of the Transferee Company shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 61 and 64 of the Act and other applicable provisions of the Act, as set out below:

"V. The Authorised Share Capital of the Company is Rs. 26,75,00,000/- (Rupees Twenty six crore seventy five lakh only) divided into 5,35,00,000 (Five crore thirty five lakh) equity shares of Rs. 5 (Rupees Five only)each."

b. Consequently, Clause III(A) of the Memorandum of Association of the Transferee Company shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Section 13 of the Act and other applicable provisions of the Act by inserting the following new sub clause number 2:

"2. To carry on the business of manufacturing, preserving, packaging, bottling, preparing, processing, marketing and selling foods including baby and dietetic foods, cereals, beverages, jams, jelly, pickles, cider, chutney, marmalades, mayonnaise, deserts, condiments, pancakes, doughnuts, vinegar, ketchup, sauces, juices, squashes, soups, gelatins, essences, ice creams, dairy products, fast food, frozen foods, khakhara, papad, and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, chocolate, chewing gum, toffees, sugar candies, lozenge, water ice products and mouth freshener."

c. Accordingly, the sub clauses of Clause III(A) of the Memorandum of Association of Transferee Company shall be read as under:

"1. To carry on the business of manufacturing, producing, processing, stocking of and dealing in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers, various namkeens including extruded snacks and to run cold storage for storage of vegetables, fruits and food products.

2. To carry on the business of manufacturing, preserving, packaging, bottling, preparing, processing, marketing and selling foods including baby and dietetic foods, cereals, beverages, jams, jelly, pickles, cider, chutney, marmalades, mayonnaise, deserts, condiments, pancakes, doughnuts, vinegar, ketchup, sauces, juices, squashes, soups, gelatins, essences, ice creams, dairy products, fast food, frozen foods, khakhara, papad, and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, chocolate, chewing gum, toffees, sugar candies, lozenge, water ice products and mouth freshener."

d. It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum of Association of the Transferee Company and the Transferee Company shall not be required to seek separate consent / approval of its shareholders for the alteration of the Memorandum of Association of the Transferee Company as required under Sections 13, 61 and 64 of the Act and other applicable provisions of the Act.

G. POWER TO GIVE EFFECT TO THIS PART

a. The Transferee Company shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

b. Upon coming into effect of the Scheme, the Transferee Company and/or the Transferor Companies shall, with reasonable dispatch or apply for transition of all licenses and statutory registrations of the Transferor Companies including but not limited to manufacturing licenses, product permissions, certificates, market authorisations, filings, dossiers (including experience and pre- qualification submissions), industrial licenses, municipal permissions, approvals, consent, permits, quotas, registration with FSSAI, incentives and subsidies.

H. DISSOLUTION OF THE TRANSFEROR COMPANIES AND VALIDITY OF RESOLUTIONS

a. Upon the effectiveness of this Scheme, the Transferor Companies shall be dissolved without winding up, and the Board and any committees thereof of the Transferor Companies shall without any further act, instrument or deed be and stand discharged. The name of the Transferor Companies shall be struck off from the records of the RoC and the Transferee Company shall make necessary filings, if any, in this regard.

b. Upon the coming into effect of this Scheme, the resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

I. OPERATIVE DATE OF THE SCHEME & RATIONALE FOR THE APPOINTED DATE

a. This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal under Sections 230 to 232 of the Companies Act, 2013 sanctioning the Scheme, are filed in the respective office(s) of the RoC by the Transferor Companies and Transferee Company. Such date is called as the Effective Date.

b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

c. The Appointed Date has been fixed keeping in mind the objective of the Transferee Company of acquiring the ongoing business operations carried on by the Transferor Company 1 for reasons and benefits as more particularly set out in Section C of this Scheme and it is hereby declared and confirmed that it is not against the public interest.

J. SAVING OF CONCLUDED TRANSACTIONS

a. Subject to the terms of this Scheme, the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded after the Appointed Date till the Effective Date, to the end and intent the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company in accordance with this Scheme.

K. DIVIDENDS

a. During the period between the date of approval of the Scheme by the Board of the Transferee Company and up to and including the Effective Date, the Transferor Companies shall not declare any dividend without the prior written consent of the Board of Directors of the Transferee Company.

b. For avoidance of doubt, it is hereby declared that nothing in the Scheme shall prevent the Transferee Company from declaring and paying dividends, whether interim or final, to its equity shareholders. The shareholders of the Transferor Companies shall not be entitled to dividend, if any, declared by the Transferee Company prior to the Effective Date.

The features / details / extract set out above being only the salient features / details / extract of the Scheme of Amalgamation as are statutorily required to be included in this explanatory statement, the members are requested to read the entire text of the Scheme of Amalgamation (annexed herewithas Annexure 1) to get fully acquainted with the provisions thereof and the rationale and objectives of the proposed Scheme of Amalgamation.

15. Valuation and Accounting Treatment

i. Valuation Report including the basis of valuation, Pricing Certificate and Fairness Opinion of the registered valuer is enclosed as Annexure 2, 3 and 4 respectively.

ii. The accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. The certificate issued by the Statutory Auditor of the Transferee Company and is open for inspection at the registered office of the Transferee Company.

iii. The Statutory Auditor of the Transferor Company has also issued a certificate to the effect that the accounting treatment as prescribed in the Scheme is in conformity with the Accounting Standards as prescribed under Section 133 of the Act. The certificate issued by the Statutory Auditor of the Transferee Company is open for inspection at the registered office of the Transferee Company.

16. Effect of the Scheme of Amalgamation on Various Parties

a) The effect of the proposed Scheme on the stakeholders of the Transferee Company would be as follows:

a. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

i. As an integral part of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of the Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty-six) equity shares of face value of Rs. 5 (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date (as defined in the Scheme) in the following share exchange ratio:

568 equity shares of Transferee Company of Rs. 5 each as fully paid-up to be issued and allotted for every 100 equity shares of the face value of Rs. 10 each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

ii. Upon the Scheme becoming effective, the external equity shareholders (other than Transferee Company) holding 9.52% shareholding of "Transferor Company 1" shall become the shareholders of "Transferee Company" based on the share exchange ratio as stipulated in clause no. 10.2 of the Scheme. The equity shares shall be issued and allotted by the Transferee Company in dematerialised form and shall be listed and admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI Master Circular ref. no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, as amended, subject to the complying with the conditions and other requirements of the Stock Exchanges and the Securities and Exchange Board of India.

iii. The promoters and the promoter group of the Transferee Company currently hold 71.49% of the total paid-up equity share capital of the Transferee Company. Upon the Scheme becoming effective, the promoters and promoter group of the Transferee Company shall hold 70.28% of the total paid-up equity share capital of the Transferee Company and the public shareholders shall hold the remaining 29.72% of the total paid-up equity share capital of the Transferee Company.

iv. Further that the Transferee Company is not making any reduction in the Share Capital.

The Scheme is expected to have several benefits for the Transferor Companies, as indicated in the rationale set out in the Scheme, and is expected to be in the best interests of the shareholders of the Company.

b. Effect of the Scheme on the Employees, Directors and KMPs

i. The Scheme is not expected to have any impact on the employees of the Transferee Company. The employees of the Transferee Company will continue to be employees of the Transferee Company on the same terms and conditions as before.

ii. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Transferee Company and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. The Scheme does not affect the office of the KMPs of the Transferee Company.

iii. Upon the Scheme becoming effective, the composition of the Board of the Transferee Company shall not be changed.

c. Effect of the Scheme on the creditors

i. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferee Company. The liabilities of the creditors of the Transferee Company is neither being reduced nor being extinguished. The creditors of the Transferee Company would in no way be affected by the Scheme.

ii. The Transferee Company has not issued any debentures. The Transferee Company has not accepted any public deposits from any person.

b) The effect of the proposed Scheme on the stakeholders of the Transferor Company 1 would be as follows:

a. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

i. As an integral part of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of the Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty-six) equity shares of face value of Rs. 5 (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date (as defined in the Scheme) in the following share exchange ratio:

568 equity shares of Transferee Company of Rs. 5 each as fully paid-up to be issued and allotted for every 100 equity shares of the face value of Rs. 10 each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

ii. Upon the Scheme becoming effective, the external equity shareholders (other than Transferee Company) holding 9.52% shareholding of "Transferor Company 1" shall become the shareholders of "Transferee Company" based on the share exchange ratio as stipulated in clause no. 10.2 of the Scheme. The equity shares shall be issued and allotted by the Transferee Company in dematerialised form and shall be listed and admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI Master Circular Ref. No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, as amended, subject to the complying with the conditions and other requirements of the Stock Exchanges and the Securities and Exchange Board of India.

iii. The promoters of the Transferor Company 1 currently hold 100.00% of the total paid-up equity share capital of the Transferor Company 1. Upon the Scheme becoming effective, the Company shall be dissolved without winding up and hence, there shall be Nil holding of the promoters.

b. Effect of the Scheme on the Employees, Directors and KMPs

i. Upon the Scheme becoming effective, all employees, whether temporary or permanent employees and including all employees on probation, trainees and interns of the Transferor Companies in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Companies on the Effective Date.

ii. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferor Company 1 and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Transferor Company 1 and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. The Scheme does not affect the office of the KMPs of the Transferor Company 1.

iii. No directors of the Transferor Company 1 will be entitled for any directorship in the Transferee Company by the virtue of the Scheme.

c. Effect of the Scheme on the Creditors

i. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferor Company 1. The liabilities of the creditors of the Transferor Companies shall without any further act, instrument or deed be transferred to and vested in Transferee Company.

ii. The Transferor Company 1 has not issued any debentures. The Transferor Company 1 has not accepted any public deposits from any person.

c) The effect of the proposed Scheme on the stakeholders of the Transferor Company 2 would be as follows:

a. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

i. The Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 and the Transferor Company 1 together with its nominee holds all the shares issued by the Transferor Company 2. Given that the Transferor Company 1 is a subsidiary of the Transferee Company, on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company (indirectly through the Transferor Company 1) in the Transferor Company 2.

ii. Upon the Scheme becoming effective, as the Transferor Company 2 is the Wholly Owned Subsidiary of Transferor Company 1, all the shares of "Transferor Company 2" held by the "Transferor Company 1" (either directly or through nominee) shall stand cancelled without any further application, act or deed.

iii. The promoters of the Transferor Company 2 currently hold 100.00% of the total paid-up equity share capital of the Transferor Company 2. Upon the Scheme becoming effective, the Company shall be dissolved without winding up and hence, there shall be Nil holding of the promoters.

b. Effect of the Scheme on the Employees, Directors and KMPs

i. Upon the Scheme becoming effective, all employees, whether temporary or permanent employees and including

all employees on probation, trainees and interns of the Transferor Companies in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Companies on the Effective Date.

ii. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferor Company 2 and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. There are no KMPs in the Transferor Company 2.

iii. No directors of the Transferor Company 2 will be entitled for any directorship in the Transferee Company by the virtue of the Scheme.

c. Effect of the Scheme on the Creditors

i. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferor Company 2. The liabilities of the creditors of the Transferor Companies shall without any further act, instrument or deed be transferred to and vested in Transferee Company.

ii. The Transferor Company 2 has not issued any debentures. The Transferor Company 2 has not accepted any public deposits from any person.

In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferor Companies and the Transferee Company, in their respective meetings, held on 20th May, 2022, have adopted a report, inter alia, explaining the effect of the Scheme on its shareholders and key managerial personnel amongst others. Copy of the Reports adopted by the Board of Directors of the Transferee Company and Transferor Companies are enclosed as **Annexure 8, 9 and Annexure 10,respectively.**

17. The Directors and Key Managerial Personnel ("KMP") of the Transferee Company and their respective relatives do not have any material interest, concern or any other interest in the Scheme of Amalgamation except to the extent of their shareholding in the Transferee Company. There will be no adverse effect of the Scheme of Amalgamation on the Directors and KMP of the Transferee Company.

18. The Directors and Key Managerial Personnel ("KMP"), if any, of the Transferor Companies and their respective relatives do not have any material interest, concern or any other interest in the Scheme of Amalgamation except to the extent of their shareholding in the Transferor Companies. There will be no adverse effect of the Scheme of Amalgamation on the Directors and KMP, if any, of the Transferor Companies.

OTHER MATTERS

19. No investigation has been instituted or is pending in relation to the Applicant Company and Transferor Companies under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956 and to the knowledge of the Transferee Company, no investigation proceedings have been instituted or are pending in relation to the Transferor Companies under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.

20. The Applicant Transferee Company, in terms of Section 230(2)(a) of the Companies Act, 2013 and the Observation letters of Stock Exchanges, states that there are no ongoing adjudication & recovery proceedings, no prosecutions or no pending inquiry or other enforcement action taken against the Transferee company, its promoters and directors.

21. To the knowledge of the Transferee Company, no winding up proceedings have been filed or pending against the Transferee Company under the Act or the corresponding provisions of the Companies Act, 1956. Further, no winding up proceedings have been filed or pending against the Transferor Companies under the Act or the corresponding provisions of the Companies Act, 1956.

22. To the knowledge of Transferee Company and the Transferor Companies, no application was made or no proceedings are pending under the Insolvency and Bankruptcy Code, 2016.

23. There is no capital restructuring or debt restructuring being undertaken pursuant to this Scheme.

24. The copy of the proposed scheme has been filed with the concerned Registrar of Companies by the Transferee Company.

25. The Unaudited Financial Results of the Transferee Company, Transferor Company 1 and Transferor Company 2 respectively, for the quarter and nine months ended 31st December, 2021, are enclosed as Annexure 11, Annexure 12 and Annexure 13, respectively.

26. In terms of SEBI Circular, the applicable information of the Transferor Company 1 and Transferor Company 2 in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are enclosed as Annexure 14 and Annexure 15, respectively.

27. As per the books of accounts, as on 20th March, 2022, of the Transferee Company, the Transferor Company 1 and the Transferor Company 2, respectively, the amount due to the unsecured creditors are Rs.41,71,77,432 (Rupees Forty One Crores Seventy One Lakhs Seventy Seven Thousand Four Hundred and Thirty Two only), Rs. 5,73,43,210 (Rupees Five Crores Seventy Three Lakhs Forty Three Thousand Two Hundred and Ten only) and Nil respectively.

28. As per the books of accounts, as on 20th March, 2022, of the Transferee Company, the Transferor Company 1 and the Transferor Company 2, respectively, the amount due to the secured creditors are NIL in all Companies.

29. The name and address of the promoters and Promoter group of the Transferee Company including its shareholding in the Companies as on 31st March, 2022 are as under:

Sr. No.	Name and Address of Promoters and Promoter Group	Transferee Company		Transferor Company 1	Transferor Company 2
		No. of Shares	%	No. of Shares and %	No. of Shares and %
1.	**Mr. Rajesh Kumar Mehta** Add.-22 – A, BCM Villa, Bicholi Hapsi, Bypass Road, Behind Columbia Convent School, Shanti Niketan Colony, Indore - 452016, MP	681456	2.91	NIL	NIL
2.	**Mr. Naveen Kumar Mehta** Add.-UG 21, BCM Heights, Link Road, Bombay Hospital, Indore - 452010, MP	904176	3.86	NIL	NIL
3.	**Mr. Arvind Mehta** Add.-Shanti Niketan Colony, Bicholi Hapsi, Bypass Road, Indore - 452016, MP	560184	2.39	NIL	NIL
4.	**Mr. Arun Kumar Mehta** Add.-22 – A, BCM Villa, Bicholi Hapsi, Bypass Road, Behind Columbia Convent School, Shanti Niketan Colony, Indore - 452016, MP	571776	2.44	NIL	NIL
5.	**Mrs. Kanta Mehta** Add.-22 – A, BCM Villa, Bicholi Hapsi, Bypass Road, Behind Columbia Convent School, Shanti Niketan Colony, Indore - 452016, MP	233180	0.99	NIL	NIL
6.	**Mrs. Rita Mehta** Add.-22 – A, BCM Villa, Bicholi Hapsi, Bypass Road, Behind Columbia Convent School, Shanti Niketan Colony, Indore - 452016, MP	326400	1.39	NIL	NIL
7.	**Mrs. Premlata Kumat** Add.-16/4 Race Course Road, Near Janjirwala Square, Indore - 452001, MP	559106	2.38	NIL	NIL

8.	**Mrs. Swati Bapna** Add.-E 1/7 Avera Colony, Huzur, RS Nagar, Bhopal - 462016, MP	204209	0.87	NIL	NIL
9.	**Mr. Apoorva Kumat** Add.-16/4 Race Course Road, Near Janjirwala Square, Indore - 452001, MP	555145	2.37	NIL	NIL
10.	**Mr. Amit Kumat** Add.-16/4 Race Course Road, Near Janjirwala Square, Indore - 452001, MP	583248	2.49	NIL	NIL
11.	**Mrs. Sandhya Kumat** Add.-16/4 Race Course Road, Near Janjirwala Square, Indore - 452001, MP	129600	0.55	NIL	NIL
12.	**Mrs. Rakhi Kumat** Add.-16/4 Race Course Road, Near Janjirwala Square, Indore - 452001, MP	110400	0.47	NIL	NIL
13.	**SCI Growth Investments II** Add.-Deutsche Bank AG, DB House, Hazarimal Somani Marg, Post Box No. 1142, Fort, Mumbai - 400001, MH	8393451	35.79	NIL	NIL
14.	**Sequoia Capital GFIV Mauritius Investments (Promoter Group)** Add.-Deutsche Bank AG, DB House, Hazarimal Somani Marg, Post Box No. 1142, Fort, Mumbai - 400001, MH	2354405	10.04	NIL	NIL
15.	**Sequoia Capital India Growth Investment Holdings I (Promoter Group)** Add.-Deutsche Bank AG, DB House, Hazarimal Somani Marg, Post Box No. 1142, Fort, Mumbai - 400001, MH	600726	2.56	NIL	NIL

30. The name and address of the directors and KMPs of the Transferee Company including its shareholding as on 31st March, 2022 are as under:

Sr. No.	Name, Designation and Address of Directors and KMP	Designation	DIN/PAN	No. of Shares and %		
				Transferee Company	Transferor Company 1	Transferor Company 2
1.	**Mr. Arvind Mehta** Add-Shanti Niketan Colony, Bicholi Hapsi, Bypass Road, Indore - 452016, M.P	Chairman and Executive Director	00215183	560184 and 2.39%	NIL	NIL
2.	**Mr. Amit Kumat** Add-16/4, Race Course Road, Indore - 452001, Madhya Pradesh	Managing Director and Chief Executive Officer (CEO)	02663687	583248 and 2.49%	NIL	NIL
3.	**Mr. Apoorva Kumat** Add.-16/4, Race Course Road, Indore 452001, Madhya Pradesh	Executive Director (Operations)	02630764	555145 and 2.37%	NIL	NIL
4.	**Mr. Ravi Shankar Venkataraman Ganapathy Agraharam** Add.-Villa GW09, 77 East, 77 Town Centre, Yemlur Main Road, Marathahalli Colony - 560037, Bangalore	Non-Executive/ Non- Independent Director	02604007	NIL	NIL	NIL

5.	**Mr. Vineet Kumar Kapila** Add.-Flat No. 201, Tower B/3, The World Spa (West) Unitech Towers, Sector - 30 Gurugram - 122002, Haryana	Independent Director	00056582	NIL	NIL	NIL
6.	**Mrs. Anisha Motwani** Add.-House No. 24, Block No. 8, South Patel Nagar, New Delhi- 110008	Independent Director	06943493	NIL	NIL	NIL
7.	**Mr. Chetan Kumar Mathur** Add.-212 B, Hamilton Court, DLF City-IV, Gurugram - 122009, Haryana	Independent Director	00437558	NIL	NIL	NIL
8.	**Mr. Bharadwaj Thiruvenkata Venkatavaraghavan** Add.-702, Orchid Tower-A, 241/242, Bellasis Road, Mumbai Central, Mumbai-400008, Maharashtra	Independent Director	02918495	NIL	NIL	NIL
9.	**Mr. Sumit Sharma** Add.-480, Kalani Nagar, Aerodrome Road, Indore – 452005, Madhya Pradesh	Chief Financial Officer	APXPS6368B	91764 and 0.39%	NIL	NIL
10.	**Mr. Om Prakash Pandey** Add-Flat No. A 303, Tulsiyana Residency, Near SICA School, Nipania, Indore- 452010, Madhya Pradesh	Company Secretary and Compliance Officer	ANUPP6287B	NIL	NIL	NIL

31. The Shareholding Pattern of the Transferee Company as on 31st March, 2022 are as under:

Sr. No.	Category	No. of Shareholders	No. of Shares held	% of holding
A.	**Promoter Holding**			
	a) Individuals	12	5418880	23.11
	b) Bodies Corporate	3	11348582	48.39
	Sub Total (A)	**15**	**16767462**	**71.49**
B.	**Public Shareholding**			
	1) Institutions	0	0	0
	a) Mutual Funds/UTI	4	1987274	8.47
	b) Financial Institutions	0	0	0
	c) Foreign Portfolio Investor	22	1140275	4.86
	d) Insurance Companies	0	0	0
	e) Foreign Financial Institution	0	0	0
	f) Foreign Mutual Fund	0	0	0
	g) Alternate Investment Fund	6	781341	3.33
	h) Any Other (Overseas Corporate Bodies)	1	426439	1.82
	Sub-Total (B)(1)	**33**	**4335329**	**18.49**
	2) Non-Institutions			
	a) Individuals			
	I. Individual Shareholders holding nominal share capital up to Rs.2 Lac	13111	1556680	6.64
	II. Individual Shareholders holding nominal share capital in excess of Rs. 2 Lac	4	366273	1.56

	b) NBFCs registered with RBI	0	0	0
	c) Employee Trusts	0	0	0
	d) Overseas Depositories(holding DRs) (balancing figure)	0	0	0
	e) Any Other (Specify)	852	427292	1.82
	Trusts	0	0	0
	Non Resident Indians (Non Repat)	88	24859	0.11
	Non Resident Indians (Repat)	158	67425	0.29
	Hindu Undivided Family	486	72273	0.31
	Clearing Members	18	3834	0.02
	Bodies Corporate	102	258901	1.10
	Sub-Total (B)(2)	**13967**	**2350245**	**10.02**
	(B) Total Public Shareholding	**14000**	**6685574**	**28.51**
C	**Shares held by Custodians and against which Depository Receipts have been issued**	**0**	**0**	**0**
	Grand Total (A)+(B)+(C)	**14015**	**23453036**	**100.00**

32. The name and address of the promoters of the Transferor Company 1 including its shareholding in the Companies as on 31st March, 2022 are as under:

Sr.No.	Name and Address of Promoters	Transferee Company		Transferor Company 1	Transferor Company 2
		No. of Shares	%	No. of Shares and %	No. of Shares and %
	Promoters				
1.	**Mr. Rajeshbhai Mansukhbhai Savani** Add.-Uma Palace, 1 - Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	NIL	NIL	24,686 and 3.28%	NIL
2.	**Mr. Neel Rasikbhai Jagani** Add.-Vrundavan Vatika Apartment, 2nd Floor, Opp. Crystal Mall, Kalawad Road, Rajkot-360005, Gujarat	NIL	NIL	9,124 and 1.21%	NIL
3.	**Mr. Dilipbhai Vithalbhai Lalani** Add.-E - 23 Om Residency NR Ambika Township Nana Mava Road, Rajkot - 360005, Gujarat	NIL	NIL	6,981 and 0.93%	NIL
4.	**Mr. Sanju Rajeshbhai Savani** Add.-Uma Palace, 1- Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	NIL	NIL	18,261 and 2.43%	10 and 0.01%
5.	**Mr. Jashkumar Dilipkumar Lalani** Add.-Block No. 23, Street No. 23, Om Residency Nana Mava Road, Rajkot - 360005, Gujarat	NIL	NIL	7,334 and 0.97%	NIL
6.	**Mrs. Purvi Neelbhai Jagani** Add.-Vrundavan Vatika Apartment, 2nd Floor, Opp. Crystal Mall, Kalawad Road, Rajkot-360005, Gujarat	NIL	NIL	5,191 and 0.7%	NIL
7.	**Prataap Snacks Limited**	-	-	578423	NIL
	Add.-KhasraNo.378/2, Nemawar Road,Near Makrand	-	-	101563*	
	House, Palda, Indore–452020, Madhya Pradesh			90.48% (Total)	

*Partly paid-up equity shares

33. The name and address of the directors of the Transferor Company 1including its shareholding in the Companies as on 31st March, 2022 are as under:

Sr. No.	Name, Designation and Address of Directors and KMP	Designation	DIN/PAN	No. of Shares and %		
				Transferee Company	Transferor Company 1	Transferor Company 2
1.	**Mr. Arvind Mehta** Add-Shanti Niketan Colony, Bicholi Hapsi, Bypass Road, Indore - 452016, M.P	Director	00215183	560184 and 2.39%	NIL	NIL
2.	**Mr. Amit Kumat** Add-16/4, Race Course Road, Indore - 452001, Madhya Pradesh	Director	02663687	583248 and 2.49%	NIL	NIL
3.	**Mr. Neel Rasikbhai Jagani** Add.-Vrundavan Vatika Apartment, 2nd Floor, Opp. Crystal Mall, Kalawad Road, Rajkot - 360005, Gujarat	Director	07357621	NIL	9124 and 1.21%	NIL
4.	**Mr. Rajeshbhai Mansukhbhai Savani** Add.-Uma Palace, 1-Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	Director	07357631	NIL	24,686 and 3.28%	NIL
5.	**Mr. Bharadwaj Thiruvenkata Venkatavaraghavan** Add.-702, Orchid Tower-A, 241/242, Bellasis Road, Mumbai Central, Mumbai-400008, Maharashtra	Independent Director	02918495	NIL	NIL	NIL
6.	**Mr. Girish Nair** Add.-44 - A, Gulmohar Colony, Near Saket, Indore – 452001, Madhya Pradesh	Independent Director	00273501	NIL	NIL	NIL

34. The Shareholding Pattern of the Transferor Company 1 as on 31st March, 2022 are as under:

SR. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	AMOUNT (Face Value Rs.10)	SHAREHOLDING %
1.	Mr. Rajeshbhai Mansukhbhai Savani	24,686	246,860	3.28
2.	Mr. Neel Rasikbhai Jagani	9,124	91,240	1.21
3.	Mr. Dilipbhai Vithalbhai Lalani	6,981	69810	0.93
4.	Mr. Sanju Rajeshbhai Savani	18,261	182610	2.43
5.	Mr. Jashkumar Dilipkumar Lalani	7,334	73340	0.97
6.	Mrs. Purvi Neelbhai Jagani	5,191	51910	0.7
7.	Prataap Snacks Limited	5,78,423	5,784,230	90.48
		1,01,563*	609,378	

* Partly-paid up equity shares

35. The name and address of the promoters of the Transferor Company 2 including its shareholding in the Companies as on 31st March, 2022 are as under:

Sr.No.	Name and Address of Promoters	Transferee Company		Transferor Company 1	Transferor Company 2
		No. of Shares	%	No. of Shares and %	No. of Shares and %
1.	**Mr. Sanju Rajeshbhai Savani (Nominee of Avadh Snacks Pvt Ltd)** Add.-Uma Palace, 1 - Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	NIL	NIL	18261 and 2.43%	10 and 0.01%
2.	**Avadh Snacks Private Limited** Add.-R.S. No. 123 / P3, New R.S. No. 128, Ind. Plot No. I, Nikava. Jamnagar -361162, Gujarat	NIL	NIL	NIL	749990 and 99.99%

36. The name and address of the directors of the Transferor Company 2 including its shareholding in the Companies as on 31st March, 2022 are as under:

Sr. No.	Name, Designation and Address of Directors and KMP	Designation	DIN/PAN	No. of Shares and %		
				Transferee Company	Transferor Company 1	Transferor Company 2
1.	**Mr. Arvind Mehta** Add-Shanti Niketan Colony, Bicholi Hapsi, Bypass Road, Indore - 452016, M.P	Director	00215183	560184 and 2.39%	NIL	NIL
2.	**Mr. Neel Rasikbhai Jagani** Add.-Vrundavan Vatika Apartment, 2nd Floor, Opp. Crystal Mall, Kalawad Road, Rajkot - 360005, Gujarat	Director	07357621	NIL	9124 and 1.21%	NIL
3.	**Mr. Rajeshbhai Mansukhbhai Savani** Add.-Uma Palace, 1-Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	Director	07357631	NIL	24,686 and 3.28%	NIL
4.	**Mr. Amit Kumat** Add-16/4, Race Course Road, Indore - 452001, Madhya Pradesh	Director	02663687	583248 and 2.49%	NIL	NIL

37. The Shareholding Pattern of the Transferor Company 2 as on 31st March, 2022 are as under:

Sr. No.	Name of Shareholder	No. of equity shares	Face value per equity share (Rs.)	Amount (Rs.)
1.	**Mr. Sanju Rajeshbhai Savani (Nominee of Avadh Snacks Pvt Ltd)** Add.-Uma Palace, 1 - Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	10	10	100
2.	**Avadh Snacks Private Limited** Add.-R.S. No. 123 / P3, New R.S. No. 128, Ind. Plot No. I, Nikava. Jamnagar -361162, Gujarat	749990	10	7499900

38. There is change in the shareholding pattern and capital structure of the Transferee Company pursuant to the present Scheme. The pre-Scheme and the post-Scheme shareholding pattern and capital structure of the Transferee Company and the Transferor Companies (assuming the continuing shareholding pattern as on 31st March, 2022) are as under:

Pre and post scheme Shareholding Pattern of the Transferee Company

Pre:

Category	No of Shares	%
Promoter	1,67,67,462	71.49
Public	66,85,574	28.51
Total	**2,34,53,036**	**100**

Post:

Category	No of Shares	%
Promoter	1,67,67,462	70.28
Public	70,92,130	29.72
Total	**2,38,59,592**	**100**

Pre and post scheme Shareholding Pattern of the Transferor Company 1

Pre:

Category	No of Shares	%
Promoter	7,51,563	100
Public	0	0
Total	**7,51,563**	**100**

Post:

Category	No of Shares	%
Promoter	0	0
Public	0	0
Total	**0**	**0**

Pre and post scheme Shareholding Pattern of the Transferor Company 2

Pre:

Category	No of Shares	%
Promoter	7,50,000	100
Public	0	0
Total	**7,50,000**	**100**

Post:

Category	No of Shares	%
Promoter	0	0
Public	0	0
Total	**0**	**0**

39. The post Amalgamation Capital Structure of the Transferee Company (assuming the continuing shareholding pattern as on 31st March, 2022) are given herein below –

Particulars	Rs.
Authorised Share Capital	
5,35,00,000 equity shares of Rs. 5 each	26,75,00,000
Total	**26,75,00,000**
Issued, Subscribed and Paid-up Share Capital	
2,38,59,592 equity shares of Rs. 5 each	11,92,97,960
Total	**11,92,97,960**

40. Upon the sanctioning of the Scheme, and in terms of the Scheme, the external equity shareholders (other than PSL) holding 9.52% shareholding of "Avadh" shall become the shareholders of "PSL" based on the share exchange ratio as stipulated in Clause no. 10.2 of the Scheme and that the said equity shareholders would no longer remain the equity shareholders of "Avadh" as upon the Scheme becoming effective "Avadh" shall stand dissolved without winding up. Upon the Scheme becoming effective the equity shares held by PSL in the paid-up equity share capital of "Avadh" shall stand cancelled. Upon the Scheme becoming effective the entire equity shares held by "Avadh" (including its nominee) in the paid-up equity share capital of "Red Roto" shall stand cancelled and "Red Roto" shall stand dissolved without winding up.

Since, the Transferor Companies will be merged into the Applicant Company on Scheme of Amalgamation being effective, the Transferor Companies will stand dissolved, thus, there will be no post amalgamation capital structure.

41. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.

42. The following documents will be open for inspection by the Equity Shareholders of the Transferee Company through electronic mode on the website of the Company. The weblink for the same is www.yellowdiamond.in. In addition to the above, the following documents will also be open for inspection by the Equity Shareholders of the Applicant Company at its registered office situated at Khasra No. 378/2, Nemawar Road, Near Makrand House, Indore– 452020, Madhya Pradesh on all working days between 11:30 a.m. and 2:30 p.m. up to the date of the ensuing Meeting and at the Meeting during the Meeting hours:

(i) Copy of the order passed by NCLT in C.A.(CAA)/4/MP/2022, dated 1st July, 2022 directing the Transferee Company to, interalia, convene the meetings of its equity shareholders and unsecured creditors;

(ii) Copy of the Memorandum and Articles of Association of the Transferor Company1, Transferor Company 2 and the Transferee Company;

(iii) Copy of the Annual Reports of the Companies for the financial years ended 31stMarch, 2019 and 31st March, 2020 respectively;

(iv) Copy of the Annual Reports of the Companies for the financial years ended 31st March, 2021;

(v) Copy of the Annual Reports of the Companies for the financial years ended 31stMarch, 2022;

(vi) Copy of the Unaudited financial results of the Transferee Company for the quarter and nine months ended December 31, 2021;

(vii) Copy of the Unaudited financial results of Transferor Company 1 and Transferor Company 2 for the quarter and nine months ended December 31, 2021;

(viii) Copy of the Register of Directors' shareholding of each of the Companies;

(ix) Copy of the Valuation Report dated 29th September, 2021 issued by Mr. Paras K Salva, Registered Valuer, IBBI Registration Number: IBBI/RV/06/2018/10102;

(x) Copy of Pricing Certificate on proposed preferential allotment by Auditor of the Transferee Company, B S R & Co. LLP, Chartered Accountants dated 29th September, 2021;

(xi) Copy of the Fairness Opinion dated 29th September, 2021 issued by Arihant Capital Markets Limited, a SEBI registered merchant bank;

(xii) Copy of the Report of the Audit Committee of the Transferee Company;

(xiii) Copy of the Report of the Committee of Independent Directors of the Transferee Company;

(xiv) Copy of the resolutions, dated 29th September, 2021, passed by the Board of Directors of the Transferor Company 1, Transferor Company 2 and the Transferee Company, respectively, approving the Scheme;

(xv) Copy of the certificate dated 29th September, 2021 issued by BSR & Co. LLP, Chartered Accountants, Statutory Auditor of the Transferee Company to the effect that the accounting treatment in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;

(xvi) Copy of the no complaints report, dated 14th February, 2022 and dated 21st February, 2022, submitted by the Transferee Company to NSE and BSE respectively;

(xvii) Copy of the observation letters issued by NSE and BSE, both dated 05th April, 2022 to the Transferee Company;

(xviii) Copy of Form No. GNL 1 filed by the Transferee Company with the concerned Registrar of Companies along with the Challan dated 5th July, 2022 evidencing filing of the Scheme;

(xix) Copy of the certificate, issued by Chartered Accountants dated 02nd May 2022, certifying no secured creditors of the Transferee Company, Transferor Company 1 and Transferor Company 2 as on March 20, 2022;

(xx) Copy of the certificate, issued by Chartered Accountants dated 02nd May 2022, certifying the amount due to the unsecured creditors of the Transferee Company as on March 20, 2022;

(xxi) Copy of the certificate, issued by Chartered Accountants, certifying the amount due to the unsecured creditors of the Transferor Company 1 and Transferor Company 2 as on March 20, 2022;

(xxii) Copy of the Scheme;

(xxiii) Copy of the Reports dated 20th May, 2022 adopted by the Board of Directors of the Transferor Company 1, Transferor Company 2 and the Transferee Company, respectively, pursuant to the provisions of section 232(2)(c) of the Act;

(xxiv) Copy of the undertaking by the Transferee Company certified by B S R & Co. LLP, Statutory Auditor of the Transferee Company, dated 29th September, 2021 in respect of non-applicability of paragraph (A) (10) (b) of Part 1 of the master circular of SEBI vide no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020;

(xxv) Copy of the applicable information of the Transferor Companies in the format specified for abridged prospectus as provided in Part E of Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018

The equity shareholders shall be entitled to obtain the extracts from or making or obtaining the copies of the documents listed above.

43. This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Hard copies of the Particulars as defined in this Notice can be obtained free of charge between 11:30 a.m. to 2:30 p.m. on all working days, at the registered office of the Applicant Company, upto the date of the Meeting, at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda Indore- MP 452020 or from the office of authorised representative CS Manju Mundra, 302 Soni Mansion, 12-B Ratlam Kothi, Indore- 452001;

44. After the Scheme is approved, by the equity shareholdersand unsecured creditors of Applicant Company, it will be subject to the approval/sanction by NCLT or any other statutory or regulatory authorities as may be applicable.

Sd/-

Rajesh Chordia

Chairman appointed for the Meeting

Dated this 6th Day of July, 2022

Place: Indore

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

Annexure 1

SCHEME OF AMALGAMATION

OF

AVADH SNACKS PRIVATE LIMITED
("Transferor Company 1")

AND

RED ROTOPACK PRIVATE LIMITED
("Transferor Company 2")

WITH

PRATAAP SNACKS LIMITED
("Transferee Company")

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(Under Section 230 to 232 and other applicable provisions of the Companies Act, 2013)

A. PREAMBLE

This Scheme of Amalgamation is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for the amalgamation of Avadh Snacks Private Limited (CIN: U15132GJ2017PTC098837) and Red Rotopack Private Limited (CIN: U25199GJ2015PTC085423) with Prataap Snacks Limited (CIN: L15311MP2009PLC021746) as per the terms and conditions mentioned herein (hereinafter referred to as the "**Scheme**").

B. BACKGROUND OF THE COMPANIES

1. **AVADH SNACKS PRIVATE LIMITED** is a company incorporated under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat 361162 (hereinafter referred to as the "**Transferor Company 1**"). The Transferor Company 1 is engaged, *inter alia*, in the business of manufacture, sale, trading and distribution of savoury items including but not limited to natural and flavored like snacks, pellets, fryums, namkeen, farsan, salted foods including all kind of baby and diabetic food and all natural, artificial, synthetic, or chemical edible foods, jams, jelly, pickle, cider, chutney, carbonated and non-carbonated drinks, ice-creams, fast foods, frozen foods etc. and confectionery items including but not limited to breads, roti, pizza, cakes, pastries, wafers. The Transferor Company 1 is a subsidiary of the Transferee Company, with the Transferee Company holding 90.48% (Ninety Point Four Eight per cent) of the issued share capital of the Transferor Company 1.

2. **RED ROTOPACK PRIVATE LIMITED** is a company incorporated under the Companies Act, 2013 having its registered office at Survey No. 128, Plot No. 3, Opp. Supertech, Nikava, Kalawad, Gujarat 361162 (hereinafter referred to as the "**Transferor Company 2**"). The Transferor Company 2 is engaged, *inter alia* in manufacturing, processing, buying, selling, importing, exporting and other wise dealing with all kinds of card-board packing, plastic packing, roto printing, polythene packing, gunny bags, containers, bottles, hollow wares, whether made of leather, plastic, and all types of packing solutions. The Transferor Company 2 is the wholly owned subsidiary of the Transferor Company 1.

3. **PRATAAP SNACKS LIMITED** is a company incorporated under the Companies Act, 1956 having its registered office at Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore, Madhya Pradesh 452020 (hereinafter referred to as the "**Transferee Company**"). The Transferee Company was incorporated as a private company *i.e.,* Prataap Snacks Private Limited on March 23, 2009 and the same was converted into public limited company *i.e.,* Prataap Snacks Limited on September 19, 2016 *vide* certificate of Registrar of Companies, Gwalior. The Transferee Company is, *inter alia*, authorised to and is engaged in the business of manufacturing, producing, processing, stocking of and dealing in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers puffs, various namkeens and to run cold storage for storage of vegetables, fruits and food products.

The Transferor Company 1 and the Transferor Company 2 are hereinafter collectively referred to as the "**Transferor Companies**".

C. RATIONALE OF THIS SCHEME

BACKGROUND

The background for the amalgamation of Transferor Company 1 and Transferor Company 2 with Transferee Company is, amongst others, as under:

(i) During the financial year 2018-19, with the objective of acquiring the ongoing business operations carried on by the Transferor Company 1, the Transferee Company acquired 80% (Eighty per cent) of the equity share capital of the Transferor Company 1 from its existing and erstwhile shareholders;

(ii) In February 2021, the Transferee Company further acquired 10.48% (Ten point Four Eight per cent) of the equity share capital of the Transferor Company 1 from its existing shareholders, aggregating its collective shareholding to 90.48% (Ninety point Four Eight per cent) in the Transferor Company 1.

(iii) The aforesaid acquisition was completed as a steppingstone for acquiring the business of the Transferor Company 1.

It may be pertinent to note that the Transferee Company would have preferred to acquire the businesses of the Transferor Company 1, but owing to various commercial reasons, eventually acquired majority stake of the Transferor Company 1 with an ultimate intention to consolidate the business operations of the Transferee Company with the Transferor Company 1, in order to achieve various benefits including *inter alia*, business synergies, market access, unified platform for growth, access to customer base and cost effectiveness. It is proposed that the Transferor Companies be merged with the Transferee Company followed by dissolution without winding up of the Transferor Companies.

NEED FOR THE MERGER

(i) To achieve a simplified group and business structure.

(ii) Business of the Transferor Companies can be carried on more economically.

(iii) To achieve advantages of the combined assets, resources and complementary strengths for future expansion and growth of the business of the Transferee Company.

RATIONALE OF THE SCHEME

(i) The proposed amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme would enable all the companies to realize benefits of greater synergies between their businesses. Further it would make available to them - financial resources, technological upgradation, technological resources as well as the managerial, technical, distribution and marketing resources of each other in the interest of maximizing shareholder and stakeholder value as the Transferor Companies and Transferee Company's business activities are similar and complement each other.

(ii) amalgamation will result in better integration, financial strength and flexibility for the

amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.

(iii) Improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME

(i) The amalgamation would result in synergy benefits arising out of single value chain and greater sustainable operations of a value adding business line by manufacturing potato chips, wafers, extruded snacks, pellets, various type of namkeens and sweet snacks with greater operational flexibility.

(ii) Synergy of operations will be achieved, resulting in optimization of the common facilities such as manpower, office space, administration etc. Other infrastructure could also be better utilized, and duplication of facilities could be avoided resulting in optimum use of facilities and cost savings and thus achieving economies of scale.

IMPACT OF THE SCHEME ON THE SHAREHOLDERS

(i) The amalgamation shall not in any manner be prejudicial to the interests of the concerned shareholders, creditors, employees and/ or general public at large.

(ii) The proposed scheme will have no detrimental effect on the shareholders of either the Transferor companies or Transferee company.

COST BENEFIT ANALYSIS

Though the Scheme would lead to incurring of some costs towards implementation of the Scheme, however the benefit of the Scheme over the long term horizon far outweigh such cost for the stakeholders of Prataap Snacks considering that the amalgamation would result in enhanced efficiency in cash management of the amalgamated entity and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities and to maximize shareholders value.

D. OVERVIEW AND OPERATION OF THIS SCHEME

This Scheme provides for the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in this Scheme. In addition to the above, this Scheme also provides for the various other matters consequential or otherwise integrally connected therewith.

E. SCHEME TO LEAD TO AMALGAMATION AS DEFINED IN SECTION 2(1B) OF INCOME TAX ACT, 1961

The Scheme shall lead to amalgamation of Transferor Companies into Transferee Company in a manner that:

(i) All the property of the Transferor Companies before the amalgamation shall become the property of Transferee Company by virtue of this Scheme; and

(ii) All the liabilities of Transferor Companies immediately before the amalgamation shall become the liabilities of Transferee Company by virtue of this Scheme.

F. PARTS OF THIS SCHEME

This Scheme is divided into the following parts:

Part I: Sets out the definitions of capitalized terms used in this Scheme and interpretation.

Part II: Sets out the share capital of the Transferor Companies and the Transferee Company.

Part III: Sets out the proposed amalgamation of the Transferor Companies with the Transferee Company and discharge of consideration in lieu thereof.

Part IV: Sets out the general terms and conditions that would be applicable to this Scheme.

PART I
DEFINITIONS

1. DEFINITIONS

1.1 In this Scheme, unless inconsistent with the subject or context thereof, the following expression shall have the meanings respectively assigned to them:

"**Act**" means the Companies Act, 2013 and shall include any other statutory amendment or re-enactment or restatement and the rules and/or regulations and/or other guidelines or notifications under law, made thereunder from time to time;

"**Appointed Date**" means 1st April, 2021 or such other date that may be mutually agreed between the Transferor Companies and the Transferee Company, and approved by the Tribunal;

"**Applicable Law**" means any applicable national, foreign, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Parties; (b) Permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Parties and shall include, without limitation relevant SEBI Regulations (*as defined below*) applicable on the Transferee Company;

"**Appropriate Authority**" means:

(i) The government of any jurisdiction (including any national, state, municipal or local government or any political or administrative subdivision thereof) and any department,

ministry, agency, instrumentality, court, central bank, commission or other authority thereof;

(ii) Any public international organization or supranational body and its institutions, departments, agencies and instrumentalities;

(iii) Any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi- governmental authority including (without limitation) SEBI (as defined hereinafter) and the Tribunal (as defined hereinafter); and

(iv) Any Stock Exchange.

"**Board**" in relation to the Transferor Companies and the Transferee Company, as the case may be, means the board of directors of such company, and shall include a committee of directors or any person authorised by the board of directors or such committee of directors duly constituted and authorised for the purposes of matters pertaining to the amalgamation under this Scheme or any other matter relating thereto;

"**Business Day**" means a day (other than a Saturday, a Sunday or a public holiday) when commercial banks are open for ordinary banking business in Rajkot, Gujarat and Indore, Madhya Pradesh;

"**Designated Stock Exchange**" means NSE;

"**Effective Date**" means the last of the dates on which certified copies of order of the Tribunal under Sections 230 to 232 of the Companies Act, 2013 sanctioning the Scheme, are filed with the respective office(s) of the RoC by the Transferor Companies and Transferee Company. Reference in this Scheme to the date of "**coming into effect of this Scheme**" or "**effectiveness of this Scheme**" shall mean the Effective Date;

"**Encumbrance**" means (i) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any Person; (ii) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, selling, assigning, pledging, hypothecating, or creating a security interest in, place in trust (voting or otherwise), receipt of income or exercise; or (iii) any equity, assignments hypothecation, title retention, restriction, power of sale or other type of preferential arrangements; or (iv) any agreement to create any of the above; the term "**Encumber**" shall be construed accordingly;

"**INR**" or "**Rs.**" or "**Rupees**" means Indian Rupees, the lawful currency of the Republic of India;

"**Parties**" shall mean collectively the Transferor Companies and the Transferee Company and "**Party**" shall mean each of them, individually;

"**Permits**" means all consents, licenses, permits, permissions, authorisations, rights, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations or filings from any Appropriate Authority;

"**Person**" shall mean any natural person, limited or unlimited liability company, corporation, partnership (whether limited or unlimited), proprietorship, Hindu undivided family, trust, union,

association, any Appropriate Authority or any agency or political subdivision thereof or any other entity that may be treated as a person under Applicable Law;

"**Record Date**" in relation to Part III means a date, 7th (Seventh) Business Day from the Effective Date, for the purpose of determining the shareholders of the Transferor Company 1 for issue of the equity shares of Transferee Company pursuant to this Scheme;

"**RoC**" means the relevant Registrar of Companies having jurisdiction over the Transferor Companies and the Transferee Company, as the case may be;

"**Scheme**" means this scheme of amalgamation between Transferor Companies and the Transferee Company and their respective shareholders and creditors, with or without any modification approved or imposed or directed by the Tribunal or a SEBI;

"**SEBI**" means the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992;

"**SEBI Circular**" means circular number SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22 December, 2020 issued by SEBI or any other circular issued by SEBI applicable to scheme of arrangement, from time to time.

"**SEBI Regulations**" means the rules and regulations framed by SEBI from time to time including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued thereunder, including the SEBI Circular.

"**Stock Exchanges**" means BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") where the shares of the Transferee Company are listed and any other recognized stock exchange, as the case may be;

"**Taxation**" or "**Tax**" or "**Taxes**" means all forms of direct or indirect taxes and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, contributions and levies and whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, advance tax, minimum alternate tax or otherwise or attributable directly or primarily to the Transferor Companies or the Transferee Company or any other Person and all surcharges, education cess, penalties, charges, costs and interest relating thereto;

"**Tax Laws**" means all Applicable Laws, acts, rules and regulations dealing with Taxes including but not limited to the income tax, wealth tax, sales tax / value added tax, service tax, goods and services tax, excise duty, customs duty or any other levy of similar nature;

"**Transferor Companies**" means collectively, **Avadh Snacks Private Limited** a company incorporated under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat 361162 and **Red Rotopack Private Limited** a company incorporated under the Companies Act, 2013 having its registered office at Survey No. 128, Plot No. 3, Opp. Supertech, Nikava, Kalawad Gujarat 361162;

"Transferee Company" means Prataap Snacks Limited a public limited company incorporated under the Companies Act, 1956 having its registered office at Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore, Madhya Pradesh 452020; and

"**Tribunal**" or "**NCLT**" means the National Company Law Tribunal having jurisdiction over the Transferee Company and Transferor Companies, as the case may be.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Income Tax Act, 1961 and other Applicable Laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

1.2 In this Scheme, unless the context otherwise requires:

1.2.1 words denoting the singular shall include the plural and words denoting any gender shall include all genders;

1.2.2 headings, subheadings, titles, subtitles to Clauses, sub-Clauses and paragraphs are for information only and shall not form part of the operative provisions of this Scheme or the annexures hereto and shall be ignored in construing the same;

1.2.3 the words "include" and "including" are to be construed without limitation;

1.2.4 a reference to an article, clause, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;

1.2.5 references to days, months and years are to calendar days, calendar months and calendar years, respectively;

1.2.6 reference to a document includes an amendment or supplement to, or replacement or novation of, that document; and

1.2.7 word(s) and expression(s) elsewhere defined in this Scheme will have the meaning(s) respectively ascribed to them.

2. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

2.1 The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Tribunal or SEBI, unless otherwise specified in the Scheme, shall be effective from the Appointed Date but shall be operative from the Effective Date. Therefore, for all regulatory and tax purposes, the amalgamation would have been deemed to be effective from the Appointed Date of this Scheme.

PART II
SHARE CAPITAL

3. SHARE CAPITAL

3.1 The share capital of the Transferor Companies as on August 31, 2021 is as follows:

Avadh Snacks Private Limited

Particulars	INR
Authorised Share Capital	
1,00,00,000 equity shares of INR 10 each	10,00,00,000
Total	**10,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
6,50,000 equity shares of INR 10 each	65,00,000
1,01,563 equity shares of INR 10 each, paid up INR 6 each	6,09,378
Total	**71,09,378**

Red Rotopack Private Limited

Particulars	INR
Authorised Share Capital	
7,50,000 equity shares of INR 10 each	75,00,000
Total	**75,00,000**
Issued, Subscribed and Paid-up Share Capital	
7,50,000 equity shares of INR 10 each	75,00,000
Total	**75,00,000**

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Companies till the date of approval of the Scheme by the Board of the Transferor Companies.

3.2 The share capital structure of the Transferee Company as on August 31, 2021 is as follows:

Particulars	INR
Authorised Share Capital	
3,20,00,000 equity shares of INR 5 each	16,00,00,000
Total	**16,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
2,34,53,036 equity shares of INR 5 each	11,72,65,180
Total	**11,72,65,180**

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferee Company till the date of approval of the Scheme by the Board of the Transferee Company.

The equity shares of the Transferee Company are listed on the BSE and NSE.

PART III

AMALGAMATION OF TRANSFEROR COMPANIES WITH TRANSFEREE COMPANY

4. TRANSFER OF ASSETS AND LIABILITIES

4.1 With effect from the opening of business hours of Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Act and in compliance with Section 2(1B) and other relevant provisions of the Income Tax Act, 1961, the Transferor Companies shall stand amalgamated with the Transferee Company as a going concern and all assets, liabilities, contracts, arrangements, employees, Permits, licenses, records, approvals, etc. of the Transferor Companies shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, Permits, licenses, records, approvals, etc. of the Transferee Company by virtue of, and in the manner provided in this Scheme.

4.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date:

4.2.1 All assets of the Transferor Companies that are movable in nature or are otherwise capable of being transferred by manual delivery or actual and/ or constructive delivery or by paying over or endorsement and/ or delivery, the same may be so transferred and delivered by the Transferor Companies by operation of law without any further act or execution of an instrument with the intent of vesting such assets with the Transferee Company as on the Appointed Date;

4.2.2 Subject to Clause 4.2.3 below, with respect to the assets of the Transferor Companies, other than those referred to in Clause 4.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties) investments in shares, mutual funds, bonds and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other Persons, whether or not the same is held in the name of the Transferor Companies, shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company, with effect from the Appointed Date by operation of law as transmission, as the case may be, in favour of Transferee Company;

4.2.3 Without prejudice to the aforesaid, all the immovable property (including but not limited to the land, buildings, offices, tenancy rights related thereto, and other immovable property, including accretions and appurtenances), whether or not included in the books of the Transferor Companies, whether freehold or leasehold or under a license or permission to use (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immoveable property) shall stand transferred to and be vested in the Transferee Company, as successor to the Transferor Companies, without any act or deed to be done or executed by the Transferor Companies, as the case may be and/ or the Transferee Company. It is clarified that with effect from the Appointed Date, the Transferee Company shall be liable to pay the rent and taxes and fulfil all obligations in relation to the immovable properties and the relevant owners, licensors and lessors in accordance with the terms of the relevant lease/ license or rent agreements. Further, any security

deposits and advance/ prepaid lease/ license fee paid with respect to the immovable property shall accrue to the Transferee Company;

4.2.4 All the brands, trademarks of the Transferor Companies including registered (more particularly set out in **Schedule 1** hereto) and unregistered trademarks along with all rights of commercial nature including attached goodwill, title, interest, labels and brand registrations, copyrights, trademarks and all such other industrial and intellectual property rights of whatsoever nature shall stand transferred to the Transferee Company by operation of law. The Transferee Company shall take such actions as may be necessary and permissible to get the same transferred and/ or registered in the name of the Transferee Company;

4.2.5 All debts, liabilities, duties and obligations (debentures, bonds, notes or other debt securities) of the Transferor Companies shall, without any further act, instrument or deed be transferred to, and vested in, and/ or deemed to have been transferred to, and vested in, the Transferee Company, so as to become on and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies, and it shall not be necessary to obtain the consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 4;

4.2.6 Unless otherwise agreed to between the Parties, the vesting of all the assets of the Transferor Companies, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such Encumbrances shall be confined only to the relevant assets of Transferor Companies or part thereof on or over which they are subsisting on and no such Encumbrances shall extend over or apply to any other asset(s) of Transferee Company. Any reference in any security documents or arrangements (to which Transferor Companies are a party) related to any assets of Transferor Companies shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of Transferee Company. Similarly, Transferee Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of/ to be availed of by it, and the Encumbrances in respect of such indebtedness of Transferee Company shall not extend or be deemed to extend or apply to the assets so vested;

4.2.7 On and from the Effective Date and until the time, the name of the bank accounts of the Transferor Companies has been replaced with that of the Transferee Company, the Transferee Company shall be entitled to maintain and operate the bank accounts of the Transferor Companies in the name of the Transferor Companies and for such time as may be determined to be necessary by the Transferee Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company; and

4.2.8 Without prejudice to the foregoing provisions of Clause 4.2, the Transferor Companies, and the Transferee Company shall be entitled to execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary particulars and/ or modification(s) of charge, with the concerned RoC or filing o f necessary applications, notices, intimations or letters with any Appropriate Authority or Person, to give effect to the above

provisions.

5. PERMITS

5.1 With effect from the Appointed Date, all the Permits (including the licenses and registrations granted by any Governmental, statutory or regulatory bodies) held or availed of by, and all rights and benefits that have accrued to, the Transferor Companies, pursuant to the provisions of Section 232 of the Act, shall without any further act, instrument or deed, be transferred to, and vest in, or be deemed to have been transferred to, and vested in, and be available to, the Transferee Company so as to become as and from the Appointed Date, the Permits, estates, assets, rights, title, interests and authorities of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible in Applicable Laws. Upon the Effective Date and until the Permits are transferred, vested, recorded, effected, and/ or perfected, in the record of the Appropriate Authority, in favour of the Transferee Company, the Transferee Company is authorised to carry on business in the name and style of the Transferor Companies, and under the relevant license and/ or Permit and/ or approval, as the case may be, and the Transferee Company shall keep a record and/ or account of such transactions.

5.2 Any statutory licenses (including certification, marks and license issued by Bureau of Indian Standards, if any), licenses under the Factories Act, 1948, manufacturing related licenses, permits, deposits, authorisations, approvals, recognitions and registrations granted by the Food Safety and Standards Authority of India (FSSAI), no objection certificates, permissions, consents, approvals, allotment or linkages required to be obtained or obtained or any applications made for the same by the Transferor Companies, as the case may be, shall stand vested in or be transferred to the Transferee Company without any further act or deed, and shall be appropriately granted/ mutated/ recorded by the statutory authorities concerned therewith in favour of the Transferee Company upon the vesting and transfer of the assets and liabilities of the Transferor Companies in the Transferee Company pursuant to this Scheme. All applications made by the Transferor Companies for obtaining any consent, permission, license or approval, allotment or linkages including applications for grant of transfer of lease shall stand transferred to and vest in the Transferee Company as if the Transferee Company was the applicant and the Transferee Company shall be entitled to all the rights, benefits and obligations arising therefrom.

6. CONTRACTS, DEEDS ETC.

6.1 All contracts, deeds, bonds, agreements, indemnities, guarantees or other similar rights or entitlements whatsoever, schemes, arrangements and other instruments, Permits, rights, entitlements, licenses (including the licenses granted by any Appropriate Authority) for the purpose of carrying on the business of the Transferor Companies, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Transferor Companies, or to the benefit of which the Transferor Companies may be eligible and which are subsisting or having effect immediately before this Scheme coming into effect, shall by endorsement, delivery or recordal or by operation of law pursuant to the order of the Appropriate Authority sanctioning the Scheme, and on this Scheme becoming effective be deemed to be contracts, deeds, bonds, agreements, indemnities, guarantees or other similar rights or entitlements whatsoever, schemes, arrangements and other instruments, Permits, rights, entitlements, licenses (including the licenses granted by any Appropriate Authority) of the Transferee Company. Such properties and rights described hereinabove shall stand vested in the Transferee Company and shall be deemed to be the property and become the property by operation of law as an integral part of the Transferee Company. Such contracts

and properties described above shall continue to be in full force and continue as effective as hitherto in favour of or against the Transferee Company and shall be the legal and enforceable rights and interests of the Transferee Company, which can be enforced and acted upon as fully and effectually as if it were the Transferor Companies. Upon this Scheme becoming effective, the rights, benefits, privileges, duties, liabilities, obligations and interest whatsoever, arising from or pertaining to contracts and properties, shall be deemed to have been entered into and stand assigned, vested and novated to the Transferee Company by operation of law and the Transferee Company shall be deemed to be the Transferor Companies substituted party or beneficiary or obligor thereto. It being always understood that the Transferee Company shall be the successor in the interest of the Transferor Companies. In relation to the same, any procedural requirements required to be fulfilled solely by the Transferor Companies (and not by any of its successors), shall be fulfilled by the Transferee Company as if it were the duly constituted attorney of the Transferor Companies.

6.2 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorised to execute any such writings on behalf and in the name of the Transferor Companies and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Transferor Companies.

6.3 The Transferee Company shall be entitled to the benefit of all insurance policies which have been issued in respect of the Transferor Companies and the name of the Transferee Company shall be substituted as "Insured" in the policies as if the Transferee Company was initially a party thereto.

7. EMPLOYEES

7.1 On the Scheme becoming effective, all employees, whether temporary or permanent employees and including all employees on probation, trainees and interns of the Transferor Companies in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Companies on the Effective Date. The Transferee Company undertakes to continue to abide by any agreement/settlement, if any, validly entered into by the Transferor Companies with any union/employee of the Transferor Companies recognized by the Transferor Companies. It is hereby clarified that the accumulated balances, if any, standing to the credit of the employees in the existing provident fund, gratuity fund and superannuation fund of which the employees of the Transferor Companies are members shall be transferred to such provident fund, gratuity fund and superannuation fund of the Transferee Company or to be established and caused to be recognized by the Appropriate Authorities, by the Transferee Company.

7.2 Pending the transfer as aforesaid, the provident fund, gratuity fund and superannuation fund dues of the employees of the Transferor Companies would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund respectively of the Transferor Companies.

7.3 Upon transfer of the aforesaid funds to the respective funds of the Transferee Company, the existing trusts, if any, created for such funds by the Transferor Companies shall stand dissolved and no further act or deed shall be required to this effect. It is further clarified that the services of the employees of the Transferor Companies will be treated as having been continuous, uninterrupted and taken into account for the purpose of the said fund or funds.

7.4 **Directors of the Transferor Companies**: It is hereby clarified that no directors of the Transferor Companies will be entitled for any directorship in the Transferee Company by the virtue of this Scheme.

8. LEGAL PROCEEDINGS

If any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature (hereinafter called the "**Proceedings**") by or against the Transferor Companies is pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation or of anything contained in this Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made. On and from the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Companies.

9. TAXES/ DUTIES/ CESS ETC.

Upon the Scheme becoming effective, by operation of law pursuant to the order of the Tribunal:

9.1 The unutilized credits relating to excise duties, sales tax, service tax, VAT, goods and services tax, minimum alternate tax or any other tax under the law as applicable, which remain unutilized in the electronic ledger of the Transferor Companies shall be transferred to the Transferee Company upon filing of requisite forms. Thereafter, the unutilized credit so specified shall be credited to the electronic credit ledger of the Transferor Companies and the input and capital goods shall be duly adjusted by the Transferee Company in its books of account.

9.2 Direct Taxes of whatsoever nature including advance tax, self-assessment tax, regular assessment taxes, tax deducted at source, dividend distribution tax, minimum alternative tax, wealth tax, if any, paid by the Transferor Companies shall be treated as paid by or on behalf of the Transferee Company and it shall be entitled to claim the credit, refund, adjustment for the same as may be applicable. Minimum alternative tax credit available to the Transferor Companies and any brought forward loss of the Transferor Companies under the Income Tax Act, 1961, if any, shall be available to the Transferee Company.

9.3 If the Transferor Companies are entitled to any benefits under incentive schemes and policies of Central Government or State Government or under Tax Laws including Goods and Service Tax Act, all such benefits under all such incentive schemes and policies shall be and stand vested in the Transferee Company.

9.4 The Transferee Company is expressly permitted to revise and file its income tax returns and other statutory returns, including tax deducted / collected at source returns, service tax returns, excise tax returns, sales tax / CENVAT / VAT / GST returns, as may be applicable and has expressly reserved the

right to make such provision in its returns and to claim unabsorbed depreciation, refunds, advance tax credits, credit of tax under Section 115JB of the Income Tax Act, 1961, credit of dividend distribution tax, credit of tax deducted at source, credit of foreign taxes paid/withheld, etc. if any, as may be required for the purposes of/consequent to implementation of the Scheme.

9.5 It is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, etc., the Transferor Companies, shall, if so required by the Transferee Company, issue notices in such form as the Transferee Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Transferee Company, as the person entitled thereto, to the end and intent that the right of the Transferor Companies, to recover or realize the same, stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

9.6 It is hereby clarified that, if any terms or provisions of the Scheme are found or interpreted to be inconsistent with the above provisions at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with conditions contained in Section 2(1B) of the Income Tax Act, 1961. Such modification will however not affect other parts of the Scheme.

10. CONSIDERATION

10.1 Cancellation of Shares held by Transferee Company

(a) The Transferor Company 1 is a subsidiary of the Transferee Company and the Transferee Company holds 6,79,986 (Six lakh seventy nine thousand nine hundred and eighty six) equity shares (including 1,01,563 (One lakh one thousand five hundred and sixty three) partly paid-up equity shares, INR 6 (Rupees Six only) paid-up against face value of INR10 (Rupees Ten only) each) in the Transferor Company 1, constituting 90.48% (Ninety point four eight per cent) of the issued share capital of the Transferor Company 1. On amalgamation of the Transferor Company 1 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company in the Transferor Company 1.

(b) The Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 and the Transferor Company 1 together with its nominee holds all the shares issued by the Transferor Company 2. Given that the Transferor Company 1 is a subsidiary of the Transferee Company (as mentioned in (a) above), on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company (indirectly through the Transferor Company 1) in the Transferor Company 2.

(c) Upon coming into effect of the Scheme, and in consideration of the amalgamation of each of the Transferor Companies into the Transferee Company in terms of this Scheme, all equity shares issued by the respective Transferor Companies and held by the Transferee Company (in Transferor Company 1) and Transferor Company 1 (in Transferor Company 2) and/or their respective nominees shall stand cancelled and extinguished without any further application, act

or deed and in lieu thereof, no allotment of shares in the Transferee Company shall be made to any person whatsoever.

10.2 **Amalgamation Consideration for Shareholders other than Transferee Company**

Upon this Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of this Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5/- (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date in the following share exchange ratio:

568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5 (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

10.3 The share exchange ratio has been arrived at on basis of the valuation report of Mr. Paras K. Savla, Registered Valuer.

10.4 The equity shares of the Transferee Company shall be issued in dematerialised form.

10.5 Upon this Scheme becoming effective, the equity shares of Transferee Company to be issued and allotted to the equity shareholders of the Transferor Company 1 (except the Transferee Company) pursuant to Clause 10.2 above shall be subject to the provisions of the memorandum of association and articles of association of the Transferee Company and shall rank pari passu from the date of allotment in all respects with the existing equity shares of Transferee Company including entitlement in respect of dividends.

10.6 The Transferee Company shall make necessary applications and carry out necessary formalities for listing of the equity shares with the Stock Exchanges as per applicable provisions of the Act and SEBI Regulations. Immediately upon receipt of such approval, the Transferee Company shall further take all necessary steps to ensure that trading of equity shares commences within the period prescribed by the SEBI Circular and SEBI Regulations. The equity shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are provided by the Stock Exchanges. There shall be no change in the shareholding pattern or control of the Transferee Company between the Record Date and listing of equity shares which may affect the status of approval of Stock Exchanges.

10.7 Fractional entitlements to which the shareholders of the Transferor Company 1 may be entitled on issue and allotment of equity shares in the Transferee Company, shall be rounded off to the nearest integer for the purposes of determining number of equity shares in the Transferee Company to be allotted to the shareholders of the Transferor Company 1.

10.8 The issue and allotment of the equity shares to the shareholders of the Transferor Company 1 (other than, for the avoidance of any doubt, the Transferee Company) as provided in this Scheme, is an integral part thereof and shall be deemed to have been carried out without requiring any further act on the part of the Transferee Company or its shareholders and as if the procedure laid down under Sections 42 and 62 of the Act and any other applicable provisions of the Act and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as may be applicable and such other statutes and regulations as may be applicable were duly complied with.

10.9 The equity shares shall be issued free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever to respective equity shareholder of Transferor Company whose name is recorded in the register of members of Transferor Company 1 as of the Record Date.

11. ACCOUNTING TREATMENT BY THE TRANSFEREE COMPANY IN RESPECT OF ASSETS AND LIABILITIES

11.1 Upon the Scheme coming into effect, the Transferee Company shall account for the amalgamation of the Transferor Companies in the books of accounts in accordance with "Pooling of Interest Method" of accounting as laid down in Appendix C of Ind AS-103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, in its books of accounts such that:

11.1.1 The Transferee Company shall record the assets and liabilities, if any, of the Transferor Companies vested in it pursuant to this Scheme, at the carrying values as appearing in the consolidated financial statements of Transferee Company;

11.1.2 The identity of the reserves shall be preserved and the Transferee Company shall record the reserves of the Transferor Companies, at the carrying amount as appearing in the consolidated financial statements of Transferee Company;

11.1.3 The value of all investments held by the Transferee Company in the Transferor Companies shall stand cancelled pursuant to amalgamation;

11.1.4 The difference, if any arising after taking the effect of clause 1.1 to 1.3 shall be transferred to "Capital Reserve Account" in the financial statements of the Transferee Company ;

11.1.5 Pursuant to the amalgamation of the Transferor Companies with the Transferee Company, inter-company balances between Transferee Company and the Transferor Companies, if any, appearing in the books of the Transferee Company shall stand cancelled;

11.1.6 The Transferee Company shall settle the put liability towards remaining shareholders of Transferor Company 1 (shown as 'Deferred contingent consideration' in financial statements of Transferee Company) by issuance of fully paid up equity shares pursuant to Clause 10 of the Scheme. Issue of fully paid up equity shares by the Transferee Company shall be recorded at fair value;

11.1.7 In case of any differences in accounting policies between the Transferor Companies and the

Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies; and

11.1.8 Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period.

12. COMBINATION OF AUTHORISED CAPITAL AND CHANGE IN THE OBJECTS CLAUSE

12.1 Upon the Scheme becoming effective, the authorised share capital of the Transferor Company 1 amounting to Rs. 10,00,00,000 (Rupees Ten crore only) comprising of 1,00,00,000 (One crore) equity shares of Rs. 10 (Rupees Ten only) each and the authorised share capital of the Transferor Company 2 amounting to Rs. 75,00,000 (Rupees Seventy five lakhs only) comprising of 7,50,000 (Seven lakh fifty thousand) equity shares of Rs.10 (Rupees Ten only) each will get amalgamated with that of the Transferee Company without payment of any additional fees, duties and Taxes as the same have already been paid. The authorised share capital of the Transferee Company will automatically stand increased to that effect by simply filing the requisite forms, if required, with the RoC and no separate procedure or instrument or deed shall be required to be followed under the Act. The stamp duty and fees paid on the authorised capital of the Transferor Companies shall be utilized and applied to the increased authorised share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee and/or Taxes by the Transferee Company for increase in the authorised share capital to that extent. Consequently, Clause V of the Memorandum of Association of the Transferee Company shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 61 and 64 of the Act and other applicable provisions of the Act, as set out below:

V. The Authorised Share Capital of the Company is Rs. 26,75,00,000/- (Rupees Twenty six crore seventy five lakh only) divided into 5,35,00,000 (Five crore thirty five lakh) equity shares of Rs. 5 (Rupees Five only) each.

12.2 Consequently, Clause III(A) of the Memorandum of Association of the Transferee Company shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Section 13 of the Act and other applicable provisions of the Act by inserting the following new sub clause number 2:

2. To carry on the business of manufacturing, preserving, packaging, bottling, preparing, processing, marketing and selling foods including baby and dietetic foods, cereals, beverages, jams, jelly, pickles, cider, chutney, marmalades, mayonnaise, deserts, condiments, pancakes, doughnuts, vinegar, ketchup, sauces, juices, squashes, soups, gelatins, essences, ice creams, dairy products, fast food, frozen foods, khakhara, papad, and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, chocolate, chewing gum, toffees, sugar candies, lozenge, water ice products and mouth freshener.

12.3 Accordingly, the sub clauses of Clause III(A) of the Memorandum of Association of Transferee Company shall be read as under:

1. To carry on the business of manufacturing, producing, processing, stocking of and dealing in

processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers, various namkeens including extruded snacks and to run cold storage for storage of vegetables, fruits and food products.

2. To carry on the business of manufacturing, preserving, packaging, bottling, preparing, processing, marketing and selling foods including baby and dietetic foods, cereals, beverages, jams, jelly, pickles, cider, chutney, marmalades, mayonnaise, deserts, condiments, pancakes, doughnuts, vinegar, ketchup, sauces, juices, squashes, soups, gelatins, essences, ice creams, dairy products, fast food, frozen foods, khakhara, papad, and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, chocolate, chewing gum, toffees, sugar candies, lozenge, water ice products and mouth freshener.

12.4 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum of Association of the Transferee Company and the Transferee Company shall not be required to seek separate consent / approval of its shareholders for the alteration of the Memorandum of Association of the Transferee Company as required under Sections 13, 61 and 64 of the Act and other applicable provisions of the Act.

13 POWER TO GIVE EFFECT TO THIS PART

13.1. The Transferee Company shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

13.2. Upon coming into effect of the Scheme, the Transferee Company and/or the Transferor Companies shall, with reasonable dispatch or apply for transition of all licenses and statutory registrations of the Transferor Companies including but not limited to manufacturing licenses, product permissions, certificates, market authorisations, filings, dossiers (including experience and pre- qualification submissions), industrial licenses, municipal permissions, approvals, consent, permits, quotas, registration with FSSAI, incentives and subsidies.

14 DISSOLUTION OF THE TRANSFEROR COMPANIES AND VALIDITY OF RESOLUTIONS

14.1. Upon the effectiveness of this Scheme, the Transferor Companies shall be dissolved without winding up, and the Board and any committees thereof of the Transferor Companies shall without any further act, instrument or deed be and stand discharged. The name of the Transferor Companies shall be struck off from the records of the RoC and the Transferee Company shall make necessary filings, if any, in this regard.

14.2. Upon the coming into effect of this Scheme, the resolutions, if any, of the Transferor Companies, which

are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

15 OPERATIVE DATE OF THE SCHEME & RATIONALE FOR THE APPOINTED DATE

15.1. This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal under Sections 230 to 232 of the Companies Act, 2013 sanctioning the Scheme, are filed in the respective office(s) of the RoC by the Transferor Companies and Transferee Company. Such date is called as the Effective Date.

15.2. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

15.3. The Appointed Date has been fixed keeping in mind the objective of the Transferee Company of acquiring the ongoing business operations carried on by the Transferor Company 1 for reasons and benefits as more particularly set out in Section C of this Scheme and it is hereby declared and confirmed that it is not against the public interest.

16 SAVING OF CONCLUDED TRANSACTIONS

16.1. Subject to the terms of this Scheme, the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded after the Appointed Date till the Effective Date, to the end and intent the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company in accordance with this Scheme.

PART IV
GENERAL TERMS & CONDITIONS

17 DIVIDENDS

17.1. During the period between the date of approval of the Scheme by the Board of the Transferee Company and up to and including the Effective Date, the Transferor Companies shall not declare any dividend without the prior written consent of the Board of Directors of the Transferee Company.

17.2. For the avoidance of doubt, it is hereby declared that nothing in the Scheme shall prevent the Transferee Company from declaring and paying dividends, whether interim or final, to its equity shareholders. The shareholders of the Transferor Companies shall not be entitled to dividend, if any, declared by the Transferee Company prior to the Effective Date.

18 BUSINESS UNTIL EFFECTIVE DATE

18.1. With effect from the date when the Board of the Transferor Companies approves this Scheme and up

to and including the Effective Date, the Transferor Companies shall carry on its business in ordinary course consistent with past practice.

19 PROPERTY IN TRUST

19.1. Notwithstanding anything contained in this Scheme, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom pertaining to the Transferor Companies are transferred, vested, recorded, effected and/ or perfected, in the records of the Appropriate Authority(ies), regulatory bodies or otherwise, in favour of the Transferee Company, the Transferee Company is deemed to be authorised to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till the time entry is made in the records of the Appropriate Authority(ies) and till such time as may be mutually agreed by the Transferor Companies and the Transferee Company, the Transferor Companies will continue to hold the property and / or the asset, license, permission, approval, contract or agreement and rights and benefits arising therefrom, as the case may be, in trust for and on behalf of the Transferee Company.

20 APPLICATIONS/ PETITIONS TO THE TRIBUNAL

20.1. The Parties shall dispatch, make and file all applications and petitions under Sections 230 to 232 and other applicable provisions of the Act before the Tribunal, under whose jurisdiction, the registered offices of the respective Parties are situated, for sanction of this Scheme under the provisions of Applicable Law, and for dissolution of the Transferor Companies without being wound up.

20.2. The Parties shall be entitled, pending the sanction of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Transferee Company may require to own the assets and/ or liabilities of the Transferor Companies, and to carry on the business of Transferor Companies.

21 MODIFICATION OR AMENDMENTS TO THIS SCHEME

21.1. On behalf of each of the Transferee Company and the Transferor Companies, the Board of the respective companies acting themselves or through authorised persons, may consent jointly but not individually, on behalf of all persons concerned, to any modifications or amendments of this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by all of them (i.e. the Boards Transferee Company and the Transferor Companies) and solve all difficulties that may arise for carrying out this Scheme and do all acts, deeds and things necessary for putting this Scheme into effect.

21.2. For the purpose of giving effect to this Scheme or to any modification thereof the Boards of the Transferee Company and Transferor Companies acting themselves or through authorised persons may jointly but not individually, give and are jointly authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

22 CONDITIONS PRECEDENT

22.1. Unless otherwise decided (or waived) by the relevant Parties, the Scheme is conditional upon and subject to the following conditions precedent:

22.1.1. Obtaining no-objection/ observation letter from the Designated Stock Exchange in relation to the Scheme under the SEBI Regulations;

22.1.2. Approval of the Scheme by the requisite majority of each class of shareholders of the Transferor Companies and the Transferee Company and such other classes of persons of the Transferor Companies and the Transferee Company, if any, as applicable or as may be required under the Act and as may be directed by the Tribunal;

22.1.3. No business shutdown event or material adverse effect (as agreed between the Transferor Companies and the Transferee Company) having occurred in relation to the Transferor Companies;

22.1.4. The sanctions and orders of the Tribunals, under Sections 230 to 232 of the Act for approving the Scheme, being obtained by the Transferor Companies and the Transferee Company;

22.1.5. Certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the concerned RoC having jurisdiction over the Parties by all the Parties; and

22.1.6. Any other matters expressly agreed as conditions precedent to the effectiveness of the Scheme as amongst the Parties in writing.

22.2. It is hereby clarified that submission of this Scheme to the Tribunals and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defenses the Transferee Company and the Transferor Companies may have under or pursuant to all Applicable Laws.

23 EFFECT OF NON-RECEIPT OF APPROVALS AND MATTERS RELATING TO REVOCATION/ WITHDRAWAL OF THIS SCHEME

23.1. The Transferee Company and the Transferor Companies acting jointly through their respective Boards shall each be at liberty to withdraw from this Scheme.

23.2. In the event of any of the said sanctions and approvals not being obtained and/or the Scheme not being sanctioned by the Tribunal, and/or the order or orders not being passed as aforesaid on or before 12 (Twelve) months from the date of approval of the Scheme by the Boards of the Parties or within such other period as may be mutually agreed upon, between the Transferee Company and the Transferor Companies through their respective Boards or their authorised representative, this Scheme shall become null and void and each Party shall bear and pay its respective costs, charges and expenses for and/ or in connection with this Scheme.

23.3. In the event of revocation/ withdrawal under this Clause 23, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Transferee Company and Transferor Companies or their respective shareholders or creditors or employees or any other Person, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has

arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the Applicable Law and in such case, each Party shall bear its own costs, unless otherwise mutually agreed.

23.4. If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferee Company and the Transferor Companies through their respective Boards, affect the validity or implementation of the other parts and/ or provisions of this Scheme.

24 COSTS AND TAXES

24.1. Parties have agreed to bear the costs, charges and expenses (including, but not limited to, any taxes and duties, registration charges, etc.) in relation to carrying out, implementing and completing the terms and provisions of this Scheme and/ or incidental to the completion of this Scheme in the following manner:

24.1.1. The Transferee Company shall bear the stamp duty costs in connection with the Scheme; and

24.1.2. All other costs, charges and expenses (including, but not limited to, any taxes and duties, registration charges, etc.) in relation to carrying out, implementing and completing the terms and provisions of this Scheme and/ or incidental to the completion of this Scheme shall also be borne by the Transferee Company.

[Signature blocks of the Parties as follows]

Transferee Company	**Transferor Company 1**	**Transferor Company 2**
Prataap Snacks Limited through its Authorised Signatory AMIT KUMAR KUMAT Digitally signed by AMIT KUMAR KUMAT DN: c=IN, o=Personal, 2.5.4.20=89e0b4b4ec55dcf019d99152fc5e8d63eafe11b09a407a5e1f0247f0e28ba68e, postalCode=452001, st=MADHYA PRADESH, serialNumber=2acc77dedf9aa31d09c8454b2df7618d480e8abf5d296ba92ccab61f8b41e7fa9, cn=AMIT KUMAR KUMAT, l=INDORE, title=9689, pseudonym=968920102251303292 4, email=AMIT@YELLOWDIAMOND.IN Date: 2022.02.21 13:21:02 +05'30'	**Avadh Snacks Private Limited** through its Authorised Signatory NEEL RASIKBHAI JAGANI Digitally signed by NEEL RASIKBHAI JAGANI Date: 2022.02.21 13:09:32 +05'30'	**Red Rotopack Private Limited** through its Authorised Signatory NEEL RASIKBHAI JAGANI Digitally signed by NEEL RASIKBHAI JAGANI Date: 2022.02.21 13:10:06 +05'30'
Name: **Amit Kumat** Title: Managing Director and Chief Executive Officer DIN: 02663687	Name: **Neel Rasikbhai Jagani** Title: Director DIN: 07357621	Name: **Neel Rasikbhai Jagani** Title: Director DIN: 07357621

SCHEDULE 1

List of intellectual properties of the Transferor Companies as on includes the following:

S.No.	Trademark	Trademark Application Number	Class	Status
1.	AVADH WITH DEVICE OF CAP	3165387	29	Registered
2.	AVADH	2270881	30	Registered
3.	AVADH WITH DEVICE OF CAP	3165386	30	Registered
4.	AVADH WITH DEVICE OF CARTOON AND GATHIYA	3165388	30	Registered
5.	AVADH	3771495	30	Registered
6.	AVADH	3771494	30	Accepted & Advertised

Paras K. Savla
Registered Valuer
Asset Class - Securities or Financial Assets
Reg. No. IBBI/RV/06/2018/10102

Annexure-2

904, Centrum IT Park,
Opp. TMC Office, Wagle Estate,
S G Barwe Road, Thane 400604

Date: 29-09-2021

To,

The Board of Directors	The Board of Directors	Board of Directors,
Prataap Snacks Limited	**Avadh Snacks Private Limited**	**Red Rotopack Private Limited**
Khasra No 378/2, Nemawar	R.S.NO. 123/P3, New R.S. NO. 128,	Survey No. 128, Plot No 3,
Road, Near Makrand House,	Ind. Plot No 1, Nikava, Jamnagar,	Opp. Supertech, Nikava,
Indore, MP 452020 IN	GJ 361162 IN	Kalawad, Gujarat – 361162

Dear Sirs,

Sub: Determination of share swap ratio for the proposed scheme of amalgamation between "Prataap Snacks Limited", "Avadh Snacks Private Limited" and "Red Rotopack Private Limited"

I have been appointed to undertake valuation of Prataap Snacks Limited ('PSL' or "Transferee Company"), Avadh Snacks Private Limited ("ASPL" or "Transferor Company 1'') and Red Rotopack Private Limited ("RRPL" or "Transferor Company 2") (collectively referred to as "companies'') for recommending the share swap ratio in this report ("Report") for the proposed scheme of amalgamation ("The Scheme"), as required under Section 230 read with Section 232 and other relevant provisions of the Companies Act 2013 and as per SEBI circulars No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, CFD/DIL3/CIR/2017/26 dated March 23, 2017 r.w. Master Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22-12-2020 and in accordance with the terms of engagement. The Transferor Company 1 and the Transferor Company 2 are hereinafter collectively referred to as the "Transferor Companies".

1. **Brief Background of Transferor Company 1 [ASPL]**
   - ASPL is a private company, incorporated under the provisions of the Companies Act, 2013, bearing corporate identity number U15132GJ2017PTC098837, having its registered office at R.S.NO. 123/P3, New R.S. NO. 128, Ind. Plot No 1, Nikava, Jamnagar, GJ 361162 IN.
   - ASPL was incorporated on August 25, 2017. It is, inter alia, engaged in the business of snacks foods.
   - ASPL is a subsidiary of PSL. PSL holds 90.48% of the issued share capital of ASPL.
   - ASPL has a wholly owned subsidiary, RRPL.

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- Equity Capital Structure as on August 31, 2021

Particulars	INR
Authorised Share Capital	
1,00,00,000 Equity Shares of INR 10/- each	10,00,00,000
Issued, Subscribed and Paid-up Capital	
6,50,000 Equity Shares of INR 10/- each	65,00,000
1,01,563 Equity Shares of INR 10/- each, paid up INR 6/- each	6,09,378
Total	**71,09,378**

Shares held by PSL in ASPL

Particulars
578,423 Equity Shares of INR 10/- each, fully paid up
101,563 Equity Shares of INR 10/- each, paid up INR 6/- each

2. **Brief Background of Transferor Company 2 [RRPL]**

- RRPL is a private company, bearing Corporate Identity Number U25199GJ2015PTC085423, having its registered office at Survey No. - 128, Plot No. 3, Opp. Supertech, Nikava, Kalawad Gujarat 361162.

- The Transferor Company 2 is engaged, inter alia in manufacturing, processing, buying, selling, importing, exporting and other wise dealing all kinds card-board packing plastic packing, roto printing, polythene packing gunny bags, containers, bottles, hollow wares, whether made of leather plastic, and all types of packing solutions.

- RRPL is the wholly owned subsidiary of ASPL.

- Equity Capital Structure as on August 31, 2021

Particulars	INR
Authorised Share Capital	
7,50,000 Equity Shares of INR 10/- each	75,00,000
Issued, Subscribed and Paid-up Capital	
7,50,000 Equity Shares of INR 10/- each	75,00,000
Total	**75,00,000**

3. **Brief Background of Transferee Company [PSL]**

- The Transferee Company is a publicly listed company, incorporated under the provisions of the Companies Act, 1956, bearing corporate identity number L15311MP2009PLC021746, having its registered office at Khasra No 378/2, Nemawar Road, Near Makrand House, Indore, MP 452020 IN.

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- The Transferee Company was incorporated on March 23, 2009. PSL is an Indian Snack Foods Company. It offers multiple variants of products across categories of Potato Chips, Extruded Snacks, Namkeen (traditional Indian snacks) under the 'Yellow Diamond' brand.
- The equity shares of PSL are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).
- PSL holds 90.48% issued share capital in the transferor company.
- Equity Capital Structure as on August 31, 2021

Particulars	INR in Mn
Authorised Share Capital	
3,20,00,000 Equity Shares of INR 5/- each.	16,00,00,000
Issued, Subscribed and Paid-up Capital	
2,34,53,036 Equity Shares of INR 5/- each.	11,72,65,180
Total	**11,72,65,180**

4. Valuation Background and Purpose

- I have been informed that the Board of Directors of the companies are considering a scheme of arrangement for amalgamation of Transferor Companies with Transferee Company with effect from "April 01, 2021" ("Appointed Date") in accordance with the provisions of section 230 to 232 of Companies Act, 2013, Section 2(1B) of the Income Tax Act, 1961 and other applicable provisions subject to necessary approvals.
- PSL is the holding company of ASPL and holds 90.48% of the issued share capital of ASPL.
- In consideration of the amalgamation of ASPL and RRPL with PSL, Equity Shares of INR 5/- each, fully paid of PSL would be issued to equity shareholders of ASPL, except to PSL. Shares held by PSL shall be cancelled and extinguished.

5. Sources of Information

For the purpose of valuation exercise, I have relied upon the following sources of information as provided to me by the management of the company:

(a) Audited Financial Statements of the companies for the year ended March 31, 2021
(b) Unaudited Financial Statements of PSL for the period year June 30, 2021
(c) Management certified consolidated financial projections of ASPL for the period October 1, 2021 to March 31, 2028
(d) Draft scheme of amalgamation between the companies

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(e) Other relevant details regarding the Companies such as their history, past and present activities, future plans and prospects, existing shareholding pattern and other relevant information and data, including information in the public domain.
(f) Such other information and explanations as I have required and which has been provided by the Management
(g) Research websites such as investing.com, Capital IQ and Stern NYU

The Management has been provided with the opportunity to review the Draft Report (excluding the recommended Share Swap Ratio) as a part of my standard practice to make sure that factual inaccuracies/omissions are avoided in my final report.

6. Valuation Base

As per Indian Valuation Standard 102 issued by The Institute of Chartered Accountants of India, Valuation Base means the indication of the type of value being used in engagement. In this engagement, Fair Value as determined shall be considered as the valuation base.

7. Valuation Approach and Date

i. The valuation exercise involves selecting a method suitable for the purpose of valuation, by the exercise of judgment by the valuer, based on the facts and circumstances as applicable to the business of the company to be valued.

ii. As mentioned earlier, the present valuation exercise is being undertaken in order to derive the fair share swap ratio for the purpose of the amalgamation of ASPL and RRPL with PSL.

iii. Management of the companies have represented that considering the regulatory requirement, the share swap ratio is to be carried out as on September 28, 2021 ("Valuation Date").

8. Valuation Methodology

i. Valuation by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinions may differ due to the number of separate judgment decisions. There can, therefore, be no standard formulae to establish an indisputable value, although certain formulae are helpful in assessing reasonableness. The International Accounting Standard Board (IASB), which is the independent standard setting body of the IFRS Foundation, has set out two internationally accepted valuation methodologies for arriving at the fair value of a share namely, the income approach and the market approach.

ii. For the purpose of determining fair value, a valuer may, therefore, use any of the approaches as per the generally / internationally accepted valuation methodologies which in its opinion are most appropriate based on the facts of each valuation.

iii. The internationally / generally accepted valuation methodologies have been discussed hereinafter, along with the reasons for the choice of approach used based on the facts of the company.

(A) **Market Approach**

Under this approach the valuation is done on the basis of the quoted market price of the company in case it is a publicly-traded company, or publicly traded comparable businesses / date is reviewed in order to identify a peer group similar to the subject company and then their multiples are applied to the entity being valued to determine the fair value. Usually under the market-based approach, the methods that may be applied are:

Market Price ("MP") Method
Under this method, the market price of an equity shares of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

Comparable Companies Multiple ("CCM") Method
This valuation approach is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. The value is determined on the basis of multiples derived from valuations of comparable companies, as manifest in the stock market valuations of listed companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

(B) **Asset Approach**

Under this approach, the book value / replaceable value / realizable value of the underlying assets of the company is determined to arrive at the value of the business, depending on the facts and circumstances applicable to a company. Usually, under the asset-based approach, the methods that maybe applied are Net Book Value Method, Net Replaceable Value, Net Realizable Value.

(C) **Income Approach**

Usually, under the Income-Based Approach, the methods that maybe applied are Discounted Cash Flow (DCF) Method or the Price Earning Capacity Value (PECV) Method.

Under DCF approach, the future free cash flows of the business are discounted to the valuation

date to arrive at the present value of the cash flows of the business or capitalized using a discount rate depending on the capital structure of the company. This approach also takes into account the value of the business in perpetuity by the calculation of terminal value using the exit multiple method or the perpetuity growth method, whichever is appropriate.

Under PECV method, the average earning on the basis of the past 3-5 year are first determined, adjustments are then made for any exceptional transactions or items of non- recurring nature. The adjusted average earnings are then capitalized at an appropriate rate to arrive at the value of business. The capitalization rate so factored has to be decided depending upon various factors such as the earning trend in the industries, P/E prevailing in the industries etc. After this, the normalized earnings are then capitalized at an appropriate discount rate.

9. **Recommendation of Fair Share Swap Ratio for the proposed scheme of amalgamation**

i. My exercise is to work out the relative value of shares to facilitate the determination of a fair share swap ratio.

ii. In order to consider reasonable methods for the valuation exercise, I have referred the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 as amended from time to time ('ICDR Regulations') and the specific information/explanations. I have considered the following respective methods for the valuation:

- **PSL: Valuation of Equity Shares of INR 5/- each, fully paid.**

i. The issuance of shares under schemes in case of allotment of shares only to a select group of shareholders or shareholders of unlisted companies pursuant to such schemes shall follow the pricing provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (hereinafter referred to as "the ICDR Regulations")[1].

ii. The equity shares of PSL are traded on BSE and NSE. As per definition provided under Regulation 164 (5) of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 the shares of PSL are frequently traded shares.

iii. Regulation 164(1) states the price of the equity shares shall be not less than higher of the following -
   (a) Average of the weekly high and low of the volume weighted average price during the 26 weeks preceding September 29, 2021; or
   (b) Average of weekly high and low of the volume weighted average price during the 2 weeks preceding September 29, 2021.

[1] SEBI Circulars CFD/DIL3/CIR/2017/21 dated March 10, 2017 and CFD/DIL3/CIR/2017/26 dated March 23, 2017) read with SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22-12-2020

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iv. The Regulation 164 specifies the minimum price for issue of shares on a preferential basis. The Pricing Formula provided in Regulation 164 (1) has been considered for arriving at the value per equity share of PSL under the Market Price Method.

v. I have also considered EV/EBITDA trailing multiples of certain comparable companies of PSL engaged in the similar businesses to compute the Value per equity share using Comparable Companies Method.

vi. Considering the foregoing, Market Price Method and Comparable Companies Method under the Market Approach has been considered and equal weights have been applied for valuation of equity shares of PSL. The value so determined is exceeding the minimum price prescribed under regulation 164. In view of this value so determined is in compliant with the pricing provisions of Chapter V of the ICDR Regulations.

vii. The Asset Approach does not reflect the intrinsic value of the business in a going concern scenario. Further, since PSL is a listed company on NSE and BSE, information related to future profitability is price sensitive in nature and hence the management has not provided us with the projected financial statements of PSL. In view of this, I have not considered Income approach and Asset approach for valuation of equity shares of PSL.

- **ASPL: Valuation of equity shares of ASPL**

i. RRPL is wholly owned subsidiary of ASPL and thus no separate valuation is done for RRPL but instead consolidated financials were adopted for ASPL to arrive at the consolidated value.

ii. The Asset Approach does not reflect the intrinsic value of the business in a going concern scenario. Therefore, I have not considered Asset approach for the valuation of ASPL & RRPL.

iii. The management has provided consolidated projections of ASPL and the same has been considered for valuation to arrive at value based on the Discounted Cash Flow method. The management is of the view that it will take about 7 years to achieve normalized growth, and thus for this reason, for the purpose of valuation projected financials for 7 years have been considered. Additionally, cost of equity has been arrived through widely accepted CAPM methodology adjusted for company specific circumstances.

iv. Comparable Companies Multiple Method ('CCM') has been considered for the valuation of ASPL, based on the peer companies as identified.

v. Further weightage of 60% has been considered for Income Approach as it captures the entire growth prospects of the company appropriately. Multiples based market approach has been assigned weightage of 40% given that fact that it is based on historic fundamentals of the company.

vi. Valuation through CCM approach is determined for minority holding. Since, post-merger the Transferee Company shall gain complete control on the business operations of the transferor, additional control premium of 20% has been considered.

10. **Conclusion**

The fair share swap ratio has been arrived at on the basis of relative valuation of the Transferor & Transferee Companies based on the approach/method explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Companies, having regard to the information bases, key underlying assumptions and limitations. For this purpose, I have assigned appropriate weights to the values arrived at under each approach/method.

In the ultimate analysis, the valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors. E.g. present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of balance sheets but which will strongly influence the worth of a share. This concept is also recognised in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 2019 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

> *"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the share, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is art, not an exact science. Mathematical certainty is not demanded nor indeed is it possible."*

PSL holds 90.48% of the issued share capital of ASPL and since ASPL holds 100% of share capital of RRPL, Equity Shares of INR 5/- each of PSL will be issued only to minority shareholders of ASPL other than PSL. In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove earlier in this report, in my opinion, a recommended share swap ratio would be as under -

- **To the external shareholders of ASPL – Swap ratio – 5.68:1 or 568 : 100**
  568 Equity Shares of INR 5/- each, Fully paid up of PSL to be issued to the external shareholders of ASPL for every 100 shares of ASPL.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its area of operations unless otherwise states, and the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this valuation Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the financial statements of the Companies.

This conclusion is subject to the Statement of Assumptions and Limiting Conditions stated in Annexure-II. I have no obligation to update this report or my conclusion of value for information that comes to my attention after the date of this report.

In accordance with my standard practice, the Management has been provided with an opportunity to review factual information in my draft Certificate to ensure that factual inaccuracies, omissions etc. are avoided in my final Certificate. I state that I am independent of the shareholders, directors and management of PSL, ASPL and RRPL and do not have any financial association with the shareholders, directors and management of PSL, ASPL and RRPL other than receipt of fees in connection with the professional services provided. My fee for the engagement is not contingent upon the results reported.

Paras K. Savla
Registered Valuer
Reg. No. IBBI/RV/06/2018/10102

Encl.

1. Annexure-I - Valuation Summary
2. Annexure-II - Statement of Assumptions and Limiting Conditions

Annexure I - Valuation Summary

Determination of Share Swap Ratio -

Valuation Approach	PSL (A)		ASPL (B)	
	Value per share	Weight	Value per share	Weight
Income Approach	NA	0%	4,446.22	60%
Asset Approach	NA	0%	NA	0%
Market Approach	738.80	100%	3,821.11	40%
Value per share (INR)	**738.80**		**4,196.17**	
Share Swap Ratio (B/A)	**5.68**			

In case of ASPL, weightage of 60% has been considered for Income Approach as it captures the entire growth prospects of the company appropriately. Multiples based market approach has been assigned weightage of 40% given that fact that it is based on historic fundamentals of the company.

A. Value per Equity share of PSL:

Approach	Value per share	Weight	Value per share
Income Approach	NA	0%	-
Asset Approach	NA	0%	-
Market Approach			
- Market Price Method (a)	683.09	50%	341.54
- Comparable Companies Method (b)	794.51	50%	397.25
Value per share of PSL (INR)	**738.80**		

a. Market Price Method

As explained in the methodology earlier, the market price is considered as higher of following:

i. Average of the weekly high and low of the volume weighted average price during the 26 weeks preceding September 29, 2021; or

ii. Average of weekly high and low of the volume weighted average price during the 2 weeks preceding September 29, 2021.

Accordingly, 26-week and 2-week VWAP average is computed using the VWAP of share prices of PSL as traded in BSE & NSE.

Duration	BSE - Average VWAP	NSE - Average VWAP
26-week VWAP Average	646.76	647.10
2-week VWAP Average	683.09	681.33
Highest of all of the above	**683.09**	
Value per share of PSL	**683.09**	

b. Comparable Companies Method

Details	A	B	C=A*B
	TTM Amount (in INR Mn)	Average Multiples of Comparable Companies	Enterprise Value
Operational EBITDA	517.35	36.24	18,746.77
Enterprise Value *(in INR Mn)*			**18,746.77**
Less: Net Debt *(in INR Mn)*			-113.14
Equity Value ***(in INR Mn)***			**18,633.63**
Number of Shares *(in Mn)*			23.45
Value Per Share ***(INR/share)***			**794.51**

B. Value per Equity share of ASPL:

- ASPL has issued 751,563 shares of face value INR 10/- each. Of such shares, 650,000 shares are fully paid up and 101,563 shares are party paid up INR 6 each. Hence, weighted average shares 710,938 are considered for the determination of fair value per share in case of ASPL.
- Valuation through CCM approach is determined for minority holding. Since, post-merger the Transferee Company shall gain complete control on the business operations of the transferor, additional control premium of 20% has been considered

a. Income Approach – Discounted Cash Flow Method

(INR in Mn)

Particulars	FY22	FY23	FY24	FY25	FY26	FY27	FY28
Cash Flow from Operations	81.08	145.16	202.02	280.39	353.45	381.73	392.60
Capex	(10.00)	(88.44)	(10.00)	(143.38)	(10.00)	(10.00)	(10.00)
Interest Income / (Interest Expense)	3.86	5.73	11.85	16.45	27.58	39.93	53.00
Changes in Debt	-	-	-	-	-	-	-
Free cash flow to Equity ('FCFE')	**74.95**	**62.45**	**203.87**	**153.45**	**371.04**	**411.66**	**435.60**
Terminal Value							4,356.66
Total FCFE	**74.95**	**62.45**	**203.87**	**153.45**	**371.04**	**411.66**	**4,792.26**
No of months	6	12	12	12	12	12	12
Adjusted FCFE	**37.47**	**62.45**	**203.87**	**153.45**	**371.04**	**411.66**	**4,792.26**
Period factor	0.5	1.5	2.5	3.5	4.5	5.5	6.5
Discount factor	0.93	0.81	0.70	0.60	0.52	0.45	0.39
PV of FCFE	**34.87**	**50.31**	**142.21**	**92.68**	**194.01**	**186.37**	**1,878.44**

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Particulars	Value
Equity value *(INR in Mn)*	**2,578.88**
Less: Debt *(INR in Mn)*	-
Add: Cash & FDs *(INR in Mn)*	55.28
Equity value *(INR in Mn)*	**2,634.15**
No of Shares	710,938
Value Per Share (INR/share)	**3,705.18**
Add: Control Premium	20.0%
Value Per Share of ASPL (INR/share)	**4,446.22**

Notes:

DCF is prepared using Free Cash Flow to Equity (FCFE) approach. Following this approach, the Free Cash Flows are discounted with the Cost of Equity (COE).

Terminal Value - Terminal value is the value of a project's expected cash flow beyond the explicit forecast horizon. In this case, terminal value is computed using the terminal growth rate of 5%.

Cost of Equity:

Cost of Equity (COE)	Value
Risk Free Rate	6.23%
Equity Risk Premium	6.85%
Beta	0.90
Gross Cost of Equity	**12.40%**
Illiquidity Premium	20.0%
Net Cost of Equity	**15.50%**

Risk free rate:

The nominal risk-free rate of return is considered as 6.227%. 10-year Government of India securities yield as on the valuation date is used for the purpose of arriving at nominal risk-free rate.

Equity risk premium:

The Risk Premium R(m) based on the normal long-term return from the Indian stock market. We have considered the risk premium of 6.85%.

Beta:

Beta is a measure of the volatility, or systematic risk, of a security or a portfolio in comparison to the market as a whole. Median Beta of comparable companies engaged in similar business is considered.

Illiquidity Premium:

Illiquidity premium is a premium demanded by investors when any given security cannot be easily converted into cash for its fair market value. In the instant case, the illiquidity premium of 20% premium is considered.

Paras K Savla
IBBI/RV/06/2018/10102
Registered Valuer

b. ***Market Approach – Comparable Companies Method***

Details	A	B	C=A*B
	TTM Amount (in INR Mn)	Median Multiple of Comparable Companies	Enterprise Value
Operational EBITDA	66.11	33.41	2,208.53
Enterprise Value *(in INR Mn)*			**2,208.53**
Less: Debt (INR in Mn)			-
Add: Cash & FDs *(INR in Mn)*			55.28
Equity Value ***(in INR Mn)***			**2,263.81**
Number of Shares			710,938
Value Per Share ***(INR/share)***			**3,184.26**
Add: Control Premium			20.0%
Value Per Share of ASPL ***(INR/share)***			**3,821.11**

Annexure-II - Assumptions and Limiting Conditions

This valuation is subject to the following assumptions and limiting conditions:

1. This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. My client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use. I do not take any responsibility for the unauthorized use of this report.

2. I owe responsibility to only to the client that has appointed me under the terms of the engagement letters. I will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall I be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the client or companies, their directors, employees or agents.

3. While my work has involved an analysis of financial information and accounting records, my engagement does not include an audit in accordance with generally accepted auditing standards of the clients existing business records. Accordingly, I express no audit opinion or any other form of assurance on this information.

4. I do not provide assurance on the achievability of the results forecast by the management/owners as events and circumstances do not occur as expected; differences between actual and expected results may be material. I express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

5. The valuation of companies and assets is made based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is no indisputable single value and the estimate of the value is normally expressed as falling within a likely range. To comply with the client's request, I have provided a single value for the overall purpose of this report. Whilst, I consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.

6. The client and its management/representatives warranted to me that the information they supplied was complete, accurate and true and correct to the best of their knowledge. I have relied upon the representations of the clients, their management and other third parties concerning the financial data, operational data and maintenance schedule of all plant-machinery-equipment-tools-vehicles, real estate investments and any other investments in tangible assets except as specifically stated to the contrary in the report. I shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee or agents.

7. I have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, I assume no liability for the truth or accuracy of any data, opinions or

estimates furnished by others that have been used in this analysis. Where I have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

8. The report assumes that the company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet/fixed assets register provided to us.

9. The valuation report is tempered by the exercise of judicious discretion by the valuers, taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

10. I am fully aware that based on the opinion of value expressed in this report, I may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking my evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and tendering evidence before such authority shall be under the applicable laws.

11. While my work has involved an analysis of financial information and accounting records, my engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, I assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of you and the client. My report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

12. The actual market price achieved may be higher or lower than my estimate of value depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, my valuation conclusion will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. I also emphasize that my opinion is not the only factor that should be considered by the parties in agreeing the transaction price.

13. An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to me as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.

14. In the course of the valuation, I was provided with both written and verbal information. I have however, evaluated the information provided to me by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. My conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company.

15. I am independent of the company and have no current or expected interest in the Company or its assets. The fee paid for my services in no way influenced the results of my analysis.

16. My report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared.

17. The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

18. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

19. Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it nor may it be used for any purpose by anyone other than those enumerated in this report without my written consent.

20. Neither all nor any part of the contents of this report (especially the conclusion of value, the identity of any valuation specialist(s), or the firm with which such valuation specialists are connected or any reference to any of their professional designations) should be disseminated to the public (except in cases where the report needs to be provided before any Government Authority) through advertising media, public relations, news media, sales media, mail, direct transmittal, or any other means of communication without my prior written consent and approval. I retain the right to deny permission for the same.

21. Though some similarities exist between the conclusion of value as used for this purpose and others, it would be incorrect to use the value as determined within my report for any other purposes due to specific timing, performance, and marketability issues that arise in evaluating the fair market value of a company. Accordingly, any such use of the value as determined within this report for other purposes would be inaccurate and possibly misleading and no such use shall be made out of the context presented herein.

22. Addressee shall hold harmless the Registered Valuer, its partners/directors and employees free from all actions, claims, proceedings, losses, damages, costs and expenses, whatsoever and however caused, incurred, sustained or arising, which Registered Valuer, its partners/directors and employees may suffer, arising from, or in connection with, the provision of the services.

Paras K Savla
IBBI/RV/06/2018/10102
Registered Valuer

B S R & Co. LLP
Chartered Accountants

Building No. 10, 12th Floor, Tower-C,
DLF Cyber City, Phase-II,
Gurugram – 122 002, India

Telephone: +91 124 719 1000
Fax: +91 124 235 8613

Private and confidential

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

29 September 2021

Independent Auditor's Certificate on proposed preferential allotment of equity shares to a select group of shareholders or shareholders of unlisted companies pursuant to draft scheme of amalgamation of Avadh Snacks Private Limited ('Transferor Company 1') and Red RotopackPrivate Limited ('Transferor Company 2') with Prataap Snacks Limited ('Transferee Company') and their respective shareholders and creditors in terms of the provisions of sections 230 to 232 of the Companies Act, 2013 ('the Scheme'), pursuant to the requirements of regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ('SEBI (ICDR) Regulations 2018').

1. This Certificate is issued in accordance with the terms of our engagement letter dated 23 September 2021 and addendum to the engagement letter dated 24 September 2021.

2. We are the independent auditors of Prataap Snacks Limited ('Transferee Company') appointed under section 139 of the Companies Act, 2013.

3. We have examined the accompanying statement of computation for arriving at the applicable minimum price per share ('the accompanying Statement') in compliance with the requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018, for the proposed preferential issue of equity shares of the Transferee Company in connection to the Scheme approved by the Board of Directors (the **'Board'**) in its meeting held on 29 September 2021.

Management's responsibility

4. The preparation of the accompanying Statement is the sole responsibility of the management of the Transferee Company including the creation and maintenance of all records supporting the contents of the Statement. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the accompanying Statement.

5. Management is also responsible for ensuring that the Company complies with the requirements of the SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013 in relation to the proposed preferential allotment of equity shares and for providing all the information to the National Stock Exchange (**'NSE'**) and Bombay Stock Exchange (**'BSE'**).

Auditor's responsibility

6. Pursuant to the requirements regulation 163(2) of SEBI (ICDR) regulations, 2018, it is our responsibility to examine the accompanying Statement and report whether the accompanying Statement is prepared in compliance with the pricing requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018.

7. In relation to paragraph 6 above, we have examined the following records and documents:

a) Draft scheme of amalgamation of Avadh Snacks Private Limited ('Transferor Company 1') and Red Rotopack Private Limited ('Transferor Company 2') with Prataap Snacks Limited ('Transferee Company') and their respective shareholders and creditors under section 230 to 232 of the Act.

b) Historical price data of equity shares of the Transferee Company extracted from NSE website.

8. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination and according to the information, explanations and representations provided to us, we are of the opinion that, the accompanying Statement is prepared in compliance with the pricing requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018.

Restriction on use

11. This certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI (ICDR) regulations, 2018 for onward submission to the NSE and BSE and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vikram Advani
Partner
Membership No: 091765
ICAI UDIN: 21091765AAAACF6552

Place: New Delhi
Date: 29 September 2021

Annexure 1

Annexure containing details of pricing of proposed issue of equity shares pursuant to the requirement of Regulation 164(1) of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended) in accordance with proposed Scheme of Amalgamation amongst Avadh Snacks Private Limited ('Transferor Company 1'), Red Rotopack Private Limited ('Transferor Company 2') and Prataap Snacks Limited ('Transferee Company') and their respective shareholders and creditors.

Alternative 1 -

The average of weekly high and low of the volume weighted average price (VWAP) of the equity shares of the Company during the twenty six weeks preceding the relevant date.

Weeks	From	To	VWAP High (Rs.)	VWAP Low (Rs.)	Average price (Rs.)
1	31-Mar-2021	06-Apr-2021	596.9	590.6	593.8
2	07-Apr-2021	13-Apr-2021	579.9	557.9	568.9
3	14-Apr-2021	20-Apr-2021	565.2	546.6	555.9
4	21-Apr-2021	27-Apr-2021	554.1	546.9	550.5
5	28-Apr-2021	04-May-2021	553.3	536.8	545.1
6	05-May-2021	11-May-2021	560.9	543.0	552.0
7	12-May-2021	18-May-2021	571.0	562.9	566.9
8	19-May-2021	25-May-2021	568.1	550.8	559.5
9	26-May-2021	01-Jun-2021	589.2	570.4	579.8
10	02-Jun-2021	08-Jun-2021	639.0	580.1	609.6
11	09-Jun-2021	15-Jun-2021	695.4	612.5	653.9
12	16-Jun-2021	22-Jun-2021	682.8	650.9	666.8
13	23-Jun-2021	29-Jun-2021	674.7	665.9	670.3
14	30-Jun-2021	06-Jul-2021	692.7	672.9	682.8
15	07-Jul-2021	13-Jul-2021	802.9	693.6	748.3
16	14-Jul-2021	20-Jul-2021	791.8	761.0	776.4
17	21-Jul-2021	27-Jul-2021	783.1	733.8	758.5
18	28-Jul-2021	03-Aug-2021	753.4	730.2	741.8
19	04-Aug-2021	10-Aug-2021	754.0	711.4	732.7
20	11-Aug-2021	17-Aug-2021	704.7	680.6	692.6
21	18-Aug-2021	24-Aug-2021	689.7	636.9	663.3
22	25-Aug-2021	31-Aug-2021	688.7	627.2	657.9
23	01-Sep-2021	07-Sep-2021	667.9	655.7	661.8
24	08-Sep-2021	14-Sep-2021	693.1	653.0	673.1
25	15-Sep-2021	21-Sep-2021	700.1	660.2	680.1
26	22-Sep-2021	28-Sep-2021	694.4	670.7	682.5
Average Price (Rs.)					**647.1**

PRATAAP SNACKS LIMITED

Alternative 2 -

The average of the weekly high and low of the volume weighted average prices (VWAP) of the equity shares of the Company during the two weeks preceding the relevant date.

Weeks	From	To	VWAP High (Rs.)	VWAP Low (Rs.)	Average price (Rs.)
1	15-Sep-2021	21-Sep-2021	700.1	660.2	680.1
2	22-Sep-2021	28-Sep-2021	694.4	670.7	682.5
Average Price (Rs.)					**681.3**

Date of Board Meeting	29-Sep-2021
Relevant Date (Refer Note 1)	29-Sep-2021
26 Weeks high and low of volume weighted Average Prices	647.1
2 Weeks high and low of volume weighted Average Prices	681.3
Aplicable minimum price for prefrential allotment	**681.3**

Note 1: In terms of the SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020, relevant date means the date of Board Meeting in which the Scheme is approved, i.e. 29th September, 2021.

Yours very truly,
Prataap Snacks Limited

Authorised Signatory

Annexure-4

ARIHANT Capital Markets Ltd.

Fairness Opinion

SCHEME OF AMALGAMATION

OF

AVADH SNACKS PRIVATE LIMITED
(Transferor Company 1)

AND
RED ROTOPACK PRIVATE LIMITED
(Transferor Company 2)

WITH

PRATAAP SNACKS LIMITED
(Transferee Company)

Prepared by:
ARIHANT Capital Markets Limited
Merchant Banking Division
Mumbai

September 29, 2021

The information contained herein is of a confidential nature and is intended for the exclusive use of the persons for whom it was prepared.

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1. Background

i. **AVADH SNACKS PRIVATE LIMITED** is a company incorporated on August 25, 2017, under the Companies Act, 2013, bearing corporate identity number U15132GJ2017PTC098837, having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat 361162 (hereinafter referred to as the "**Avadh**" or "**Transferor Company 1**"). The Transferor Company 1 is engaged, *inter alia*, in the business of manufacture, sale, trading and distribution of savoury items including but not limited to natural and flavored like snacks, pellets, fryums, namkeen, farsan, salted foods including all kind of baby and diabetic food and all natural, synthetic, or chemical edible foods, jams, jelly, pickle, cider, chutney, carbonated and non-carbonated drinks, ice-creams, fast foods, frozen foods etc. and confectionery items including but not limited to breads, roti, pizza, cakes, pastries, wafers. The Transferor Company 1 is a subsidiary of the Transferee Company, with the Transferee Company holding 90.48% (Ninety Point Four Eight percent) of the issued share capital of the Transferor Company.

ii. **RED ROTOPACK PRIVATE LIMITED** is a company incorporated on December 17, 2015, under the Companies Act, 2013, bearing corporate identity number U25199GJ2015PTC085423 having its registered office at Survey No. - 128, Plot No.- 3, Opp. Supertech, Nikava, Kalawad Gujarat 361162 (hereinafter referred to as the "**Red Rotopack**" or "**Transferor Company 2**"). The Transferor Company 2 is engaged, *inter alia* in manufacturing, processing, buying, selling, importing, exporting and other wise dealing all kinds card-board packing, plastic packing, roto printing, polythene packing gunny bags, containers, bottles, hollow wares, whether made of leather plastic, and all types of packing solutions. The Transferor Company 2 is the wholly owned subsidiary of the Transferor Company 1.

iii. **PRATAAP SNACKS LIMITED** is a company incorporated on March 23, 2009, under the Companies Act, 1956, bearing corporate identity number L15311MP2009PLC021746 having its registered office at Khasra No 378/2, Nemawar Road, Near Makrand House, Palda, Indore, 452020 (hereinafter referred to as the **"Prataap"** or "**Transferee Company**"). The Transferee Company was incorporated as private company on March 23, 2009 as Prataap Snacks Private Limited and the same was converted into public limited company on September 19, 2016 vide certificate of Registrar of companies, Gwalior as Prataap Snacks Limited. The Transferee Company is, inter alia, authorized to and is engaged in the business of manufacturing, producing, processing, stocking of and dealing in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers puffs, various namkeens and to run cold storage for storage of vegetables, fruits, food products.

The Transferor Company 1 and the Transferor Company 2 are hereinafter collectively referred to as the **"Transferor Companies"**.

The Transferee Company and the Transferor Company are related parties as the the Transferee Company is holding to 90.48% (Ninety point Four Eight per cent) of the issued share capital of the Transferor 1 Company.

During the financial year 2018-19, with the objective of acquiring the ongoing business operations carried on by the Transferor Company 1, the Transferee Company acquired 80% (Eighty per cent) of the equity share capital of the Transferor Company 1 from its existing and erstwhile shareholders. In February 2021, the Transferee Company further acquired 10.48% (Ten point Four Eight per cent) of the equity share capital of the Transferor Company 1 from its existing shareholders, aggregating its collective shareholding to 90.48% (Ninety point Four Eight per cent) in the Transferor Company 1.

Management of Transferor and Transferee Company have decided to enter into a scheme of amalgamation which provides for:

a) The amalgamation of the Transferor Companies with and into the Transferee Company pursuant to Section 230 read with Section 232 and other relevant provisions of the Act read with the Rules therein.
b) Issuance of Equity Share of face value of Rs. 5 each fully paid up, of the Transferee Company to the equity shareholders of the Transferor 1 Company except to the Transferee Company as per the terms set out under this Scheme.
c) Dissolution without winding up of the Transferor Companies.

The Appointed date of the Scheme is April 01, 2021.

The Board of directors of the Transferor Companies and the Transferee Company anticipate, *interalia,* the following benefits pursuant to the amalgamation of the Transferor Companies into the Transferee Company:

(i) The amalgamation will result in better integration and financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity, reduction in operational costs. The business of the Transferor Companies can be carried on more economically.

(ii) The amalgamation would result in synergy benefits arising out of single value chain and greater sustainable operations of a value adding business line by manufacturing potato chips, wafers, extruded snacks, pellets, various type of namkeens and sweet snacks with greater operational flexibility.

(iii) Synergy of operations will be achieved, resulting in optimization of the common facilities such as manpower, office space, administration etc. Other infrastructure could also be better utilized, and duplication of facilities could be avoided resulting in optimum use of facilities and cost savings and thus achieving economies of scale.

(iv) Improved organizational capability and leadership, arising from the pooling of human capital that has the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

(v) The amalgamation would result better efficiency in cash management of the amalgamated entities and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholders value.

(vi) The amalgamation will result the advantages of the combined assets, resources and complementary strengths for future expansion and growth of the business of the Transferee Company.

Towards this purpose, the Board of Directors of Transferee Company have provided us with a draft copy of the proposed scheme of Amalgamation of Transferor and Transferee company, which is scheduled to be considered and approved at Transferee company's forthcoming Board meeting ("Scheme"). The proposed Scheme will also be placed at the meeting of the Board of Directors of the Transferor Companies for their approval.

2. Reference & Context

As the equity shares of Transferee are listed on BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**), it is bound by the SEBI Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI LODR Regulations") and the provisions thereof as amended from time to time.

We, Arihant Capital Markets Ltd., have been appointed to issue a fairness opinion in terms of SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI circular No. CFD/DIL3/CIR/2017/26 dated March 23, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 on valuation of assets done by independent Valuers for the Transferor Companies and Transferee Company pursuant to the proposed Scheme of Amalgamation

We are a SEBI registered merchant banker and are not associates of Transferors and Transferee.

We have applied ourselves towards formation and expression of the opinion on the valuation of equity shares of Transferors and Equity shares of Transferee company done by the Registered valuer Mr. Paras K Savla, Insolvency and Bankruptcy Board of India (**"IBBI"**) registered Valuer ("Valuers") in relation to this proposed Scheme of Amalgamation.

This Fairness Opinion is issued pursuant to our appointment as Merchant Bankers by Transferee Company for issuing the Fairness Opinion.

3. Proposed Transaction

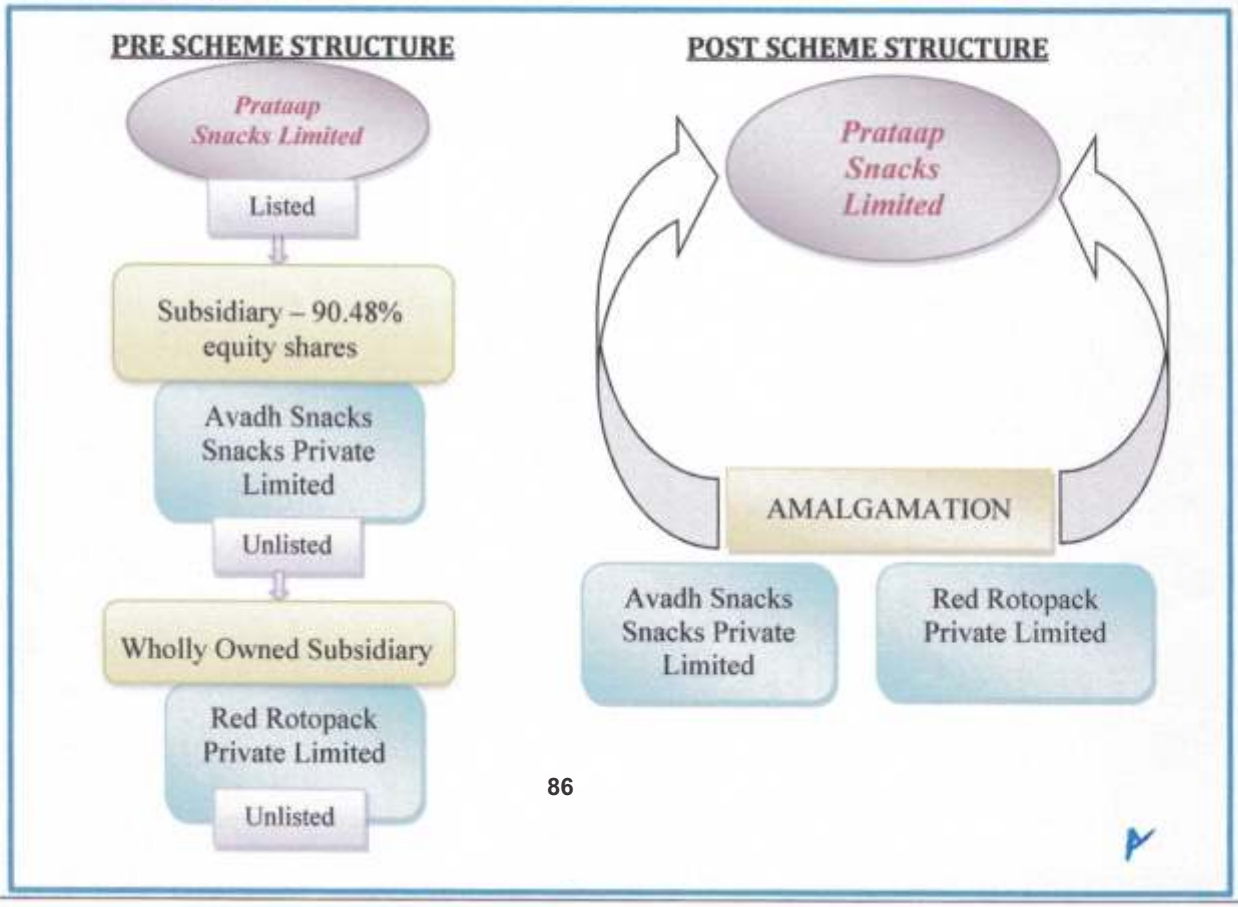
Avadh and Red Roptak will amalgamate with Prataap through the proposed Scheme of Amalgamation. Below mentioned structure is as per the proposed Scheme provided to us by Prataap.

Transferor Company 1 is a subsidiary of the Transferee Company and the Transferee Company holds 6,79, 986 equity shares (including 1,01,563 partly paid-up equity shares of INR 6 paid-up against face value of INR10 each) in the Transferor Company 1, constituting 90.48% (Ninety point four eight per cent) of the issued share capital of the Company. On amalgamation of the Transferor Company 1 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee shall be issued or allotted in respect of the equity shares held by the Transferee Company in the Transferor Company 1.

Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 wherein the Transferor Company 1 together with its nominees holds all the shares issued by the Transferor Company 2. Transferee Company does not directly hold any shares in the Transferor Company 2, and on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted to shareholders of Transferor Company 2 i.e. Transferor Company 1 - Avadh, as Avadh will itself will get amalgamated with Transferee Company under the proposed scheme.

In consideration of the amalgamation, the Transferee Company shall, issue and allot 568 equity shares of the Transferee Company for every 100 equity shares held by shareholders other than Transferee company in the Transferor Company 1.

Proposed Transaction



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4. Engagement Context

The management of Transferee Company has requested ARIHANT Capital Markets Limited ("ARIHANT" or "We / Us / Our") to express an opinion about fairness of the valuation done by the Valuers from a financial point of view in accordance with SEBI master circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 issued by SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Shareholders transferee company (the "Fairness Opinion").

This Fairness Opinion is expressed solely with reference to requirements under aforementioned purpose; and scope of this assignment is restricted to opine about fairness of valuation already done by the Valuers and recommendation of share exchange ratio in relation to the proposed Scheme.

This opinion does not in any way constitute a recommendation by ARIHANT to any Shareholder as to whether such shareholder should approve or reject the proposed transaction, in cases where voting by public shareholders is warranted. We urge you to read this Fairness Opinion carefully and entirely.

We have been engaged by Prataap to issue a Fairness Opinion and will receive a fixed fee for rendering this Fairness Opinion, which is independent of the happening or otherwise of the proposed transaction.

This Fairness Opinion may be reproduced in the explanatory statement sent to the shareholders of Prataap along with the notice of general meeting / postal ballot form, conducted to get approval for the proposed transaction, so long as the form of reproduction of the Fairness Opinion in such report and any description of or reference in such report to ARIHANT, is in a form acceptable to us.

5. Basis of forming Opinion

5.1 Documents and Information Considered

For the purpose of providing our opinion, we have reviewed:

1. Certain publicly available business and financial information relating to Transferor and Transferee Company.

2. Audited Consolidated financials of Prataap as on March 31, 2021 and Provisional Consolidated Financials for Avadh for the financial year ending March 31, 2021

3. Certified draft of the proposed Scheme of Amalgamation to be approved by the Boards of Directors of the respective companies.

4. Undertakings / Management Representations issued by Prataap and Avadh in relation to valuation of respective companies.

5. Copy of the valuation report of the Valuers Paras K Savla dated September 29, 2021 on the valuation of Transferor and Transferee Companies and recommending Fair Share Exchange ratio for the proposed scheme.

6. Performed such other reviews and analyses as ARIHANT, in its absolute discretion, deemed appropriate.

5.2 Assumptions and Limiting Conditions

ARIHANT has been engaged to provide standard services for the issuance of the Fairness Opinion and therefore have not performed any due diligence or audit of the information provided to us, nor have we made any independent valuation or appraisal of the assets or liabilities. Prataap has provided us with the copy of valuation report done by the Valuers and have asked us to peruse and opine on the said report. Prataap has confirmed that as the issuance of Fairness Opinion is in relation to proposed amalgamation, the said valuers's report may also be reproduced / quoted by us.

ARIHANT has assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us / Valuers by Prataap, Avadh or their authorized representatives or used by us, and has assumed that the same are factually correct and does not assume or accept any liability or responsibility for any independent verification or checking of such information or any independent valuation or appraisal of any of the assets, operations or liabilities of Transferor Companies and Transferee Company.

In preparing this opinion, ARIHANT has received specific confirmation from management of transferee company and transferor companies that all the information the Company has provided to ARIHANT in relation to the engagement of ARIHANT is correct and complete and no information has been withheld that could have influenced the purport of this Fairness Opinion.

This opinion exclusively focuses on the fairness, from a valuation point of view, of the shares / assets done by the Valuers and does not address any other issues such as the underlying business decision to recommend the transaction or its commercial merits, which are matters solely for the Boards of Directors of Transferee Company and Transferor Companies to address and further to be confirmed by the shareholders of both the companies, as may be required.

It is specifically noted that the Valuer is an independent Valuer registered with IBBI for asset class 'Securities and Financial Assets' and as such possesses requisite qualification, competence and experience to conduct the valuation and is solely responsible for selection of valuation methods and calculations thereunder and the valuer's competence has been fully relied upon. We are required to assess the fairness of the valuation and the resulting swap ratio.

The Opinion assumes that the Companies comply fully with relevant laws and regulations applicable in all its area of operations unless otherwise stated, and the Companies are managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this fairness opinion has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws,

and litigation and other contingent liabilities that are not recorded in the financial statements of the Companies.

ARIHANT's formation of fairness opinion is based on the Valuation Report, information supplied by Transferee Company and Transferor Companies, representations and confirmations of its management on various issues and we have relied upon them as such without any independent verification and as such we do not hold ourselves liable if our opinion becomes flawed as a result of any shortcomings in such information, representations and confirmations given by Transferee Company and Transferor Companies.

In rendering this opinion, ARIHANT has not provided legal, regulatory, tax, accounting or actuarial advice and accordingly ARIHANT does not assume any responsibility or liability in respect thereof. Furthermore, ARIHANT has assumed that the proposed transaction will be consummated on the terms and conditions as set out in the proposed Scheme of Amalgamation, without any material changes to, or waiver of, its terms or conditions.

6. Valuation Approaches and their Review

6.1. Overview

The formation of a fairness opinion is generally a complex process involving careful consideration and review of valuation methods, associated financial and other analyses performed by the Valuers. ARIHANT has made a qualitative assessment of the appropriateness of the method and subsequent application.

6. 2 Valuation

ARIHANT has reviewed the method of valuation adopted by the Valuers. The valuation analysis is focused on Valuer's assessment of Avadh's equity shares and Equity shares of Prataap.

In the Present case, the Transferor companies are private companies. Red Rotopack private limited is a wholly owned subsidiary of Avadh snacks private limited and hence Red Rotopack is not separately valued, instead Avadh snacks private limited is valued on consolidated basis. The valuation of Transferor Company(s) is based on broadly accepted valuation methodologies i.e. a) Income Approach and b) Market Approach. The Valuer has stated that the Asset Approach does not reflect the intrinsic value of the business in a going concern scenario and he has therefore not considered Asset approach for the valuation of ASPL & RRPL.

a) Income Approach: We note that the Valuer has used Discounted Cash Flow (DCF) method under the Income approach to arrive at the equity value of Avadh. DCF is one of the widely acceptable methodologies for valuation of companies in growth phase.

b) Market Approach: Based on the market data available, Valuers have identified few peer companies and accordingly appropriate multiples were assigned to compute the value.

Suitable weights have been assigned to the values derived by the Valuers.

The valuation is being done to amalgamate the transferor and transferee companies and if successful, would result in complete control of the Transferor Company(s) to the Transferee Company. In such a case, suitable control premium may be applied to the equity value arrived, which is for a non-controlling stake. Considering the same, Valuers have assigned a control premium of 20% to arrive at the equity value of the Company.

6.3 Analysis of the Valuation

While forming our opinion, we performed certain procedures and made certain enquiries with Transferee company and Transferor companies. Some of the procedures / activities performed and the findings are mentioned below:

- Noted that the scheme involves amalgamation of Avadh and Red rotopack with and into Prataap and upon implementation will lead to dissolution without winding up of the Transferor companies.
- Noted that the appointed date for the proposed scheme of Amalgamation is April 1, 2021 and the valuation of Avadh is carried out considering latest available financials as on June 30, 2021.
- Red rotopack is a wholly owned subsidiary of Avadh and hence no separate valuation is done for Red rotopack.
- The valuation of Avadh is based on the broadly accepted valuation methodologies and the approach seems reasonable.
- The consideration of amalgamation is settled through issuance of equity shares of Rs 5 each by Prataap to shareholders of Avadh other than Prataap.
- Shares held by Prataap in Avadh shall be cancelled and extinguished.

7. Opinion

Based upon and subject to the foregoing, we are of the opinion on the date hereof, that the valuation including the Exchange ratio of 568 (Five Hundred and Sixty Eight) equity shares of Prataap of Rs. 5/- (Rupees Five Only) each fully paid up for every 100 (Hundred) equity shares of Avadh of Rs. 10/- (Rupees Ten Only) each fully paid up as recommended by the Valuers for the proposed Scheme of Amalgamation is fair.

For **Arihant Capital Markets Limited**
(Merchant Banking Division)

ARIHANT CAPITAL MARKETS LTD. MERCHANT BANKING DIVISION MUMBAI

Authorized Signatory.
(SEBI REGN. No. INM 000011070)

To,

Annexure-5

Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Reference: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferor Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors.

Subject: Report on Complaints in terms of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020

Dear Sir,

This is in connection with the application made by the Company under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") regarding the proposed Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferor Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

In terms of the requirements of Part I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020 ("SEBI Circular"), we hereby enclosed the 'Report on Complaints' on the Draft Scheme.

The Report on Complaints is also being uploaded on the website of the Company as per the requirement of said SEBI Circular.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Prataap Snacks Limited**

PRATAAP SNACKS LIMITED

Om Prakash Pandey
Company Secretary and Compliance Officer
Date: 14th February, 2022

Encl.: As above

Report on Complaints

Period of Complaints Report: 20th January, 2022 to 10th February, 2022

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A.	N.A.	N.A.

For **Prataap Snacks Limited**

PRATAAP SNACKS LIMITED

Om Prakash Pandey
Company Secretary and Compliance Officer
Date: 14th February, 2022

Annexure-6

To,
The General Manager
Department of Corporate Services,
BSE Limited,
1st Floor, P.J. Towers,
Dalal Street, Mumbai – 400 001

Reference: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferor Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors.

Subject: Report on Complaints in terms of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020

Dear Sir,

This is in connection with the application made by the Company under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") regarding the proposed Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferor Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

In terms of the requirements of Part I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020 ("SEBI Circular"), we hereby enclosed the 'Report on Complaints' on the Draft Scheme.

The Report on Complaints is also being uploaded on the website of the Company as per the requirement of said SEBI Circular.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Prataap Snacks Limited**

PRATAAP SNACKS LIMITED

Om Prakash Pandey
Company Secretary and Compliance Officer
Date: 21st February, 2022

Encl.: As above

Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A.	N.A.	N.A.

For **Prataap Snacks Limited**

PRATAAP SNACKS LIMITED

Om Prakash Pandey
Company Secretary and Compliance Officer
Date: 21st February, 2022

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
Corporate Identity Number: L67120MH2005PLC155188

DCS/AMAL/TL/IP/2283/2021-22 **"E-Letter"** **April 05, 2022**

The Company Secretary,
Prataap Snacks Ltd
Khasra No 378/2, Nemawar Road, Near
Makrand House, Indore -Madhya Pradesh, 452020

Annexure-7

Dear Sir,

Sub: Observation Letter regarding the Scheme of Amalgamation of Avadh Snacks Private Limited and Red Rotopack Private Limited with Prataap Snacks Limited and their respective Shareholders and Creditors

We are in receipt of draft Scheme of Amalgamation of Avadh Snacks Private Limited and Red Rotopack Private Limited with Prataap Snacks Limited and their respective Shareholders and Creditors as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated April 04, 2022, has inter alia given the following comment(s) on the draft scheme of Amalgamation:

- **"Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the Scheme."**

- **"Company shall ensure that additional information and undertakings, if any submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed Company and the Stock Exchanges."**

- **"The entities involved in the Scheme shall duly comply with various provisions of the Circular."**

- **"Declaration submitted by the Transferee Company to the Exchange on any past defaults of listed debt obligations of the entities forming part of the Scheme shall be incorporated in the petition to be filed before Hon'ble NCLT."**

- **"Company should obtain a No Objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees should be obtained and the same shall be incorporated in the petition to be filed before NCLT."**

- **"Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."**

- **"Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."**

- **"Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."**

- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT."**

BSE - PUBLIC

- **"It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft Scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,
Sd/-
Prasad Bhide
Manager

BSE - PUBLIC

National Stock Exchange Of India Limited

Ref: NSE/LIST/28549_III April 05, 2022

The Company Secretary
Prataap Snacks Limited
Khasra No. 378/2 Nemawar Road,
Palda, Indore – 452020.

Kind Attn.: Mr. Om Prakash Pandey

Dear Sir,

Sub: Observation Letter for draft scheme of amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors

We are in receipt of draft scheme of amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors vide application dated September 30, 2021.

Based on our letter reference no. NSE/LIST/28549 dated January 20, 2022 submitted to SEBI and pursuant to SEBI Master Circular dated December 22, 2020 ("Circular"), kindly find following comments on the draft scheme:

a. *Company shall ensure disclosure of all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.*

b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter is displayed on the websites of the listed company and the Stock Exchanges.*

c. *The entities involved in the scheme shall duly comply with various provisions of the Circular.*

d. *The declaration submitted by the transferee entity to the Exchanges on any past defaults of listed debt obligations of the entities forming part of the scheme shall be incorporated in the petition to be filed before NCLT.*

e. *The transferee company shall obtain a No Objection Certificate from the lending scheduled commercial bank/ financial institutions/ debenture trustees and the same shall be incorporated in the petition to be filed before NCLT.*

This Document is Digitally Signed
Signer: Harshad P Dharod
Date: Tue, Apr 5, 2022 15:04:05 IST
Location: NSE

f. *Company shall ensure that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for [illegible] respectively as provided in Part*

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E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.

g. *The Company is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to shareholders.*

h. *Company shall ensure that no changes are made to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.*

i. *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*

j. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/Stock Exchanges. Hence, the company is not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the Circular.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from April 05, 2022 within which the scheme shall be submitted to NCLT.

This Document is Digitally Signed

Signer: Harshad P Dharod
Date: Tue, Apr 5, 2022 15:04:05 IST
Location: NSE

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Harshad Dharod
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist

This Document is Digitally Signed

Signer: Harshad P Dharod
Date: Tue, Apr 5, 2022 15:04:05 IST
Location: NSE

Annexure-8

REPORT UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF PRATAAP SNACKS LIMITED ("THE COMPANY") IN ITS MEETING HELD ON FRIDAY, 20TH MAY, 2022 AT THE REGISTERED OFFICE OF THE COMPANY AT KHASRA NO. 378/2, NEMAWAR ROAD, NEAR MAKRAND HOUSE, PALDA, INDORE - 452020, MADHYA PRADESH, INDIA EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF AVADH SNACKS PRIVATE LIMITED ("TRANSFEROR COMPANY 1") AND RED ROTOPACK PRIVATE LIMITED ("TRANSFEROR COMPANY 2") WITH PRATAAP SNACKS LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF THE COMPANY.

1. Background

1.1. The Board of Directors (the **"Board"**) of Prataap Snacks Limited (**"Transferee Company"**) in its meeting held on 29th September, 2021 approved the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the **"Act"**), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules framed under the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law and directions, guidelines, regulations, circulars or notifications of SEBI and other relevant authorities, to the extent applicable (the **"Scheme"**), with effect from the **Appointed Date** (as defined in the Scheme) viz. 1st April, 2021.

1.2. As per the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferee Company are required to adopt a report explaining the effect of the Scheme on the equity shareholders, key managerial personnel (**"KMP"**), promoters and non-promoter shareholders, laying out, in particular, the equity share exchange ratio and specifying any difficulties with respect to valuation, and the same is required to be circulated to the equity shareholders and creditors along with the notice convening their meetings. Accordingly, this Report has been made for adoption by the Board, in pursuance of the requirements of Section 232(2)(c) of the Act. In the opinion of the Board of the Transferee Company, the Scheme will be advantageous and beneficial to the Transferee Company, its shareholders and other stakeholders for the reasons set out in the rationale of the Scheme and the terms thereof are fair and reasonable.

1.3. This Report of the Board has been made in pursuance of the requirements of Section 232(2)(c) of the Act.

1.4. The following documents, *inter alia,* were placed before the Board for its consideration:

a) The draft Scheme of Amalgamation;

b) The **Valuation Report**/share exchange swap ratio dated 29.09.2021, issued by **Mr. Paras K. Savla,** Independent Registered Valuer having registration number IBBI/RV/06/2018/10102 under Section 247 of the Act, stipulating, inter alia, the methodology adopted and the valuation arrived at in relation to recommending the fair equity share exchange ratio in respect of the proposed Amalgamation;

PRATAAP SNACKS LIMITED

c) Independent Auditor's **pricing Certificate** on the proposed preferential allotment of equity shares to a select group of shareholders or shareholders of unlisted companies pursuant to the Scheme as required under Regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ('SEBI (ICDR) Regulations 2018') from B S R & Co. LLP, Chartered Accountants dated 29th September, 2021;

d) **Fairness opinion** dated 29th September 2021 issued by Arihant Capital Markets Limited, a SEBI registered category-I merchant banker (**"Fairness Opinion"**) on the valuation of shares done by the Valuer for the Transferee Company and Transferor Companies;

e) The certificate issued by BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), the Statutory Auditor of the Company certifying that the accounting treatment contained in the draft Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors is in compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the rules framed thereunder and other generally accepted accounting principles as per paragraph I.A.5 of the SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22.12.2020 and amendment thereto (the **"SEBI Circular"**);

f) Report of the Audit Committee recommending the draft Scheme, taking into consideration, inter alia, the valuation report, fairness opinion, need for amalgamation, rationale of the scheme, synergies of business of the entities involved in the scheme, cost benefit analysis, etc.;

g) Report of the Committee of Independent Directors recommending the draft Scheme, taking into consideration, inter alia, that the Scheme is not detrimental to the shareholders of the Company; and

h) Other presentations, documents and information made to/furnished before the Board pertaining to the proposed Scheme.

2. Valuation

2.1. As per the **Valuation Report**/ share exchange swap ratio for the fair equity share exchange ratio for the proposed Amalgamation and Independent Auditor's **pricing Certificate** on the proposed preferential allotment of equity shares to a select group of shareholders, it is reported as under:

2.2. **568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5** (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

2.3. All shares of "**Transferor Company 1**" held by "**Transferee Company**" shall stand cancelled without any further application, act or deed.

2.4. Similarly as the Transferor Company 2 is the Wholly Owned Subsidiary of **Transferor Company 1,** all the shares of "**Transferor Company 2**" held by the "**Transferor Company 1**" (either directly or through nominee) **shall stand cancelled** without any further application, act or deed.

PRATAAP SNACKS LIMITED

2.5. Both the Transferor Companies shall be dissolved without winding up.

2.6. No valuation difficulties were reported by the Registered Valuer.

3. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

3.1. As an integral part of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of the Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5 (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date (as defined in the Scheme) in the following share exchange ratio:

568 equity shares of Transferee Company of Rs. 5 each as fully paid-up to be issued and allotted for every 100 equity shares of the face value of Rs. 10 each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

3.2. Upon the Scheme becoming effective, the external equity shareholders (other than Transferee Company) **holding 9.52% shareholding of "Transferor Company 1" shall become the shareholders of "Transferee Company"** based on the share exchange ratio as stipulated in clause no. 10.2 of the Scheme. The equity shares shall be issued and allotted by the Transferee Company in dematerialised form and shall be listed and admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI Master Circular ref. no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22.12.2020, as amended, subject to the complying with the conditions and other requirements of the Stock Exchanges and the Securities and Exchange Board of India.

3.3. The promoters and the promoter group of the Transferee Company currently hold 71.49% of the total paid-up equity share capital of the Transferee Company. Upon the Scheme becoming effective, the promoters and promoter group of the Transferee Company shall **hold 70.28%** of the total paid-up equity share capital of the Transferee Company and the public shareholders shall hold the remaining 29.72% of the total paid-up equity share capital of the Transferee Company. The pre amalgamation and post-amalgamation shareholding pattern of the Transferee Company (based on the shareholding pattern of the Transferee Company as on 31st March, 2022) based on the Fair Equity Share Exchange Ratio is provided in Annexure 1 hereto.

3.4. Further that the Transferee Company is **not making any reduction in the Share Capital.**

4. Effect of the Scheme on the Employees, Directors and KMPs

4.1. The Scheme is not expected to have any impact on the employees of the Transferee Company. The employees of the Transferee Company will continue to be employees of the Transferee Company on the same terms and conditions as before.

4.2. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act

PRATAAP SNACKS LIMITED

and rules framed thereunder) have any **interest in the Scheme** except to the extent of the equity shares held by them in the Transferee Company and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. The Scheme does not affect the office of the KMPs of the Transferee Company.

4.3. Upon the Scheme becoming effective, the composition of the Board of the Transferee Company shall not be changed.

5. Effect of the Scheme on the Creditors

5.1. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferee Company. The liabilities of the creditors of the Transferee Company is neither being reduced nor being extinguished. The creditors of the Transferee Company would in no way be affected by the Scheme.

5.2. The Transferee Company has not issued any debentures. The Transferee Company has not accepted any public deposits from any person.

Adoption of the Report by the Board

The Board has adopted this Report after noting and considering the information set forth in this Report. The Scheme is expected to be beneficial to the Transferee Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

By Order of the Board
For Prataap Snacks Limited

PRATAAP SNACKS LIMITED

Apoorva Kumat
Executive Director (Operations)
DIN: 02630764

Place: Indore
Date: 20th May, 2022

ANNEXURE 1
PRE AND POST AMALGAMATION SHAREHOLDING PATTERN

Particulars	Pre-Amalgamation		Post-Amalgamation	
	Total No. of shares held	% of Shareholding	Total No. of shares held	% of Shareholding
Promoter & Promoter Group (A)	**1,67,67,462**	**71.49**	**1,67,67,462**	**70.28**
Institutions	43,35,329	18.49	43,35,329	18.17
Non – Institutions	23,50,245	10.02	27,56,801	11.55
Total Public (B)	**66,85,574**	**28.51**	**70,92,130**	**29.72**
Total (A+B)	2,34,53,036	100.00	2,38,59,592	100.00

Annexure-9

REPORT UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF AVADH SNACKS PRIVATE LIMITED ("THE COMPANY") IN ITS MEETING HELD ON FRIDAY, 20TH MAY, 2022 AT FLAT NO. 102, WING - E, 24, CARAT APARTMENT, BEHIND CRYSTAL MALL, NEAR IOC QUARTER, RAJKOT - 360005, GUJARAT, INDIA EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF AVADH SNACKS PRIVATE LIMITED ("TRANSFEROR COMPANY 1") AND RED ROTOPACK PRIVATE LIMITED ("TRANSFEROR COMPANY 2") WITH PRATAAP SNACKS LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF THE COMPANY.

1. Background

1.1. The Board of Directors (the "**Board**") of Avadh Snacks Private Limited ("**Transferor Company 1**") in its meeting held on 29th September, 2021 approved the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "**Act**"), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules framed under the Act.

1.2. As per the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferor Company 1 are required to adopt a report explaining the effect of the Scheme on the equity shareholders, key managerial personnel ("**KMP**"), promoters and non-promoter shareholders, laying out, in particular, the equity share exchange ratio and specifying any difficulties with respect to valuation, and the same is required to be circulated to the equity shareholders and creditors along with the notice convening their meetings. Accordingly, this Report has been made for adoption by the Board, in pursuance of the requirements of Section 232(2)(c) of the Act. In the opinion of the Board of the Transferor Company 1, the Scheme will be advantageous and beneficial to the Transferor Company 1, its shareholders and other stakeholders for the reasons set out in the rationale of the Scheme and the terms thereof are fair and reasonable.

1.3. This Report of the Board has been made in pursuance of the requirements of Section 232(2)(c) of the Act.

1.4. The following documents, *inter alia,* were placed before the Board for its consideration:

a) The draft Scheme of Amalgamation;

b) The **Valuation Report**/share exchange swap ratio dated 29.09.2021, issued by **Mr. Paras K. Savla,** Independent Registered Valuer having registration number IBBI/RV/06/2018/10102 under Section 247 of the Act, stipulating, inter alia, the methodology adopted and the valuation arrived at in relation to recommending the fair equity share exchange ratio in respect of the proposed Amalgamation;

c) Independent Auditor's **pricing Certificate** of the Transferee Company on the proposed preferential allotment of equity shares to a select group of shareholders or shareholders of unlisted companies pursuant to the Scheme as required under Regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

AVADH SNACKS PRIVATE LIMITED NIKAVA

Regulations 2018 ('SEBI (ICDR) Regulations 2018') from B S R & Co. LLP, Chartered Accountants dated 29th September, 2021;

d) The certificate issued by BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), the Statutory Auditor of the Transferee Company certifying that the accounting treatment contained in the draft Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors is in compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the rules framed thereunder and other generally accepted accounting principles as per paragraph I.A.5 of the SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22.12.2020 and amendment thereto (the **"SEBI Circular"**) and

e) Other presentations, documents and information made to/furnished before the Board pertaining to the proposed Scheme.

2. Valuation

2.1. As per the **Valuation Report**/share exchange swap ratio for the fair equity share exchange ratio for the proposed Amalgamation and Independent Auditor's **pricing Certificate** of the Transferee Company on the proposed preferential allotment of equity shares to a select group of shareholders, it is reported as under:

2.2. **568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5** (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

2.3. All shares of "**Transferor Company 1**" held by "**Transferee Company**" shall stand cancelled without any further application, act or deed.

2.4. Similarly as the Transferor Company 2 is the Wholly Owned Subsidiary of **Transferor Company 1,** all the shares of "**Transferor Company 2**" held by the "**Transferor Company 1**" (either directly or through nominee) **shall stand cancelled** without any further application, act or deed.

2.5. Both the Transferor Companies shall be dissolved without winding up.

2.6. No valuation difficulties were reported by the Registered Valuer.

3. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

3.1. As an integral part of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of the Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5 (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository

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or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date (as defined in the Scheme) in the following share exchange ratio:

568 equity shares of Transferee Company of Rs. 5 each as fully paid-up to be issued and allotted for every 100 equity shares of the face value of Rs. 10 each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

3.2. Upon the Scheme becoming effective, the external equity shareholders (other than Transferee Company) **holding 9.52% shareholding of "Transferor Company 1" shall become the shareholders of "Transferee Company"** based on the share exchange ratio as stipulated in clause no. 10.2 of the Scheme. The equity shares shall be issued and allotted by the Transferee Company in dematerialised form and shall be listed and admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI Master Circular ref. no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22.12.2020, as amended, subject to the complying with the conditions and other requirements of the Stock Exchanges and the Securities and Exchange Board of India.

3.3. The promoters of the Transferor Company 1 currently hold 100.00% of the total paid-up equity share capital of the Transferor Company 1. Upon the Scheme becoming effective, the Company shall be dissolved without winding up and hence, there shall be Nil holding of the promoters. The pre-amalgamation and post-amalgamation shareholding pattern of the Transferor Company 1 (based on the shareholding pattern of the Transferor Company 1 as on 31st March, 2022) based on the Fair Equity Share Exchange Ratio is provided in Annexure 1 hereto.

4. Effect of the Scheme on the Employees, Directors and KMPs

4.1. Upon the Scheme becoming effective, all employees, whether temporary or permanent employees and including all employees on probation, trainees and interns of the Transferor Companies in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Companies on the Effective Date.

4.2. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferor Company 1 and their respective relatives (as defined under the Act and rules framed thereunder) have any **interest in the Scheme** except to the extent of the equity shares held by them in the Transferor Company 1 and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. The Scheme does not affect the office of the KMPs of the Transferor Company 1.

4.3. No directors of the Transferor Company 1 will be entitled for any directorship in the Transferee Company by the virtue of the Scheme.

AVADH SNACKS PRIVATE LIMITED NIKAVA

5. Effect of the Scheme on the Creditors

5.1. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferor Company 1. The liabilities of the creditors of the Transferor Companies shall without any further act, instrument or deed be transferred to and vested in Transferee Company.

5.2. The Transferor Company 1 has not issued any debentures. The Transferor Company 1 has not accepted any public deposits from any person.

Adoption of the Report by the Board

The Board has adopted this Report after noting and considering the information set forth in this Report. The Scheme is expected to be beneficial to the Transferor Company 1, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

By Order of the Board
For Avadh Snacks Private Limited

Arvind Mehta
Director
DIN: 00215183

Place: Indore
Date: 20th May, 2022

ANNEXURE 1
PRE AND POST AMALGAMATION SHAREHOLDING PATTERN

Particulars	Pre-Amalgamation		Post-Amalgamation	
	Total No. of shares held	% of Shareholding	Total No. of shares held	% of Shareholding
Promoter & Promoter Group (A)	**7,51,563**	**100.00**	**0.00**	**0.00**
Institutions	0.00	0.00	0.00	0.00
Non – Institutions	0.00	0.00	0.00	0.00
Total Public (B)	**0.00**	**0.00**	**0.00**	**0.00**
Total (A+B)	7,51,563	100.00	0.00	0.00

AVADH SNACKS PRIVATE LIMITED
NIKAVA

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

RED ROTO PACK
MFG.: Flexible Packaging Material

Annexure-10

REPORT UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF RED ROTOPACK PRIVATE LIMITED ("THE COMPANY") IN ITS MEETING HELD ON FRIDAY, 20TH MAY, 2022 AT FLAT NO. 102, WING - E, 24, CARAT APARTMENT, BEHIND CRYSTAL MALL, NEAR IOC QUARTER, RAJKOT - 360005, GUJARAT, INDIA EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF AVADH SNACKS PRIVATE LIMITED ("TRANSFEROR COMPANY 1") AND RED ROTOPACK PRIVATE LIMITED ("TRANSFEROR COMPANY 2") WITH PRATAAP SNACKS LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF THE COMPANY.

1. Background

1.1. The Board of Directors (the "**Board**") of Red Rotopack Private Limited ("**Transferor Company 2**") in its meeting held on 29th September, 2021 approved the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "**Act**"), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules framed under the Act.

1.2. As per the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferor Company 2 are required to adopt a report explaining the effect of the Scheme on the equity shareholders, key managerial personnel ("**KMP**"), promoters and non-promoter shareholders, laying out, in particular, the equity share exchange ratio and specifying any difficulties with respect to valuation, and the same is required to be circulated to the equity shareholders and creditors along with the notice convening their meetings. Accordingly, this Report has been made for adoption by the Board, in pursuance of the requirements of Section 232(2)(c) of the Act. In the opinion of the Board of the Transferor Company 2, the Scheme will be advantageous and beneficial to the Transferor Company 2, its shareholders and other stakeholders for the reasons set out in the rationale of the Scheme and the terms thereof are fair and reasonable.

1.3. This Report of the Board has been made in pursuance of the requirements of Section 232(2)(c) of the Act.

1.4. The following documents, *inter alia,* were placed before the Board for its consideration:

a) The draft Scheme of Amalgamation;

b) The **Valuation Report**/share exchange swap ratio dated 29.09.2021, issued by **Mr. Paras K. Savla,** Independent Registered Valuer having registration number IBBI/RV/06/2018/10102 under Section 247 of the Act, stipulating, inter alia, the methodology adopted and the valuation arrived at in relation to recommending the fair equity share exchange ratio in respect of the proposed Amalgamation;

c) Independent Auditor's **pricing Certificate** of the Transferee Company on the proposed preferential allotment of equity shares to a select group of shareholders or shareholders of

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unlisted companies pursuant to the Scheme as required under Regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ('SEBI (ICDR) Regulations 2018') from B S R & Co. LLP, Chartered Accountants dated 29th September, 2021;

d) The certificate issued by BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), the Statutory Auditor of the Transferee Company certifying that the accounting treatment contained in the draft Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors is in compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the rules framed thereunder and other generally accepted accounting principles as per paragraph I.A.5 of the SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22.12.2020 and amendment thereto (the **"SEBI Circular"**) and

e) Other presentations, documents and information made to/furnished before the Board pertaining to the proposed Scheme.

2. Valuation

2.1. As per the **Valuation Report**/share exchange swap ratio for the fair equity share exchange ratio for the proposed Amalgamation and Independent Auditor's **pricing Certificate** of the Transferee Company on the proposed preferential allotment of equity shares to a select group of shareholders, it is reported as under:

2.2. **568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5** (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 2.

2.3. As the Transferor Company 2 is the Wholly Owned Subsidiary of **Transferor Company 1,** all the shares of "**Transferor Company 2**" held by the "**Transferor Company 1**" (either directly or through nominee) **shall stand cancelled** without any further application, act or deed.

2.4. Both the Transferor Companies shall be dissolved without winding up.

2.5. No valuation difficulties were reported by the Registered Valuer.

3. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

3.1. The Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 and the Transferor Company 1 together with its nominee holds all the shares issued by the Transferor Company 2. Given that the Transferor Company 1 is a subsidiary of the Transferee Company, on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company (indirectly through the Transferor Company 1) in the Transferor Company 2.

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3.2. Upon the Scheme becoming effective, as the Transferor Company 2 is the Wholly Owned Subsidiary of Transferor Company 1, all the shares of "Transferor Company 2" held by the "Transferor Company 1" (either directly or through nominee) shall stand cancelled without any further application, act or deed.

3.3. The promoters of the Transferor Company 2 currently hold 100.00% of the total paid-up equity share capital of the Transferor Company 2. Upon the Scheme becoming effective, the Company shall be dissolved without winding up and hence, there shall be Nil holding of the promoters. The pre-amalgamation and post-amalgamation shareholding pattern of the Transferor Company 2 (based on the shareholding pattern of the Transferor Company 2 as on 31st March, 2022) based on the Fair Equity Share Exchange Ratio is provided in Annexure 1 hereto.

4. Effect of the Scheme on the Employees, Directors and KMPs

4.1. Upon the Scheme becoming effective, all employees, whether temporary or permanent employees and including all employees on probation, trainees and interns of the Transferor Companies in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Companies on the Effective Date.

4.2. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferor Company 2 and their respective relatives (as defined under the Act and rules framed thereunder) have any **interest in the Scheme** and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. There are no KMPs in the Transferor Company 2.

4.3. No directors of the Transferor Company 2 will be entitled for any directorship in the Transferee Company by the virtue of the Scheme.

5. Effect of the Scheme on the Creditors

5.1. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferor Company 2. The liabilities of the creditors of the Transferor Companies shall without any further act, instrument or deed be transferred to and vested in Transferee Company.

5.2. The Transferor Company 2 has not issued any debentures. The Transferor Company 2 has not accepted any public deposits from any person.

Adoption of the Report by the Board

The Board has adopted this Report after noting and considering the information set forth in this Report. The Scheme is expected to be beneficial to the Transferor Company 2, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

By Order of the Board
For Red Rotopack Private Limited

Arvind Mehta
Director
DIN: 00215183

Place: Indore
Date: 20th May, 2022

ANNEXURE 1
PRE AND POST AMALGAMATION SHAREHOLDING PATTERN

Particulars	Pre-Amalgamation		Post-Amalgamation	
	Total No. of shares held	% of Shareholding	Total No. of shares held	% of Shareholding
Promoter & Promoter Group (A)	**75,00,000**	**100.00**	**0.00**	**0.00**
Institutions	0.00	0.00	0.00	0.00
Non – Institutions	0.00	0.00	0.00	0.00
Total Public (B)	**0.00**	**0.00**	**0.00**	**0.00**
Total (A+B)	75,00,000	100.00	0.00	0.00

RED ROTO PACK PVT. LTD. NIKAVA

Prataap Snacks 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 Ind AS Financial Results for the Quarter and Nine-Months Ended 31 December 2021

(INR in lakhs except as stated)

Particulars	Quarter ended			Nine-months Ended		Year Ended
	31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
Sales / Income from operations	33,582.64	32,477.21	28,897.80	89,789.93	73,646.01	1,00,077.63
Other operating income	580.22	330.63	478.90	1,052.66	760.33	959.94
II Other income (Refer Note 3)	217.22	813.51	203.73	1,172.03	568.47	861.60
III Total Income (I + II)	**34,380.08**	**33,621.35**	**29,580.43**	**92,014.62**	**74,974.81**	**1,01,899.17**
IV Expenses						
(a) Cost of materials consumed	24,648.69	23,827.32	20,365.80	66,350.81	52,036.26	70,537.96
(b) Purchases of stock-in-trade	46.49	73.19	51.22	167.09	105.10	161.11
(c) Changes in inventories of finished goods and stock-in-trade	173.06	(606.40)	162.03	(699.59)	(705.46)	(214.57)
(d) Employee benefits expense	1,379.28	1,374.80	1,265.46	3,641.78	3,529.66	4,702.30
(e) Finance cost	154.18	153.80	148.40	469.45	481.50	627.04
(f) Depreciation and amortisation expense	1,006.93	1,026.29	969.48	3,023.70	3,203.32	4,199.32
(g) Other expenses	6,256.98	6,041.66	5,906.79	16,492.47	14,925.72	19,896.12
Total Expenses	**33,665.61**	**31,890.66**	**28,869.18**	**89,445.71**	**73,576.10**	**99,909.28**
V Profit before exceptional item and tax (III - IV)	**714.47**	**1,730.69**	**711.25**	**2,568.91**	**1,398.71**	**1,989.89**
VI Exceptional item (refer Note 5)	1,401.45	-	-	1,401.45	-	-
VII Profit before tax (V - VI)	**(686.98)**	**1,730.69**	**711.25**	**1,167.46**	**1,398.71**	**1,989.89**
VIII Tax expense						
(a) Current tax	(125.02)	312.97	134.77	210.96	267.54	393.37
(b) Deferred tax (including minimum alternate tax)	41.15	(37.39)	(8.47)	1.79	25.81	(489.56)
IX Net Profit for the period (VII - VIII)	**(603.11)**	**1,455.11**	**584.95**	**954.71**	**1,105.36**	**2,086.08**
X Other Comprehensive Income						
(a) Items that will not be reclassified to profit or loss	5.33	3.78	(2.01)	9.77	(6.02)	3.13
(b) Income tax relating to above	(1.86)	(1.32)	0.70	(3.41)	2.10	(1.09)
XI Total Comprehensive Income for the period (IX + X)	**(599.64)**	**1,457.57**	**583.64**	**961.07**	**1,101.44**	**2,088.12**
XII Paid-up equity share capital - Face value INR 5 each	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65
XIII Other equity						60,177.85
XIV Earnings per share of INR 5 each (Not annualised)						
Basic - INR	(2.57)	6.20	2.49	4.07	4.71	8.89
Diluted - INR	(2.57)	6.20	2.49	4.07	4.71	8.89

Notes:

1 The above standalone Ind AS 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 4 February 2022.

2 The Company has determined 'Snacks Food' as a reportable segment as evaluated by the chief operating decision maker for allocation of resources and assessing the performance. There are no other reportable segment as per Ind AS 108 'Operating Segment'. Accordingly, no separate segment information has been provided.

PRATAAP SNACKS LIMITED

Notes (Cont'd.):

3 The Board of directors in their meeting held on 29 September 2021 had approved the scheme of amalgamation ("scheme") pursuant to sections 230 to 232 and other relevant provisions of the Companies Act, 2013, providing for the amalgamation of its subsidiaries Avadh Snacks Private Limited and Red Rotopack Private Limited with the Company. The appointed date as per the scheme is 1 April 2021. Further, the Company has filed the necessary application with the exchanges and SEBI for the requisite approval and approval is awaited. The Company based on the updated fair valuation performed for merger application, had re-measured the deferred contingent consideration and recorded a gain in re-measurement of INR 554.35 lakhs as other income in quarter ended 30 September 2021. The effect of the scheme would be recognised on receipt of statutory approvals.

4 The Company's operations and revenue were impacted on account of disruption in economic activity due to COVID-19. As the products manufactured by the Company are covered under essential services, the impact has been less significant. Management believes that the pandemic is not likely to impact the recoverability of the carrying value of its assets. Management is closely monitoring the developments and possible effects that may result from the current pandemic on its financial condition, liquidity and operations and is actively working to minimize the impact of this unprecedented situation. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these standalone Ind AS financial results.

5 There was a fire accident in one of the Company's plants situated at Howrah, West Bengal, on 3 November 2021. The fire has severely impacted the building, plant & machinery, leasehold improvements, and inventories lying at the plant; however, there were no human causalities. The total impact of this event is INR 1,401.45 lakhs. Considering the nature of the event and magnitude of impact, this amount is disclosed as an exceptional item in the results for the quarter and nine months ended 31 December 2021. Pending completion of the survey and acceptance of the claim by the insurance company, the insurance claim receivable has not been recorded in the results for the quarter and nine months ended 31 December 2021.

6 The Code on Social Security 2020 has been notified in the Official Gazette on 29 September 2020. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. Impact if any of the change will be assessed and accounted in the period in which the said Code becomes effective and the rules framed thereunder are notified.

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

PRATAAP SNACKS LIMITED

Arvind Mehta	**Amit Kumat**
Chairman and Executive Director	Managing Director and Chief Executive Officer
DIN - 00215183	DIN - 02663687

Place: Indore
Date: 4 February 2022

Prataap Snacks 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 Consolidated Ind AS Financial Results for the Quarter and Nine-Months ended 31 December 2021

(INR in lakhs except as stated)

Particulars	Quarter ended			Nine-months Ended		Year Ended
	31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
Sales / Income from operations	37,914.17	36,726.75	33,432.75	1,02,460.86	85,393.85	1,16,148.20
Other operating income	581.26	331.46	478.89	1,054.70	761.15	960.68
II Other income (refer Note 3)	225.32	820.15	211.37	1,192.27	590.88	884.15
III Total Income (I + II)	**38,720.75**	**37,878.36**	**34,123.01**	**1,04,707.83**	**86,745.88**	**1,17,993.03**
IV Expenses						
(a) Cost of materials consumed	28,348.54	27,104.27	24,334.76	76,940.78	62,138.44	84,563.68
(b) Purchases of stock-in-trade	50.68	50.33	3.41	173.45	3.41	50.66
(c) Changes in inventories of finished goods and stock-in-trade	48.36	(520.16)	145.69	(778.58)	(707.16)	(305.23)
(d) Employee benefits expenses	1,556.15	1,543.29	1,418.33	4,134.49	4,001.34	5,330.81
(e) Finance cost	154.23	153.85	148.43	469.60	481.58	627.18
(f) Depreciation and amortisation expenses	1,328.06	1,347.19	1,281.49	3,986.20	4,146.20	5,456.54
(g) Other expenses	6,680.36	6,462.87	6,253.75	17,708.34	15,804.61	21,162.29
Total Expenses	**38,166.38**	**36,141.64**	**33,585.86**	**1,02,634.28**	**85,868.42**	**1,16,885.93**
V Profit before exceptional item and tax (III - IV)	**554.37**	**1,736.72**	**537.15**	**2,073.55**	**877.46**	**1,107.10**
VI Exceptional item (refer Note 5)	1,401.45	-	-	1,401.45	-	-
VII Profit before tax (V - VI)	**(847.08)**	**1,736.72**	**537.15**	**672.10**	**877.46**	**1,107.10**
VIII Tax expense						
(a) Current tax	(103.17)	366.64	139.45	267.90	313.29	408.70
(b) Deferred tax (including minimum alternate tax)	(19.77)	(99.19)	(57.17)	(181.44)	(138.86)	(717.19)
IX Net Profit for the period (VII - VIII)	**(724.14)**	**1,469.27**	**454.87**	**585.64**	**703.03**	**1,415.59**
X Other Comprehensive Income						
(a) Items that will not be reclassified to profit or loss	5.33	3.78	(2.01)	9.77	(6.02)	23.73
(b) Income tax relating to above	(1.86)	(1.32)	0.70	(3.41)	2.10	(6.27)
XI Total Comprehensive Income for the period (IX + X)	**(720.67)**	**1,471.73**	**453.56**	**592.00**	**699.11**	**1,433.05**
XII Paid-up equity share capital - Face value INR 5 each	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65
XIII Other equity						61,138.94
XIV Earnings per share of INR 5 each (Not annualised)						
Basic - INR	(3.09)	6.26	1.94	2.50	3.00	6.04
Diluted - INR	(3.09)	6.26	1.94	2.50	3.00	6.04

Notes:

1 The above consolidated Ind AS 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 4 February 2022.

2 The Group has determined 'Snacks Food' as a reportable segment as evaluated by the chief operating decision maker for allocation of resources and assessing the performance. There are no other reportable segment as per Ind AS 108 'Operating Segment'. Accordingly, no separate segment information has been provided.

PRATAAP SNACKS LIMITED

Notes (Cont'd.):

3 The Board of directors of the Holding Company in their meeting held on 29 September 2021 had approved the scheme of amalgamation ("scheme") pursuant to sections 230 to 232 and other relevant provisions of the Companies Act, 2013, providing for the amalgamation of its subsidiaries Avadh Snacks Private Limited and Red Rotopack Private Limited with the Holding Company. The appointed date as per the scheme is 1 April 2021. Further, the Holding Company has filed the necessary application with the exchanges and SEBI for the requisite approval and approval is awaited. The Holding Company based on the updated fair valuation performed for merger application, had re-measured the deferred contingent consideration and recorded a gain in re-measurement of INR 554.35 lakhs as other income in quarter ended 30 September 2021. The effect of the scheme would be recognised on receipt of statutory approvals.

4 The Group's operations and revenue were impacted on account of disruption in economic activity due to COVID-19. As the products manufactured by the Group are covered under essential services, the impact has been less significant. Management believes that the pandemic is not likely to impact the recoverability of the carrying value of its assets. Management is closely monitoring the developments and possible effects that may result from the current pandemic on its financial condition, liquidity and operations and is actively working to minimize the impact of this unprecedented situation. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these consolidated Ind AS financial results.

5 There was a fire accident in one of the Holding Company's plants situated at Howrah, West Bengal, on 3 November 2021. The fire has severely impacted the building, plant & machinery, leasehold improvements, and inventories lying at the plant; however, there were no human causalities. The total impact of this event is INR 1,401.45 lakhs. Considering the nature of the event and magnitude of impact, this amount is disclosed as an exceptional item in the results for the quarter and nine months ended 31 December 2021. Pending completion of the survey and acceptance of the claim by the insurance company, the insurance claim receivable has not been recorded in the results for the quarter and nine months ended 31 December 2021.

6 The Code on Social Security 2020 has been notified in the Official Gazette on 29 September 2020. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. Impact if any of the change will be assessed and accounted in the period in which the said Code becomes effective and the rules framed thereunder are notified.

7 Unaudited standalone Ind AS Financial Results for the Quarter and Nine-Months ended 31 December 2021 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:

(INR in lakhs)

Particulars	Quarter ended			Nine-months Ended		Year Ended
	31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Total revenue from operations	34,162.86	32,807.84	29,376.70	90,842.59	74,406.34	1,01,037.57
Profit before tax	(686.98)	1,730.69	711.25	1,167.46	1,398.71	1,989.89
Profit after tax	(603.11)	1,455.11	584.95	954.71	1,105.36	2,086.08

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

PRATAAP SNACKS LIMITED

Arvind Mehta
Chairman and
Executive Director
DIN - 00215183

Amit Kumat
Managing Director and
Chief Executive Officer
DIN - 02663687

Place: Indore
Date: 4 February 2022

Annexure-12

Avadh Snacks Private Limited
Registered and Corporate Office: R.S. No. 123 / P3, New R.S. No. 128,
Ind. Plot No 1, Nikava, Jamnagar – 361162, Gujarat, India
CIN: U15329GJ2017PTC098837
Contact No.: 9909777977
E-mail: avadhsnacks@gmail.com

Unaudited Standalone Ind AS Financial Results for the Quarter and Nine-Months Ended 31 December 2021

(INR in lakhs except as stated)

Particulars	Quarter ended			Nine-Months Ended		Year Ended
	31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
Sales / Income from operations	4,591.49	4,593.63	4,840.48	13,459.81	12,433.48	17,005.85
II Other income	6.47	2.93	7.63	13.58	22.83	39.35
III Total Income (I + II)	4,597.96	4,596.56	4,848.11	13,473.39	12,456.31	17,045.20
IV Expenses						
(a) Cost of materials consumed	3,690.46	3,278.01	3,980.98	10,605.96	10,123.46	14,042.08
(b) Purchases of stock-in-trade	273.51	321.25	245.75	780.30	563.01	804.55
(c) Changes in inventories of finished goods and stock-in-trade	(124.68)	85.19	(16.40)	(80.03)	(7.81)	(92.82)
(d) Employee benefits expense	174.07	164.52	152.88	485.95	471.69	628.49
(e) Finance cost	0.05	0.05	0.04	0.15	0.09	0.14
(f) Depreciation and amortisation expense (refer Note 6)	64.72	65.32	54.39	194.67	160.63	215.85
(g) Other expenses	424.40	423.07	351.92	1,217.34	880.60	1,278.11
Total Expenses	4,502.53	4,337.41	4,769.56	13,204.34	12,191.67	16,876.40
V Profit before tax (III - IV)	95.43	259.15	78.55	269.05	264.64	168.80
VI Tax expense						
(a) Current tax	17.09	58.43	4.68	56.94	38.21	8.23
(b) Deferred tax (including minimum alternate tax)	6.93	6.80	15.08	10.78	28.40	34.69
VII Net Profit for the period (V - VI)	71.41	193.92	58.79	201.33	198.03	125.88
VIII Other Comprehensive Income						
(a) Items that will not be reclassified to profit or loss	-	-	-	-	-	20.60
(b) Income tax relating to above	-	-	-	-	-	(5.18)
IX Total Comprehensive Income for the period (VII + VIII)	71.41	193.92	58.79	201.33	198.03	141.30
X Paid-up equity share capital - Face value INR 5 each	71.09	71.09	71.09	71.09	71.09	71.09
XI Other equity						3,643.59
XII Earnings per share of INR 5 each (Not annualised)						
Basic - INR	10.04	27.28	8.27	28.32	27.85	17.71
Diluted - INR	10.04	27.28	8.27	28.32	27.85	17.71

For and on behalf of the Board of Directors of Avadh Snacks Private Limited

Amit Kumar
DIN - 02663687

AVADH SNACKS PRIVATE LIMITED
NIKAVA

Red Rotopack Private Limited
Registered and Corporate Office: Survey No. - 128,
Plot No.- 3, Opp. Supertech, Kalawad – 361162, Gujarat, India
CIN: U25199GJ2015PTC085423
Contact No.: 9426202632
E-mail: redrotopack@gmail.com

Unaudited Standalone Ind AS Financial Results for the Quarter and Nine-Months Ended 31 December 2021

(INR in lakhs except as stated)

Particulars	Quarter ended			Nine-Months Ended		Year Ended
	31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
Sales / Income from operations	1.03	1.88	-	3.08	5.84	13.07
II Other Income	-	-	-	-	-	-
III Total Income (I + II)	1.03	1.88	-	3.08	5.84	13.07
IV Expenses						
(a) Cost of materials consumed	-	-	-	-	4.63	16.24
(b) Changes in inventories of finished goods and stock-in-trade	-	1.05	-	1.05	6.15	2.15
(c) Finance cost	-	-	1.10	-	4.26	4.26
(d) Depreciation and amortisation expense (refer Note 6)	0.32	0.41	4.10	1.14	15.15	16.70
(e) Other expenses	1.74	2.04	(5.16)	5.22	(2.03)	(0.14)
Total Expenses	2.06	3.50	0.04	7.41	28.16	39.21
V Profit before tax (III - IV)	(1.03)	(1.62)	(0.04)	(4.33)	(22.32)	(26.14)
VI Tax expense						
(a) Current tax	-	-	-	-	-	-
(b) Deferred tax	(0.26)	(0.83)	-	(1.09)	-	(4.92)
VII Net Profit for the period (V - VI)	(0.77)	(0.79)	(0.04)	(3.24)	(22.32)	(21.22)
X Paid-up equity share capital - Face value INR 10 each	75.00	75.00	75.00	75.00	75.00	75.00
XI Other equity						-
XII Earnings per share of INR 10 each (Not annualised)						
Basic - INR	(0.10)	(0.11)	(0.01)	(0.43)	(2.98)	(2.83)
Diluted - INR	(0.10)	(0.11)	(0.01)	(0.43)	(2.98)	(2.83)

For and on behalf of the Board of Directors of Red Rotopack Private Limited

Amit Kumat
Director
DIN: 02553687

RED ROTO PACK PVT. LTD. NIKAVA

Annexure-14

July 6, 2022

To :

The Board of Directors **Prataap Snacks Limited** Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452 020, M.P	The Board of Directors **Avadh Snacks Private Limited** R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar – 361162, Gujarat

Dear Sir / Madam,

Sub : **Due Diligence Certificate – Scheme of Amalgamation under Section 230 to 232 of the Companies Act read with other applicable provisions and rules thereunder involving Avadh Snacks Private Limited ("ASPL" or the "Transferor Company 1"), Red Rotopack Private Limited ("RRPL" or "Transferor Company 2") and Prataap Snacks Limited ("PSL" or "Company" or "Transferee Company") and their respective shareholders and creditors ("the Scheme")**

This is with reference to our engagement letter dated June 10, 2022 entered with the Company for certifying the accuracy and adequacy of disclosures pertaining to ASPL and RRPL made in the abridged prospectus prepared by the Company, ASPL and RRPL, to be sent to the shareholders of the Company, pursuant to the Scheme.

The Scheme provides for the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in the Scheme Document. Accordingly, we have been provided with the Abridged Prospectus of ASPL dated July 6, 2022 ("Abridged Prospectus" enclosed as Annexure I), as prepared by the Company and ASPL. The Abridged Prospectus will be circulated to the members of the Company at the time of seeking their approval to the Scheme as part of the explanatory statement to the shareholders' notice.

Based on the information, undertakings, certificates, confirmations and documents provided to us by the Company, we hereby confirm that the information contained in the Abridged Prospectus is accurate and adequate, in terms of the Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circulars"), as prepared by the Company and the format specified for Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, to the extent applicable / relevant.

ARIHANT CAPITAL MARKETS LTD.
MERCHANT BANKING DIVISION
Corporate Office : 1011, Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai - 400 093
Tel.: 4225 4800 • Fax : 4225 4880 • E-mail : mbd@arihantcapital.com • Website : www.arihantcapital.com
Registered Office : E/5 Ratlam Kothi Area, Indore - 452 001 **CIN :** L67120MP1992PLC007182
ISO 9001:2015 CERTIFIED COMPANY

The above confirmation is based on the information furnished and explanations provided to us by the management of the Company about itself and the Transferor Company, assuming the same is complete and accurate in all material aspects on as is basis with an underlying fundamental assumption of responsible ownership and competent management. We have relied upon the financials, information and representations furnished to us on as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus or any opinion on the current and future solvency of the Company and fulfilling its financial obligations as may be envisaged in the Scheme. Our opinion on the Abridged Prospectus is based on data provided to us and we assume no liability towards any decision based on our opinion by any third party. This certificate is based on the information as at July 6, 2022. This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all regarding the Company's underlying decision to effect the Scheme or as to how the holders of Equity Shares of the Company and ASPL should vote at their respective meeting held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We express no opinion whatsoever and make no recommendations at all as to whether shareholders/investors should buy, sell or hold any stake in the company or any of its related parties.

Thanking you,

Yours faithfully,
For **Arihant Capital Markets Limited**

ARIHANT CAPITAL MARKETS LTD. MERCHANT BANKING DIVISION MUMBAI

Amol Kshirsagar
Vice President – Merchant Banking

Encl : Abridged Prospectus of ASPL as Annexure I

ARIHANT CAPITAL MARKETS LTD.
MERCHANT BANKING DIVISION
Corporate Office : 1011, Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai - 400 093
Tel.: 4225 4800 • Fax : 4225 4880 • E-mail : mbd@arihantcapital.com • Website : www.arihantcapital.com
Registered Office : E/5 Ratlam Kothi Area, Indore - 452 001 **CIN :** L67120MP1992PLC007182
ISO 9001:2015 CERTIFIED COMPANY

DISCLOSURE DOCUMENT COMPRISING OF APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS

This disclosure document ("Document") contains applicable information pertaining to the unlisted company, i.e. Avadh Snacks Private Limited ("ASPL"), a subsidiary of Prataap Snacks Limited ("PSL" / "the Company") and the proposed Scheme of Amalgamation of ASPL and RRPL with PSL and their respective shareholders and creditors ("Scheme").

This Document has been prepared in connection with the above Scheme, pursuant to the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circulars"). This Document should be read together with the Scheme.

THIS DOCUMENT CONTAINS 9 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

THE EQUITY SHARES TO BE ISSUED BY PSL TO THE EQUITY SHAREHOLDERS OF ASPL WILL BE, SUBJECT TO REQUISITE APPROVALS, LISTED AND ADMITTED FOR TRADING ON STOCK EXCHANGES.

You may download the Scheme from the website of PSL i.e. www.yellowdiamond.in or the website of the Stock Exchanges where the equity shares of PSL is listed i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com (together hereinafter referred to as the "Stock Exchanges").

(*Capitalised terms not defined herein shall have their meaning ascribed to them under the Scheme*)

AVADH SNACKS PRIVATE LIMITED

CIN : U15132GJ2017PTC098837
Date of Incorporation : 25/08/2017
Regd Off : R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar – 361162, Gujarat
Tel : 9426202632; **Website** : www.avadhgroup.com; **Contact Person** : Mr. Neel Rasikbhai Jagani

PROMOTERS : PRATAAP SNACKS LIMITED (being the holding Company) alongwith 6 individuals (***for details, please see section "Promoters of Avadh Snacks Private Limited" on page 3***)

DETAILS OF THE SCHEME, LISTING AND PROCEDURE

SCHEME DETAILS

In order to achieve various benefits including inter alia, business synergies, market access, unified platform for growth, access to customer base and cost effectiveness, the Scheme of Amalgamation of Avadh Snacks Private Limited ("ASPL") and Red Rotopack Private Limited ("RRPL") with Prataap Snacks Limited ("PSL") and their respective shareholders and creditors provides for merger of Avadh Snacks Private Limited (ASPL) and Red Rotopack Private limited (RRPL), the Transferor Companies with PSL, the Transferee Company, followed by dissolution without winding up of the Transferor Companies. The Scheme also provides for various other matters consequent and incidental thereto.

Rationale for the Scheme, inter alia, as provided in the Scheme is given below :

(a) The proposed amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme would enable all the companies to realize benefits of greater synergies between their businesses. Further it would make available to them - financial resources, technological upgradation, technological resources as well as the managerial, technical, distribution and marketing resources of each other in the interest of maximizing shareholder and stakeholder value as the Transferor Companies and Transferee Company's business activities are similar and complement each other.

AVADH SNACKS PRIVATE LIMITED NIKAVA

(b) Amalgamation will result in better integration, financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.

(c) Improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

Synergies of Business of the entities involved in the Scheme

(a) The amalgamation would result in synergy benefits arising out of single value chain and greater sustainable operations of a value adding business line by manufacturing potato chips, wafers, extruded snacks, pellets, various type of namkeens and sweet snacks with greater operational flexibility.

(b) Synergy of operations will be achieved, resulting in optimization of the common facilities such as manpower, office space, administration etc. Other infrastructure could also be better utilized, and duplication of facilities could be avoided resulting in optimum use of facilities and cost savings and thus achieving economies of scale.

Impact of the Scheme on the Shareholders

The amalgamation shall not in any manner be prejudicial to the interests of the concerned shareholders, creditors, employees and/ or general public at large. The proposed scheme will have no detrimental effect on the shareholders of either the Transferor companies or Transferee company.

Consideration under the Scheme

ASPL, is a subsidiary of the PSL and PSL holds 6,79,986 Equity Shares (including 1,01,563 partly paid-up Equity Shares) in ASPL constituting 90.48% of the issued share capital of ASPL. On amalgamation of ASPL with PSL, no shares (whether equity or preference shares) of PSL shall be issued or allotted in respect of the equity shares held by PSL in ASPL.

RRPL is a wholly owned subsidiary of ASPL and ASPL together with its nominee holds all the shares issued by RRPL. Given that ASPL is a subsidiary of PSL (as mentioned above), on amalgamation of RRPL with PSL, no shares (whether equity or preference shares) of PSL shall be issued or allotted in respect of the equity shares held by PSL (indirectly through ASPL) in RRPL.

Upon coming into effect of the Scheme, and in consideration of the amalgamation of each of the Transferor Companies (i.e. ASPL and RRPL) into the Transferee Company (i.e. PSL) in terms of the Scheme, all Equity Shares issued by the respective Transferor Companies and held by PSL (in ASPL) and ASPL (in RRPL) and/or their respective nominees shall stand cancelled and extinguished without any further application, act or deed and in lieu thereof, no allotment of shares in PSL, the Transferee Company, shall be made to any person whatsoever.

Amalgamation Consideration for Shareholders other than PSL, the Transferee Company

Upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company (PSL) in terms of the Scheme, PSL shall, without any application or deed, issue and allot 4,06,556 Equity Shares of face value of Rs. 5/- credited as fully paid-up, to the shareholders of ASPL (except PSL) whose names appear in the register of members as member of ASPL, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of PSL, on the Record Date in the share exchange ratio of 568 Equity Shares of PSL of Rs. 5/- each as fully paid-up to be issued and allotted for every 100 Equity Shares of the face value of Rs. 10/- each held by the shareholders (other than PSL) in ASPL.

AVADH SNACKS PRIVATE LIMITED NIKAVA

Appointed Date : Appointed date for the Scheme means 1st April, 2021 or such other date as may be mutually agreed between ASPL, RRPL and PSL, and approved by the Tribunal.

GENERAL RISKS

For taking any decision of making the investments / disposal of investments, investors must rely on their own examination of PSL, ASPL and RRPL and the Scheme, including the risk involved. Specific attention of the readers is invited to the section titled "Scheme Details" above and "Indicative Timeline" below and "Internal Risk Factors" at page 7 of this Document. SEBI does not guarantee the accuracy or adequacy of the contents of this Document.

PROCEDURE

The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares to public at large. The issue of equity shares by PSL is only to the shareholders of ASPL (except PSL) in accordance with the Scheme. Hence, the procedure with respect to GID (General Information Document) is Not Applicable.

PRICE INFORMATION OF LEAD MANAGER

Not Applicable

INDICATIVE TIMELINE

This Document should not be deemed to be an offer to the public. The Scheme requires approval of the National Company Law Tribunal, Ahmedabad Bench, ("NCLT") and no exact time frame can be given when the Scheme will become effective. However, the appointed date of the Scheme is 1st April, 2021 or such other date as may be mutually agreed between ASPL, RRPL and PSL, and approved by the Tribunal.

PROMOTERS OF AVADH SNACKS PRIVATE LIMITED

ASPL is a subsidiary of Prataap Snacks Limited ("PSL") which holds 90.48% of its Equity Share capital.

ASPL was originally promoted by Mr. Rajeshbhai Mansukhbhai Savani, Mr. Neel Rasikbhai Jagani, Mr. Dilipbhai Vithalbhai Lalani, Mr. Sanju Rajeshbhai Savani, Mr. Jashkumar Dilipkumar Lalani, Mrs. Bhavnaben Rajeshbhai Savani and Mrs. Purviben Neelbhai Jagani. During the financial year 2018-19, with the objective of acquiring the ongoing business operations carried on by ASPL, PSL acquired 80% of the equity share capital of ASPL from its existing and erstwhile shareholders. In February 2021, PSL further acquired 10.48% of the equity share capital of ASPL from its existing shareholders, aggregating its collective shareholding to 90.48% in ASPL.

The shareholding details of ASPL is as under :

Sr. No.	Shareholder / Promoter	Shareholding	% of Holding
1	Prataap Snacks Limited*	6,79,986	90.48
2	Rajeshbhai Mansukhbhai Savani	24,686	3.28
3	Neel Rasikbhai Jagani	9,124	1.21
4	Dilipbhai Vithalbhai Lalani	6,981	0.93
5	Sanju Rajeshbhai Savani	18,261	2.43
6	Jashkumar Dilipkumar Lalani	7,334	0.98
7	Purviben Neelbhai Jagani	5,191	0.69
	Total	**7,51,563**	100.00

**includes 1,01,563 partly paid-up equity shares*

PSL was incorporated on 23/03/2009 under the Companies Act, 1956 having its registered office at Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore, Madhya Pradesh-452020, India. PSL was incorporated as a private company i.e., Prataap Snacks Private Limited on 23rd March, 2009 and was converted into public limited company i.e., Prataap Snacks Limited on 19th September, 2016. PSL is a leading Indian Snacks Food Company. It offers multiple variants of products across categories of Potato Chips, Extruded Snacks, Pellets and Namkeen under the brand name "Yellow Diamond". PSL also has a separate range of sweet snacks under the distinctive "Rich Feast" brand.

The promoters of PSL are SCI Growth Investments II, Mr. Arvind Mehta, Mr. Amit Kumat, Mr. Apoorva Kumat, Mr. Rajesh Kumar Mehta, Mr. Naveen Kumar Mehta, Mr. Arun Kumar Mehta, Mrs. Kanta Mehta, Mrs. Rita Mehta, Mrs. Swati Bapna, Mrs. Rakhi Kumat, Mrs. Premlata Kuamt and Mrs. Sandhya Kumat . The Equity Shares of Prataap Snacks Limited are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The shareholding pattern of PSL is as under (Face Value - Rs. 5/- per Equity Share) :

Category	No. of Shares	% of Holding
Promoter / Promoter group	1,67,67,462	71.49
Public	66,85,574	28.51
Total	**2,34,53,036**	100.00

BUSINESS OVERVIEW AND STRATEGY

Company overview

ASPL was incorporated on 25/08/2017 under the Companies Act, 2013 with an object to engage in the business of manufacture, sale, trading and distribution of savoury items including but not limited to natural and flavored like snacks, pellets, fryums, namkeen, farsan, salted foods including all kind of baby and diabetic food and all natural, artificial, synthetic, or chemical edible foods, jams, jelly, pickle, cider, chutney, carbonated and non-carbonated drinks, ice-creams, fast foods, frozen foods etc. and confectionery items including but not limited to breads, roti, pizza, cakes, pastries, wafers.

ASPL is a subsidiary of Prataap Snacks Limited, which hold 90.48% of the issued share capital of ASPL.

Product / Service Offering

ASPL is presently engaged in the manufacturing and selling of branded packaged snacks under brand name "Avadh". Avadh has a diversified and strong product portfolio of namkeens like chavanu, mamra, papdi, gathiya, etc. and extruded pellets like cups, salted riffil, white crunchy papad, etc. with strong presence in the state of Gujarat and expanding to Madhya Pradesh, Maharashtra and Rajasthan.

Geographies served

The products of ASPL has strong presence in the States of Gujarat and expanding to Madhya Pradesh, Maharashtra and Rajasthan.

AVADH SNACKS PRIVATE LIMITED NIKAVA

Key performance indicators / Market Share

ASPL enjoys locational advantage backed by established brand and reputation, experienced management and quality products.

ASPL's "Avadh" brand is well-known brand in salty snacks market of Gujarat state. ASPL has a diversified and strong product portfolio of namkeens like chavanu, mamra, papdi, gathiya, etc. and extruded pellets like cups, salted riffil, white crunchy papad, etc. with strong presence in the state of Gujarat. The plant capacity of ASPL is 130 tonnes. ASPL have over 350 distributors. The registered office and plant of ASPL are strategically located in the state of Gujarat, which is a strong market for packaged snacks with higher per capita consumption as compare to country's average.

ASPL is better placed in terms of utilisation of its assets as compared to its holding company PSL. For the year ended 31st March, 2022, the asset turnover of ASPL is 6.9 times as compared to 3.8 times of PSL.

The Directors on ASPL Board are persons of varied experience of packaged snacks food industry. The consumer preferences and tastes are well known to the Company and the products of the Company cater the local taste of state of Gujarat.

Industries served

Packaged Snacks Food.

Intellectual Property

List of intellectual properties of ASPL:

S.No.	Trademark	Trademark Application Number	Class	Status
1.	AVADH WITH DEVICE OF CAP	3165387	29	Registered
2.	AVADH	2270881	30	Registered
3.	AVADH WITH DEVICE OF CAP	3165386	30	Registered
4.	AVADH WITH DEVICE OF CARTOON AND GATHIYA	3165388	30	Registered
5.	AVADH	3771495	30	Registered
6.	AVADH	3771494	30	Opposed

Manufacturing plant

The manufacturing Unit of ASPL is located at Survey No. 128 Plot No. 1, Opp. Super Tech Industries, Nikava – 361162, Gujarat, India.

Employee Strength

There are total 302 employees in ASPL.

AVADH SNACKS PRIVATE LIMITED NIKAVA

BOARD OF DIRECTORS

Sl.	Name	Designation	Educational Qualifications & Experience	Other Directorships
1	Mr. Arvind Mehta	Non-Executive Director	B.Com. Has over 32 years of experience in real estate business along with over 19 years of experience in snacks food industry and in the financing business.	• Prakash Snacks Private Limited • Prataap Snacks Limited • Orange Infracon Private Limited • Red Rotopack Private Limited
2	Mr. Amit Kumat	Non-Executive Director	Master's degree in science from the University of Southwestern Louisiana. Has over 25 years of experience in snacks food industry.	• Prataap Snacks Limited • Red Rotopack Private Limited
3	Mr. Rajeshbhai Mansukhbhai Savani	Non-Executive Director	HSC. He has over 30 years of experience in the field of Production and Marketing of Food Items and Packaging.	• Red Rotopack Private Limited
4	Mr. Neel Rasikbhai Jagani	Executive Director	B.Com. Has over 10 years of experience in the field of Production and Marketing of Food Items and Packaging.	• Red Rotopack Private Limited
5	Mr. V.T. Bharadwaj	Independent Director	PGDM (MBA) from IIM, Ahmedabad and B.E. (Hons) from BITS Pilani. He is a Partner at A91 Partners and has over 20 years of experience in management consultancy & PE investments.	• Prataap Snacks Limited; • Hector Beverages Private Limited; • Atomberg Technologies Private Limited; • Pushp Brand (India) Private Limited; • IIM Ahmedabad Endowment • Management Foundation; • La Renon Healthcare Private Limited; • Happilo International Private Limited; • AlphaVector (India) Private Limited.
6	Mr. Girish Nair	Independent Director	B.Com. Over 28 years of experience in in the field of domestic/ international marketing, Management and finance.	• Lampcap India Private Limited; • Shri Ameya Electricals Private Limited; • Anand Metal Engineering Private Limited;

AVADH SNACKS PRIVATE LIMITED NIKAVA

OBJECTS OF THE PROPOSED SCHEME

The proposed Scheme of Amalgamation of Avadh Snacks Private Limited ("ASPL") and Red Rotopack Private Limited ("RRPL") with Prataap Snacks Limited ("PSL") and their respective shareholders and creditors, provides for merger of ASPL and RRPL (the Transferor Companies) with PSL (the Transferee Company) followed by dissolution without winding up of the Transferor Companies. The Scheme also provides for various other matters consequent and incidental thereto.

For details, please see section "Scheme Details" on page 1 of this Document.

SHAREHOLDING PATTERN

The shareholding pattern of ASPL is as under :

Category	Pre Issue number of shares	% Holding of Pre issue
Promoter and promoter group		
- Prataap Snacks Limited	6,79,986 *	90.48%
- Others	71,577	9.52%
Public	Nil	N.A.
Total	**7,51,563**	100.00

* including 1,01,563 partly paid-up Equity Shares

STANDALONE AUDITED FINANCIALS OF ASPL

(Rs. in lakhs)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total income from operations (net)	18,382.59	17,005.85	17,490.85
Net profit / (loss) before tax and extraordinary items	201.93	168.80	651.31
Net profit / (loss) after tax and extraordinary items	150.46	125.88	487.38
Equity Share Capital	71.09	71.09	71.09
Reserves and Surplus	3,801.27	3,643.59	3,502.29
Networth	3,872.36	3,714.68	3,573.38
Basic EPS (Rs.)	21.16	17.71	68.55
Diluted EPS (Rs.)	21.16	17.71	68.55
Return on networth (%)	3.89	3.39	13.64
NAV per Share (Rs.)	514.94	493.97	475.18

Note : Pursuant to provisions of Rule 6 of the Companies (Accounts) Rules, 2014 and also Indian Accounting Standard (IndAS) 110, based upon meeting of the conditions laid down therein, the company is not required to prepare the consolidated financial statements. Since ASPL fulfils all the conditions stipulated, no consolidated financial statements are prepared for the above financial years.

INTERNAL RISK FACTORS

Implementation of the Scheme completely depends upon the approval of the regulatory authorities. Any modification / revision by the competent authorities may delay the completion of the process.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. **Total number of outstanding litigations against ASPL and amount involved**

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges	Material civil litigations	Aggregate amount involved (Rs. in crores)
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	-	-	-	-	-
Directors						
By the Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
Promoters						
By the Promoters	-	3	-	-	2	9.97
Against the Promoters	-	-	-	-	-	-
Subsidiaries						
By the Subsidiary	-	-	-	-	-	-
Against the Subsidiary	-	1	-	-	-	0.50

B. **Brief details of top 5 material outstanding litigations against ASPL and amount involved**

There are no outstanding litigations against ASPL.

C. **Regulatory action, if any – disciplinary action taken by SEBI or Stock Exchanges against the promoters in last 5 financial years, including outstanding action, if any**

There are no disciplinary action taken by SEBI or Stock Exchanges against the promoters in last 5 financial years.

D. **Brief details of outstanding criminal proceedings against promoters**

There are no outstanding criminal proceedings against the promoters.

AVADH SNACKS PRIVATE LIMITED NIKAVA

ANY OTHER IMPORTANT INFORMATION OF ASPL

- The Scheme was approved by the Board of Directors of PSL, ASPL and RRPL on 29/09/2021. The Scheme is subject to approvals from SEBI, Shareholders, Creditors, Stock Exchanges, National Company Law Tribunal, Regional Director, Registrar of Companies and other authorities, as may be applicable.
- Expert opinion obtained, if any – Valuation Report and Fairness Opinion
- Material Contracts and Documents for Inspection :
  - Memorandum and Articles of Association
  - Financial Statement and latest shareholding pattern
  - Draft Scheme of Amalgamation
  - Valuation Report and Fairness Opinion pursuant for the Scheme

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956 & Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true & correct.

For **Avadh Snacks Private Limited**

AVADH SNACKS PRIVATE LIMITED NIKAVA

Arvind Mehta
Director
DIN : 00215183

Place : Indore
Date : July 6, 2022

Annexure-15

July 6, 2022

To

The Board of Directors **Prataap Snacks Limited** Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452 020	The Board of Directors **Red Rotopack Private Limited** Survey No. 128, Plot No. 3, Opp Supertech, Nikava, TA. Kalawad – 361 162, Gujarat

Dear Sir / Madam,

Sub : **Due Diligence Certificate – Scheme of Amalgamation under Section 230 to 232 of the Companies Act read with other applicable provisions and rules thereunder involving Avadh Snacks Private Limited ("ASPL" or the "Transferor Company 1"), Red Rotopack Private Limited ("RRPL" or "Transferor Company 2") and Prataap Snacks Limited ("PSL" or "Company" or "Transferee Company") and their respective shareholders and creditors ("the Scheme")**

This is with reference to our engagement letter dated June 10, 2022 entered with the Company for certifying the accuracy and adequacy of disclosures pertaining to ASPL and RRPL made in the abridged prospectus prepared by the Company, ASPL and RRPL, to be sent to the shareholders of the Company, pursuant to the Scheme.

The Scheme provides for the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in the Scheme Document. Accordingly, we have been provided with the Abridged Prospectus of RRPL dated July 6, 2022 ("Abridged Prospectus" enclosed as Annexure I), as prepared by the Company and RRPL. The Abridged Prospectus will be circulated to the members of the Company at the time of seeking their approval to the Scheme as part of the explanatory statement to the shareholders' notice.

Based on the information, undertakings, certificates, confirmations and documents provided to us by the Company, we hereby confirm that the information contained in the Abridged Prospectus is accurate and adequate, in terms of the Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circulars"), as prepared by the Company and the format specified for Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, to the extent applicable / relevant.

ARIHANT CAPITAL MARKETS LTD.
MERCHANT BANKING DIVISION
Corporate Office : 1011, Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai - 400 093
Tel.: 4225 4800 • Fax : 4225 4880 • E-mail : mbd@arihantcapital.com • Website : www.arihantcapital.com
Registered Office : E/5 Ratlam Kothi Area, Indore - 452 001 **CIN :** L67120MP1992PLC007182
ISO 9001:2015 CERTIFIED COMPANY

The above confirmation is based on the information furnished and explanations provided to us by the management of the Company about itself and the Transferor Company, assuming the same is complete and accurate in all material aspects on as is basis with an underlying fundamental assumption of responsible ownership and competent management. We have relied upon the financials, information and representations furnished to us on as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus or any opinion on the current and future solvency of the Company and fulfilling its financial obligations as may be envisaged in the Scheme. Our opinion on the Abridged Prospectus is based on data provided to us and we assume no liability towards any decision based on our opinion by any third party. This certificate is based on the information as at July 6, 2022. This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all regarding the Company's underlying decision to effect the Scheme or as to how the holders of Equity Shares of the Company and RRPL should vote at their respective meeting held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We express no opinion whatsoever and make no recommendations at all as to whether shareholders/investors should buy, sell or hold any stake in the company or any of its related parties.

Thanking you,

Yours faithfully,
For **Arihant Capital Markets Limited**

ARIHANT CAPITAL MARKETS LTD. MERCHANT BANKING DIVISION MUMBAI

Amol Kshirsagar
Vice President – Merchant Banking

Encl : Abridged Prospectus of RRPL as Annexure I

ARIHANT CAPITAL MARKETS LTD.
MERCHANT BANKING DIVISION
Corporate Office : 1011, Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai - 400 093
Tel.: 4225 4800 • Fax : 4225 4880 • E-mail : mbd@arihantcapital.com • Website : www.arihantcapital.com
Registered Office : E/5 Ratlam Kothi Area, Indore - 452 001 **CIN :** L67120MP1992PLC007182
ISO 9001:2015 CERTIFIED COMPANY

DISCLOSURE DOCUMENT COMPRISING OF APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS

This disclosure document ("Document") contains applicable information pertaining to the unlisted company, i.e. Red Rotopack Private Limited ("RRPL"), a wholly owned subsidiary of Avadh Snacks Private Limited ("ASPL") which in turn is the subsidiary of Prataap Snacks Limited ("PSL" / "the Company") and the proposed Scheme of Amalgamation of ASPL and RRPL with PSL and their respective shareholders and creditors ("Scheme").

This Document has been prepared in connection with the above Scheme, pursuant to the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circulars"). This Document should be read together with the Scheme.

THIS DOCUMENT CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

THE EQUITY SHARES TO BE ISSUED BY PSL TO THE EQUITY SHAREHOLDERS OF ASPL (EXCEPT PSL) WILL BE, SUBJECT TO REQUISITE APPROVALS, LISTED AND ADMITTED FOR TRADING ON STOCK EXCHANGES.

You may download the Scheme from the website of PSL i.e. www.yellowdiamond.in or the website of the Stock Exchanges where the equity shares of PSL is listed i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com (together hereinafter referred to as the "Stock Exchanges").

(*Capitalised terms not defined herein shall have their meaning ascribed to them under the Scheme*)

RED ROTOPACK PRIVATE LIMITED

CIN : U25199GJ2015PTC085423
Date of Incorporation : 17/12/2015
Regd Off : Survey No. 128, Plot No. 3, Opp Supertech, Nikava, TA. Kalawad – 361 162, Gujarat
Tel : 9426202632; **Website** : No website created; **Contact Person** : Mr. Neel Rasikbhai Jagani

PROMOTER : AVADH SNACKS PRIVATE LIMITED

DETAILS OF THE SCHEME, LISTING AND PROCEDURE

SCHEME DETAILS

In order to achieve various benefits including inter alia, business synergies, market access, unified platform for growth, access to customer base and cost effectiveness, the Scheme of Amalgamation of Avadh Snacks Private Limited ("ASPL") and Red Rotopack Private Limited ("RRPL") with Prataap Snacks Limited ("PSL") and their respective shareholders and creditors provides for merger of ASPL and RRPL, the Transferor Companies with PSL, the Transferee Company, followed by dissolution without winding up of the Transferor Companies. The Scheme also provides for various other matters consequent and incidental thereto.

Rationale for the Scheme, inter alia, as provided in the Scheme is given below :

(a) The proposed amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme would enable all the companies to realize benefits of greater synergies between their businesses. Further it would make available to them - financial resources, technological upgradation, technological resources as well as the managerial, technical, distribution and marketing resources of each other in the interest of maximizing shareholder and stakeholder value as the Transferor Companies and Transferee Company's business activities are similar and complement each other.

RED ROTO PACK PVT. LTD. NIKAVA

(b) Amalgamation will result in better integration, financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.

(c) Improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

Synergies of Business of the entities involved in the Scheme

(a) The amalgamation would result in synergy benefits arising out of single value chain and greater sustainable operations of a value adding business line by manufacturing potato chips, wafers, extruded snacks, pellets, various type of namkeens and sweet snacks with greater operational flexibility.

(b) Synergy of operations will be achieved, resulting in optimization of the common facilities such as manpower, office space, administration etc. Other infrastructure could also be better utilized, and duplication of facilities could be avoided resulting in optimum use of facilities and cost savings and thus achieving economies of scale.

Impact of the Scheme on the Shareholders

The amalgamation shall not in any manner be prejudicial to the interests of the concerned shareholders, creditors, employees and/ or general public at large. The proposed scheme will have no detrimental effect on the shareholders of either the Transferor companies or Transferee company.

Consideration under the Scheme

ASPL, is a subsidiary of the PSL and PSL holds 6,79,986 Equity Shares (including 1,01,563 partly paid-up Equity Shares) in ASPL constituting 90.48% of the issued share capital of ASPL. On amalgamation of ASPL with PSL, no shares (whether equity or preference shares) of PSL shall be issued or allotted in respect of the equity shares held by PSL in ASPL.

RRPL is a wholly owned subsidiary of ASPL and ASPL together with its nominee holds all the shares issued by RRPL. Given that ASPL is a subsidiary of PSL (as mentioned above), on amalgamation of RRPL with PSL, no shares (whether equity or preference shares) of PSL shall be issued or allotted in respect of the equity shares held by PSL (indirectly through ASPL) in RRPL.

Upon coming into effect of the Scheme, and in consideration of the amalgamation of each of the Transferor Companies (i.e. ASPL and RRPL) into the Transferee Company (i.e. PSL) in terms of the Scheme, all Equity Shares issued by the respective Transferor Companies and held by PSL (in ASPL) and ASPL (in RRPL) and/or their respective nominees shall stand cancelled and extinguished without any further application, act or deed and in lieu thereof, no allotment of shares in PSL, the Transferee Company, shall be made to any person whatsoever.

Amalgamation Consideration for Shareholders other than PSL, the Transferee Company

Upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company (PSL) in terms of the Scheme, PSL shall, without any application or deed, issue and allot 4,06,556 Equity Shares of face value of Rs. 5/- credited as fully paid-up, to the shareholders of ASPL (except PSL) whose names appear in the register of members as member of ASPL, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of PSL, on the Record Date in the share exchange ratio of 568 Equity Shares of PSL of Rs. 5/- each as fully paid-up to be issued and allotted for every 100 Equity Shares of the face value of Rs. 10/- each held by the shareholders (other than PSL) in ASPL.

Appointed Date : Appointed date for the Scheme means 1st April, 2021 or such other date as may be mutually agreed between ASPL, RRPL and PSL, and approved by the Tribunal.

RED ROTO PACK PVT. LTD. NIKAVA

GENERAL RISKS

For taking any decision of making investments / disposal of investments, investors must rely on their own examination of PSL, ASPL and RRPL and the Scheme, including the risk involved. Specific attention of the readers is invited to the section titled "Scheme Details" above and "Indicative Timeline" below and "Internal Risk Factors" at page 5 of this Document. SEBI does not guarantee the accuracy or adequacy of the contents of this Document.

PROCEDURE

The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares to public at large. The issue of equity shares by PSL is only to the shareholders of ASPL (except PSL) in accordance with the Scheme. Hence, the procedure with respect to GID (General Information Document) is Not Applicable.

PRICE INFORMATION OF LEAD MANAGER

Not Applicable

INDICATIVE TIMELINE

This Document should not be deemed to be an offer to the public. The Scheme requires approval of the National Company Law Tribunal, Ahmedabad Bench, ("NCLT") and no exact time frame can be given when the Scheme will become effective. However, the appointed date of the Scheme is 1st April, 2021 or such other date as may be mutually agreed between ASPL, RRPL and PSL, and approved by the Tribunal.

PROMOTERS OF RED ROTOPACK PRIVATE LIMITED

RRPL is a wholly owned subsidiary of Avadh Snacks Private Limited. ASPL was incorporated on 25/08/2017 under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat - 361162 and is engaged in the manufacturing and selling of branded packaged snacks under brand name "Avadh". Avadh has a diversified and strong product portfolio of namkeens like bhujia, chevda, fafda, gathiya, etc. and extruded pellets like wheels, cups, pasta, etc. with strong presence in the state of Gujarat and expanding to Maharashtra, Rajasthan and Uttar Pradesh. ASPL is a subsidiary of Prataap Snacks Limited (PSL) which holds 90.48% of ASPL's Equity Capital.

BUSINESS OVERVIEW AND STRATEGY

Company overview

RRPL was incorporated on 17/12/2015 under the Companies Act, 2013 with an object to engage in manufacturing, processing, buying, selling, importing, exporting and other wise dealing with all kinds of card-board packing, plastic packing, roto printing, polythene packing, gunny bags, containers, bottles, hollow wares, whether made of leather, plastic, and all types of packing solutions.

RRPL was incorporated to supply packaging material for ASPL products. RRPL is the wholly owned subsidiary of Avadh Snacks Private Limited.

RRPL was actively carrying out the business operations till FY 2018-19. During FY 2018-19, Prataap Snacks Limited acquired 80% stake in ASPL and also assumed control over RRPL (by virtue of RRPL

RED ROTO PACK PVT. LTD. NIKAVA

being wholly owned subsidiary of ASPL). Keeping in mind economies of scale and cost efficiency, the packaging support to ASPL was provided by the vendors of PSL and the manufacturing activities in RRPL were suspended and they continue to be so as of date.

Product / Service Offering, Geographies served, Key performance indicators, Intellectual Property, Market Share etc.

RRPL was incorporated to supply packaging material for ASPL products. However, post-acquisition of ASPL by PSL in FY 2018-19, the manufacturing activities at RRPL continue to remain suspended as a matter of operational efficiency and economic prudence.

Industries served

Packaging industry.

Manufacturing plant

The manufacturing Unit of RRPL is located at Survey No. 128 Plot No. 3, Opp. Super Tech Industries, Nikava – 361162, Gujarat, India. However, no manufacturing activity is being carried out at present.

Employee Strength

There are no employees in RRPL.

BOARD OF DIRECTORS

Sl.	Name	Designation	Educational Qualifications & Experience	Other Directorships
1	Mr. Arvind Mehta	Non-Executive Director	B.Com. Has over 32 years of experience in real estate business along with over 19 years of experience in snacks food industry and in the financing business.	• Prakash Snacks Private Limited • Prataap Snacks Limited • Orange Infracon Private Limited • Avadh Snacks Private Limited
2	Mr. Amit Kumat	Non-Executive Director	Master's degree in science from the University of Southwestern Louisiana. Has over 25 years of experience in snacks food industry.	• Prataap Snacks Limited • Avadh Snacks Private Limited
3	Mr. Rajeshbhai Mansukhbhai Savani	Non-Executive Director	HSC. He has over 30 years of experience in the field of Production and Marketing of Food Items and Packaging.	• Avadh Snacks Private Limited
4	Mr. Neel Rasikbhai Jagani	Non-Executive Director	B.Com. Has over 10 years of experience in the field of Production and Marketing of Food Items and Packaging.	• Avadh Snacks Private Limited

RED ROTO PACK PVT. LTD. NIKAVA

OBJECTS OF THE PROPOSED SCHEME

The proposed Scheme of Amalgamation of Avadh Snacks Private Limited ("ASPL") and Red Rotopack Private Limited ("RRPL") with Prataap Snacks Limited ("PSL") and their respective shareholders and creditors, provides for merger of ASPL and RRPL (the Transferor Companies) with PSL (the Transferee Company) followed by dissolution without winding up of the Transferor Companies. The Scheme also provides for various other matters consequent and incidental thereto.

For details, please see section "Scheme Details" on page 1 of this Document.

SHAREHOLDING PATTERN

The shareholding pattern of RRPL is as under :

Category	Pre Issue number of shares	% Holding of Pre issue
Promoter and promoter group		
- Avadh Snacks Private Limited	7,49,990	100.00
- Other	10	-
Public	Nil	N.A.
Total	**7,50,000**	100.00

STANDALONE AUDITED FINANCIALS OF RRPL

(Rs. in lakhs)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total income from operations (net)	4.02	13.07	14.36
Net profit / (loss) before tax and extraordinary items	(5.19)	(26.14)	(64.56)
Net profit / (loss) after tax and extraordinary items	(3.88)	(21.22)	(48.65)
Equity Share Capital	75.00	75.00	75.00
Reserves and Surplus	62.99	66.87	88.09
Networth	137.99	141.87	163.09
Basic EPS (Rs.)	(0.52)	(2.83)	(6.49)
Diluted EPS (Rs.)	(0.52)	(2.83)	(6.49)
Return on networth (%)	(2.82)	(14.96)	(29.83)
NAV per Share (Rs.)	18.40	18.92	21.75

INTERNAL RISK FACTORS

Implementation of the Scheme completely depends upon the approval of the regulatory authorities. Any modification / revision by the competent authorities may delay the completion of the process.

RED ROTO PACK PVT. LTD. NIKAVA

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. **Total number of outstanding litigations against RRPL and amount involved**

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges	Material civil litigations	Aggregate amount involved (Rs. in crores)
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	1	-	-	-	0.50
Directors						
By the Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
Promoters						
By the Promoters	-	-	-	-	-	-
Against the Promoters	-	-	-	-	-	-
Subsidiaries						
By the Subsidiary	-	-	-	-	-	-
Against the Subsidiary	-	-	-	-	-	-

B. **Brief details of top 5 material outstanding litigations against RRPL and amount involved**

Serial No.	Particulars	Litigations filed by	Current status	Amount involved (Rs. in crores)
1.	Order in original has issued towards migration of transitional Credit from Central Excise.	Assistant Commissioner – GST Division-Jamnagar	Appeal has been filed by RRPL and personal hearing awaited.	0.50

C. **Regulatory action, if any – disciplinary action taken by SEBI or Stock Exchanges against the promoters in last 5 financial years, including outstanding action, if any**

There are no disciplinary action taken by SEBI or Stock Exchanges against the promoters in last 5 financial years.

D. **Brief details of outstanding criminal proceedings against promoters**

There are no outstanding criminal proceedings against the promoters.

RED ROTO PACK PVT. LTD. NIKAVA

ANY OTHER IMPORTANT INFORMATION OF RRPL

- The Scheme was approved by the Board of Directors of PSL, ASPL and RRPL on 29/09/2021. The Scheme is subject to approvals from SEBI, Shareholders, Creditors, Stock Exchanges, National Company Law Tribunal, Regional Director, Registrar of Companies and other authorities, as may be applicable.
- Expert opinion obtained, if any – Valuation Report and Fairness Opinion
- Material Contracts and Documents for Inspection :
  - Memorandum and Articles of Association
  - Financial Statement and latest shareholding pattern
  - Draft Scheme of Amalgamation
  - Valuation Report and Fairness Opinion pursuant for the Scheme

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956 & Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true & correct.

For **Red Rotopack Private Limited**

RED ROTO PACK PVT. LTD. NIKAVA

Arvind Mehta
Director
DIN : 00215183

Place : Indore
Date : July 6, 2022

Ref. No.: PSL/2022-23/CS/SE/25

Date: 9th July, 2022

To, Listing Department **National Stock Exchange of India Limited** Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: DIAMONDYD	To, Corporate Relationship Department **BSE Limited** P.J. Towers, Dalal Street, Mumbai - 400 001 Security Code: 540724 Security ID: DIAMONDYD

Dear Sir/Madam,

Subject: Intimation under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Meeting of Unsecured Creditors of the Company

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, NOTICE is hereby given that by an order dated 1st July, 2022 (the "Order"), the Hon'ble National Company Law Tribunal, Bench at Indore ("NCLT") has directed a meeting to be held of the Unsecured Creditors of Prataap Snacks Limited, the Applicant Company for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.

In pursuance of the said Order and as directed therein, we write to inform that the Meeting of the Unsecured Creditors of Prataap Snacks Limited is scheduled to be held on Friday, 12th August, 2022 at 4:30 P.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) ("Meeting") to transact the business as set out in the Notice convening the Meeting.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Prataap Snacks Limited**

PRATAAP SNACKS LIMITED

Om Prakash Pandey
Company Secretary and Compliance Officer

Encl: As above

NOTICE - UNSECURED CREDITORS

PRATAAP SNACKS LIMITED

CIN: L15311MP2009PLC021746
Registered Office: Khasra No. 378/2, Nemawar Road,
Near Makrand House, Indore - 452020, Madhya Pradesh, India
Tel.: (+91 731) 243 9999
E-mail: complianceofficer@yellowdiamond.in; Website: www.yellowdiamond.in

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF PRATAAP SNACKS LIMITED

(Convened pursuant to the order dated 1st July, 2022 passed by the National Company Law Tribunal, Bench at Indore)

MEETING:

Day	:	Friday
Date	:	12th August, 2022
Time	:	4:30 p.m. (1630 hours) IST
Mode	:	Through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)

REMOTE E-VOTING:

Start Date and Time	:	9th August, 2022 at 9:00 a.m. (0900 hours) IST
End Date and Time	:	11th August, 2022 at 5:00 p.m. (1700 hours) IST

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

BENCH AT INDORE

CA(CAA) No. 4/MP /2022

In the matter of the Companies Act, 2013;

And

In the matter of the provisions of Sections 230-232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Prataap Snacks Limited;

And

In the matter of Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors;

Prataap Snacks Limited,

CIN-L15311MP2009PLC021746

a Company incorporated under the provisions of the Companies Act,1956 and having its registered office at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda, Indore- MP 452020

…. APPLICANT COMPANY/

TRANSFEREE COMPANY

Form CAA2

[Pursuant to Section 230(3) and Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF THE APPLICANT COMPANY

To,

All the Unsecured Creditors of

Prataap Snacks Limited

1 **NOTICE** is hereby given that by an order dated 1st July, 2022 (the **"Order"**), the Hon'ble National Company Law Tribunal, Bench at Indore (**"NCLT"**) has directed a meeting to be held of the Unsecured Creditors of Prataap Snacks Limited, the Applicant Company for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors (**"Scheme"**) pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.

2 In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Unsecured Creditors of the Applicant Company will be held on Friday, 12th day of August, 2022 at 4:30 p.m. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") ("Meeting") in compliance with the applicable provisions of the Companies Act, 2013 ("Act"), Circular No. 2/2022 dated 5th May, 2022, Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2021 dated 13th January, 2021, Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively hereinafter referred to as the 'SEBI Circulars') and the said Unsecured Creditors are requested to attend the Meeting. At the Meeting, the following resolution will be considered and if thought fit, be passed with or without modification(s) by requisite majority:

Approval of Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions thereof.

To consider and if thought fit approve with or without modification(s) the following Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the of Companies Act, 2013 (herein after referred as 'the Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), other applicable laws for the time being in force, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (including any statutory modification or re-enactment thereof for the time being in force), the observation letters issued by BSE Limited and the National Stock Exchange of India Limited, both dated 5th April, 2022, provisions of the Memorandum of Association and Articles of Association of **PRATAAP SNACKS LIMITED** ('Company') and subject to the approval of the Hon'ble National Company Law Tribunal, Indore Bench (herein after referred as the 'Hon'ble Tribunal'/'NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities or Tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or any other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution),the amalgamation embodied in the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("**Scheme**"), the draft of which was circulated along with this Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give

effect to the resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

3 **TAKE FURTHER NOTICE** that since this Meeting is held, pursuant to the Order passed by the NCLT, through VC/OAVM, physical attendance of the Unsecured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Unsecured Creditors will not be available for the Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013 authorised representatives of institutional/corporate Unsecured Creditors may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such Unsecured Creditors sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorising its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting and/ or to vote through remote e-voting.

4 **TAKE FURTHER NOTICE** that

a) In compliance with the provisions of (i) MCA Circulars; (ii) SEBI Circulars; (iii) Sections 108 and 230 of the Companies Act, 2013 read with the rules framed thereunder; and (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Applicant Company has provided the facility of voting by remote e-voting and e-voting at the Meeting so as to enable the Unsecured Creditors, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by Unsecured Creditors of the Applicant Company to the Scheme shall be carried out only through remote e-voting and e-voting at the Meeting;

b) In compliance with the aforesaid MCA Circulars, SEBI Circulars and the Order passed by NCLT, (i) the aforesaid Notice, (ii) the Scheme, (iii) the explanatory statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder, and (iv) the enclosures as indicated in the Index (collectively referred to as "**Particulars**"), are being sent to Unsecured Creditors (referred as "Unsecured Creditors") (A) through electronic mode to those Unsecured Creditors whose e-mail IDs are registered with the Applicant Company; and (B) through registered post or speed post or courier, physically, to those Unsecured Creditors who have not registered their e-mail IDs with the Applicant Company. The aforesaid Particulars are being sent to all the unsecured creditors whose names appear in the list of unsecured creditors of the Applicant Company as on 20th March, 2022.

c) The Unsecured Creditors may note that the aforesaid Particulars will be available on the Applicant Company's website www.yellowdiamond.in and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. A copy of the same is also available on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com;

d) Copies of the aforesaid Particulars can be obtained free of charge, between 11:30 a.m. to 2:30 p.m. on all working days, at the registered office of the Applicant Company, upto the date of the Meeting, at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda Indore-Madhya Pradesh 452020 or from the office of authorised PCS Ms. Manju Mundra at 302, Soni Mansion, 12-B Ratlam Kothi, Indore-452001.

e) The Applicant Company has extended the remote e-voting facility for its Unsecured Creditors to enable them to cast their votes electronically. The instructions for remote e-voting and e-voting at the Meeting are appended to the Notice. The Unsecured Creditors opting to cast their votes by remote e-voting and e-voting during the Meeting through VC/ OAVM are requested to read the instructions in the Notes below carefully. In case of remote e-voting, the votes should be cast in the manner described in the instructions from Tuesday 9th, August, 2022 (9:00 a.m. IST) to Thursday 11th, August, 2022 (5:00 p.m. IST);

f) the NCLT has appointed Mr. Rajesh Chordia, Senior Chartered Accountant having membership no. 074804 and in his absence Mr. Aditya Kumar Gupta, Chartered Accountant having membership no. 422218 to be the Chairman of the Meeting including for any adjournment or adjournments thereof;

g) One Independent Director of the Applicant Company and the Auditor (or his authorized representative, who is qualified to be an auditor) of the Applicant Company shall be attending the Meeting through VC/OAVM;

h) CS Palash Jain (Membership No. A50724 C.P. No. 18542) a Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting during the Meeting and remote e-voting process in a fair and transparent manner;

i) the Scrutinizer shall after the conclusion of e-voting at the Meeting, first download the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit his combined report to the Chairman of the Meeting. The Scrutinizer's decision on the validity of the votes shall be final. The results of the votes cast through remote e-voting and e-voting during the Meeting will be announced on or before 14th August 2022. The results, together with the Scrutinizer's report, will be displayed at the registered office of the Applicant Company, on the website of the Applicant Company www.yellowdiamond.in and on the website of CDSL at www.evotingindia.com, besides being communicated to BSE Limited and the National Stock Exchange of India Limited;

j) the Scheme, if approved at the Meeting, will be subject to the subsequent approval of NCLT; and

k) A copy of the explanatory statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder, the Scheme and the other enclosures as indicated in the Index are enclosed herewith.

Sd/-

Rajesh Chordia

Chairman appointed for the meeting

Dated this 6th day of July, 2022

Place: Indore

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

NOTES:

1. General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting

(a) Pursuant to the Order passed by the NCLT, Meeting of the Unsecured Creditors of the Applicant Company will be held through VC/OAVM following the operating procedures (with appropriate modifications if required) set out in the MCA Circulars.

(b) Since, the Meeting is being held pursuant to Order passed by the NCLT through VC/OAVM, physical attendance of the Unsecured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Unsecured Creditors will not be available for the Meeting. However, in pursuance of Section 113 of the Companies Act, 2013 authorized representatives of institutional/corporate Unsecured Creditors may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such Unsecured Creditors sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting and/or to vote through remote e-voting, on its behalf.

(c) The proceedings of the Meeting would be deemed to have been conducted at the registered office of the Applicant Company located at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda, Indore - MP 452020.

(d) The quorum of the Meeting of the Unsecured Creditors of the Applicant Company shall be 2 (Two) Unsecured Creditors of the Applicant Company. The Unsecured Creditors attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(e) The aforesaid Particulars are being sent (i) through electronic mode to those Unsecured Creditors whose e-mail IDs are registered with the Applicant Company; and (ii) through registered post or speed post or courier, physically, to those Unsecured Creditors who have not registered their e-mail IDs with the Applicant Company. The aforesaid Particulars are being sent to all the Unsecured Creditors whose names appear in the record of the Applicant Company as on 20th March, 2022.

(f) The voting rights of the unsecured creditors shall be in proportion to their debts as on 20th March, 2022.

(g) CDSL will provide the facility for voting by the Unsecured Creditors through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting during the Meeting.

(h) All the documents referred to in the accompanying explanatory statement, shall be available for inspection through electronic mode during the proceedings of the Meeting. Unsecured Creditors seeking to inspect copies of the said documents may send an email at complianceofficer@yellowdiamond.in Further, all the documents referred to in the accompanying explanatory statement shall also be open for inspection by the unsecured creditors at the registered office of the Applicant Company between 11:30 a.m. to 2:30 p.m. on all working days upto the date of the Meeting. A recorded transcript of the Meeting shall also be made available in electronic form on the website of the Applicant Company.

(i) The Notice convening the Meeting will be published through advertisement in (i) Free Press in English language; and (ii) translation thereof in Dainik Bhaskar in Hindi language, in their all editions within the state of Madhya Pradesh.

(j) The Scheme shall be considered approved by the unsecured creditors of the Applicant Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the unsecured creditors voting at the Meeting through VC/OAVM or by remote e-voting, in terms of the provisions of Sections 230 – 232 of the Companies Act, 2013.

(k) Since the Meeting will be held through VC/OAVM in accordance with the Order passed by NCLT and the operating procedures (with appropriate modifications if required) set out in the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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

The remote e-voting period begins on Tuesday, 9th August, 2022 at 9:00 a.m. (0900 hours) IST and ends on Thursday, 11th August, 2022 at 5:00 p.m. (1700 hours) IST. During this period, unsecured creditors of the Company, as on the cut-off date (record date) i.e. 20th March, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

1. Unsecured Creditors who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
2. The e-voting facility shall be available at the time of the Meeting on Friday 12th August, 2022 and will remain open for 15 minutes after conclusion of the Meeting.
3. The Unsecured Creditors should log on to the e-voting website www.evotingindia.com
4. Click on Shareholders/Members tab.
5. Enter your User ID as: XXXXXXXX
6. Next enter the Image Verification as displayed and Click on Login.
7. Enter your password as: XXXXXXX
8. After entering these details appropriately, click on "SUBMIT" tab.
9. Select the EVSN of **"PRATAAP SNACKS LIMITED"** on which you choose to vote.
10. 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.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. 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.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

14. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

3. **Procedures for joining the Meeting through VC/OAVM**

a) Unsecured Creditors will be provided with a facility to attend the meeting on **12th August 2022, at 4:30 p.m. IST** through VC/OAVM through the CDSL e-Voting system. Members may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials mentioned above. **The link for VC/OAVM will be available in members' login where the EVSN of the Company will be displayed.**

b) Unsecured Creditors can join the Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned above in the Notice.

c) The procedure for e-voting during the meeting is the same as for remote e-voting.

If you have any queries or issues regarding remote e-voting, attending Meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Before National Company Law Tribunal

Indore Bench

C.A. (CAA)/4(MP) 2022

In the matter of the Companies Act, 2013;

And

In the matter of the provisions of Sections 230-232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Prataap Snacks Limited;

And

In the matter of Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors;

Prataap Snacks Limited,

CIN-L15311MP2009PLC021746

a Company incorporated under the provisions of the Companies Act,1956 and having its registered office at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda Indore- MP 452020

…. APPLICANT COMPANY/

TRANSFEREE COMPANY

EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1) AND (2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the order dated 1st day of July, 2022 passed by the Hon'ble National Company Law Tribunal, Bench at Indore (the "NCLT"), in CA(CAA) No. 4/MP/2022 ("Order"), a meeting of the equity shareholders of PRATAAP SNACKS LIMITED (hereinafter referred to as the "Applicant Company" or the "Transferee Company" as the context may admit) is being convened through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Friday, the 12th August, 2022 at 11:30 a.m. (1130 hours), for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors (hereinafter, the "Scheme") under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Transferor Company 1 and Transferor Company 2 are together referred to as the "Transfer Companies"and the Transferor Company 1, Transferor Company 2 and the Transferee Company are together referred to as the "Companies". A copy of the Scheme, which has been recommended by the Audit Committee, Committee of Independent Directors and approved by the Board of Directors of the Applicant Company, in their respective meetings held on 29th September, 2021, is enclosed as Annexure 1. Capitalised terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.
2. In terms of the said Order, the quorum for the said meeting shall be 30 (Thirty) equity shareholders attending the meeting through VC/OAVM and shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Further, in terms of the said Order, NCLT, has appointed Mr. Rajesh Chordia, Senior Chartered Accountant having membership no. 074804 and in his absence Mr. Aditya Kumar Gupta, Practising Chartered Accountant having

membership no. 422218 as the Chairman of the meeting of the Applicant Company including for any adjournment or adjournments thereof.

4. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 (the "Act") read with Rule 6 of the Companies (Compromises, Amalgamations and Amalgamations) Rules, 2016 (the "Rules").

5. As stated earlier, NCLT by its Order has, inter alia, directed that a meeting of the Equity Shareholders of the Applicant Company shall be convened through VC/OAVM, on Friday, 12th August, 2022 at 11:30 am (1130 hours) IST ("Meeting") for the purpose of considering, and if thought fit, approving, with or without modification(s), the amalgamation embodied in the Scheme. Equity shareholders would be entitled to vote either through remote e-voting or e-voting at the Meeting.

6. In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three-fourth in value of the equity shareholders of the Applicant Company, voting through remote e-voting or e-voting at the Meeting, agree to the Scheme.

7. In terms of the Order, if the entries in the records/registers of the Applicant Company in relation to the number or value, as the case may be, of the equity shares are disputed, the Chairman of the meeting shall determine the number or value, as the case may be, for the purposes of the said meeting, subject to the orders of NCLT in the petition seeking sanction of the Scheme.

8. List of Companies involved in the Scheme of Amalgamation:
   a) Prataap Snacks Limited ("Applicant Company"/"Transferee Company")
   b) Avadh Snacks Private Limited ("Transferor Company 1")
   c) Red Rotopack Private Limited ("Transferor Company 2")

9. **Details of the Companies to the Scheme of Amalgamation:**

A. Particulars of the Transferee Company - Prataap Snacks Limited

a) The Applicant Transferee Company Prataap Snacks Limited ("PSL") is a public Company limited by shares and incorporated under the Companies Act, 1956 having its registered office at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda, Indore - MP 452020. The Transferee Company was incorporated as private limited company on 23rd March, 2009 as Prataap Snacks Private Limited which was converted into public limited company on 19th September, 2016 vide certificate of Registrar of Companies, Gwalior as Prataap Snacks Limited. The Corporate Identification Number of PSL is L15311MP2009PLC021746 and the Permanent Account Number is AAFCP0210P. The equity shares of the Transferee Company are listed at the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").

b) There has been no change in the registered office address of PSLin the last five (5) years. The e-mail address of PSL is complianceofficer@yellowdiamond.in.

c) The main objects for which Transferee Company has been established are set out in its Memorandum of Association which are as follows:-

(i) To carry on the business of manufacture, producer, processors, stockiest of and dealers in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheet, rice and allied products including potato chips, potato wafers, potato fingers puffs, various namkins and to run cold storage for storage of vegetables, fruits, food products.

Clause 2 of the Objects ancillary to the attainment of the main objects, which contains provisions for amalgamation, is reproduced below:

"(2) To acquire and take over the whole or any part of the business property and liabilities of any person or persons, firms or corporation carrying on any business which the company is authorized to carry on or possessed of any property or rights suitable for the purposes of the company."

There has been no change in the object clause of PSL in the last five (5) years.

d) The Authorised, Issued, Subscribed and Paid-up share capital of PSL, as on 31st August, 2021 is as under:

Particulars	Rs.
Authorised Share Capital	
3,20,00,000 Equity Shares of INR 5 each	16,00,00,000
TOTAL	**16,00,00,000**
Issued, Subscribed and Paid-up share capital	
2,34,53,036 Equity Shares of INR 5 each	11,72,65,180
TOTAL	**11,72,65,180**

e) The brief description of some of the major businesses being carried out by the PSL along with its subsidiaries are as under:

i. PSL is engaged in the business of manufacturing and supply of packaged food mainly in Extruded Snacks, Potato Chips, Namkeens and Pellets under the brand name of **"Yellow Diamond"** and is one of the fastest growing companies in packaged food industry.

ii. PSL holds 90.48% of the equity share capital of the Transferor Company 1, Avadh Snacks Private Limited (hereinafter referred as "Avadh" or "Transferor Company1") which is a Subsidiary of PSL and is a leading snacks food company at Gujarat engaged in manufacturing of namkeens and extruded snacks. This subsidiary company Avadh has a wholly owned subsidiary company named Red Rotopack Private Limited which is engaged in the business of packaging material. Consequently, it also became the subsidiary company of PSL.

B. ***Particulars of the Transferor Company 1 - Avadh Snacks Private Limited***

a) The **Transferor Company 1, Avadh Snacks Private Limited** ("Avadh") is a company incorporated on 25th August, 2017 as private limited company limited by shares under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat 361162, India. Transferor Company 1 is Subsidiary of Transferee Company. The Corporate Identification Number of "Avadh" is U15132GJ2017PTC098837 and the Permanent Account Number is AAQCA0252M. There has been no change in the registered office address of Avadh in the last five (5) years. The e-mail address of Avadh is avadhnamkeen@yahoo.com

b) The objects for which **"Avadh"** has been established are set out in its Memorandum of Association, which are as follows:

(i) *To carry on business in India and abroad of manufacturing preserving reigning, packing, bottling, prepare, manipulate, treat, market, import, export, improve, produce, process, prepare, buy, sell, deal, in and carry on the manufacturing and trading in foods and beverages natural or flavoured like snacks, Pellets, Frymus, Namkeen Farsan, Salted foods, wafers, Rise puff, nuts, peanuts, ground nuts and all types of food products Grain Products, vegetables Products and Pulse Products processed foods, protein, health and instants foods of all kind including baby and dietetic foods, cereals, beverages, cordials, tonics, restratives and to carry on business in all natural artificial synthetic or chemical edible foods, jams, jelly, puckle, cider, chutney, marmaldaes, mayonnaise, mustard, deserts, flavours, condiments, pancakes, doughnuts, vinegar's, ketchup, sauces, juices, squshes, soups, powder (eatable), drinks carbonates and non-carbonated, gelatins, essences, ice creams, dairy products, fast food, frozen foods and other eatables, bakery products and confectionary items such as breads, biscuits, sweets, roti, pizza, papal, cakes, pastries, cookies, wafers, condoles, lemon, drops, chocolate, chewing gum, Toffees, lozenge, tinned, caned bottled, products, mil cream, butter, butter scotch, sauce, ghee, cheese, condensed milk, milk powder, skimmed milk food, baby food, infant foods, milk products, and milk preparation, soya milk products and preparation, soyabean based foods, protein foods, deistic product, health foods cereals products, wheat lakes poultry products, farm products, milk shakes, water ice products, yog hurt, mouth freshener carbon dioxide and beverages.*

Clause 6-7 of the Objects incidental or ancillary to the attainment of main objects, which contains provisions for amalgamation, is reproduced below:

"6. To enter into partnership or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any persons or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is

authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

7. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promoted subsidiaries having objects altogether or in part similar to those of this company."

There has been no change in the object clause of "Avadh" since incorporation.

c) The Authorised, Issued, Subscribed and Paid-up equity share capital of Transferor Company 1 as on 31st August, 2021 is as under:

Particulars	**Rs.**
Authorised Share Capital	
1,00,00,000 equity shares of INR 10 each	10,00,00,000
Total	**10,00,00,000**
Issued, Subscribed, and Paid-up Share Capital	
6,50,000 equity shares of INR 10 each	65,00,000
1,01,563 equity shares of INR 10 each, paid-up INR 6 each	6,09,378
Total	**71,09,378**

C. ***Particulars of the Transferor Company 2 – Red Rotopack Private Limited***

a) The **Transferor Company 2, Red Rotopack Private Limited** ("Red Roto") is a company incorporated on 17th December, 2015 as private limited company limited by shares under the Companies Act, 2013 having its registered office at Survey No. 128, Plot No. 3, Opp. Supertech, Nikava, Kalawad, Gujarat 361162, India. **Transferor Company 2** is Wholly Owned Subsidiary of Transferor Company 1. The Corporate Identification Number of **"Red Roto"** is U25199GJ2015PTC085423 and the Permanent Account Number is AAHCR5663G. There has been no change in the registered office address of Avadh in the last five (5) years. The e-mail address of Red Roto is avadhnamkeen@yahoo.com

b) The objects for which **"Red Roto"** has been established are set out in its Memorandum of Association, which are as follows:

1) *To manufacture, process, buy, sell, import, export, or otherwise deal in all kinds of card board packing , plastic packing, Roto Printing, polythene packing gunny bags, containers, bottles, hollow wares, whether made of leather plastic, H.D.P., L.D.P., polypropoline, plastic, P.V.C. and other man made fibrous materials and all types of Packing Solutions and to construct, erect, establish, take on hire, rent or lease factories for manufacturing and processing of packing articles and materials by mechanical, electrical or manual operations and to carry on business as manufacturers of dealers in, or as stockists, importers and exporters of packing materials, cartons, containers, boxes, bags and cases made of paper boards , wood glass, plastic pump, cellulose films, polyethylene, rubber, tube metals, metal foils, gelatine, tin flexible, treated, laminated or other materials and to carry on the business of manufacturers and dealers in all kinds o packaging, packing requisites and cartons made or car board, strawboard, wool, glass or any other material, metal glass or plastic containers a also containers of any other material and to carry on the business of manufacturers, traders, dealers, selling agents, buying, agents , exporters, importers, and commission agents of containers, bags sacks, packaging materials drums and storing equipment of all kinds whether made of steel iron, wood, plastic, polythene or any other materials and whether required for industrial, commercial, household, shipping or any other purpose.*

Clause 6-7 of the Objects incidental or ancillary to the attainment of main objects, which contains provisions for amalgamation, is reproduced below:

"6. To enter into partnership or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

7. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company."

There has been no change in the object clause of "Red Roto" since incorporation.

c) The Authorised, Issued, Subscribed and Paid-up equity share capital of the **Transferor Company 2** as on 31st August, 2021 is as under:

Particulars	Rs.
Authorised Share Capital	
7,50,000 equity shares of INR 10 each	75,00,000
Total	**75,00,000**
Issued, Subscribed, and Paid-up Share Capital	
7,50,000 equity shares of INR 10 each	75,00,000
Total	**75,00,000**

10. The rationale for the proposed Scheme is as under:

i. PSL is well-known name as **"Yellow Diamond"** in the field of Extruded Snacks, Potato Chips, Namkeens and Pellets and is a prominent snacks food manufacturer in India. It has a reasonably strong balance sheet to support its future growth plans and have presence all over India.

ii. The amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme would enable all the companies to realize the benefits of greater synergies between their businesses. Further, it would make available to them - financial resources, technological upgradation, technological resources as well as the managerial, technical, distribution, and marketing resources of each other in the interest of maximizing shareholder and stakeholder value as the Transferor Companies and Transferee Company's business activities are similar and complement each other.

iii. The amalgamation will result in better integration, financial strength, and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.

iv. The amalgamation will lead to improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

Synergies of Business of the Entities Involved in the Scheme

i. The amalgamation would result in synergy benefits arising out of a single value chain and greater sustainable operations of a value-adding business line by manufacturing potato chips, wafers, extruded snacks, pellets, various types of namkeens, and sweet snacks with greater operational flexibility.

ii. Synergy of operations will be achieved, resulting in optimization of the common facilities such as manpower, office space, administration, etc. Other infrastructure could also be better utilized, and duplication of facilities could be avoided resulting in optimum use of facilities and cost savings and thus achieving economies of scale.

Impact of the Scheme on the Shareholders

i. The amalgamation shall not in any manner be prejudicial to the interests of the concerned shareholders, creditors, employees, and/ or general public at large.

ii. The proposed scheme will have no detrimental effect on the shareholders of either the Transferor companies or the Transferee Company.

Cost-Benefit Analysis

Though the Scheme of Amalgamation would lead to incurring of some costs towards implementation of the Scheme, however the benefit of the Scheme over the long term horizon far outweigh such cost for the stakeholders of Transferee Company (Prataap Snacks Limited) considering that the amalgamation would result in enhanced efficiency in cash

management of the amalgamated entity and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities and to maximize shareholders value.

Overview and Operation of this Scheme

This Scheme provides for the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in this Scheme. In addition to the above, this Scheme also provides for the various other matters consequential or otherwise integrally connected therewith.

Scheme to Lead to Amalgamation as Defined in Section 2(1b) of Income Tax Act, 1961

The Scheme shall lead to amalgamation of Transferor Companies into Transferee Company in a manner that:

(i) All the property of the Transferor Companies before the amalgamation shall become the property of Transferee Company by virtue of this Scheme; and

(ii) All the liabilities of Transferor Companies immediately before the amalgamation shall become the liabilities of Transferee Company by virtue of this Scheme.

11. Relationship subsisting between the Companies who are parties to the Scheme of Amalgamation

i. The Transferee Company, Prataap Snacks Limited holds 90.48% of the equity shares of the Transferor Company 1, Avadh Snacks Private Limited, which is a leading snacks food company in Gujarat and engaged in manufacturing of namkeens and extruded snacks, by virtue of this, Transferor Company 1 becomes the subsidiary of Transferee Company.

ii. The Transferor Company 1, Avadh Snacks Private Limited, has a wholly owned subsidiary, Red Rotopack Private Limited, Transferor Company 2, which is engaged in the business of packaging material. Consequently, it also became the subsidiary of the Transferee Company.

iii. Except Mr. Arvind Mehta and Mr. Amit Kumat, none of the promoters, directors, key managerial personnel or managers, if any, of the Transferor Companies has any shareholding interest in the Transferee Company, which is above two per cent of the paid-up share capital of the Transferee Company.

12. Corporate Approvals

i. The draft Scheme alongwith the Valuation Report dated 29th September, 2021 issued by Paras K. Salva, Registered Valuer, IBBI Registration Number: IBBI/RV/06/2018/10102 ("Valuation Report"), in respect of the proposed Scheme, were placed before the Audit Committee of the Transferee Company in its meeting held on 29th September, 2021 together with the pricing certificate on proposed preferential allotment issued by the Statutory Auditor dated 29th September, 2021. The Fairness Opinion dated 29th September, 2021 by Arihant Capital Markets Limited, a Securities and Exchange Board of India ("SEBI") registered Merchant Banker ("Fairness Opinion") on the valuation report was also placed before the Transferee Company's Audit Committee. The Valuation Report, Pricing Certificate and Fairness Opinion are enclosed as Annexure 2, Annexure 3 and Annexure 4 respectively and are also open for inspection at the registered office of the Transferee Company. The Audit Committee of the Transferee Company based on the aforesaid documents amongst others, recommended the Scheme to the Board of Directors of the Transferee Company by its report.

ii. The aforesaid draft Scheme, alongwith the aforesaid Valuation Report, pricing certificate and other relevant documents, were placed before the Board of Directors of the Transferee Company in its meeting held on 29th September, 2021. The aforesaid Fairness Opinion issued by Arihant Capital Markets Limited was also submitted to the Transferee Company's Board of Directors. Based on the reports submitted by the Audit Committee and the Committee of Independent Directors recommending the draft Scheme, the Board of Directors of the Transferee Company approved the Scheme in its meeting held on 29th September, 2021. The meeting of the Board of Directors of the Transferee Company, held on 29th September, 2021, was attended by 7(Seven) directors, namely Mr. Amit Kumat, Managing Director and Chief Executive Officer, Mr. Apoorva Kumat, Executive Director (Operations), Mr. G.V. Ravishankar, Non-Executive Nominee Director, Mrs. Anisha Motwani, Independent Director, Mr. Chetan Kumar Mathur, Independent Director, Mr. V.T. Bharadwaj, Independent Director and Mr. Vineet Kumar Kapila, Independent Director. None of the directors of the Transferee Company who attended the meeting voted against the Scheme. Thus,

the Scheme was approved unanimously by the directors who attended and voted at the meeting.

iii. Separately, the draft Scheme was placed before the Board of the Transferor Company 1 at its meeting held on 29th September, 2021 and Transferor Company 2 at its meeting held on 29th September, 2021. The Board of Directors of the Transferor Company 1 and Transferor Company 2 approved the Scheme. The meeting of the Board of Directors of the Transferor Company 1, held on 29th September, 2021, was attended by 4 (Four) directors namely Mr. Amit Kumat, Director, Mr. Neel Rasikbhai Jagani, Director, Mr. Rajeshbhai Mansukhbhai Savani, Director and Mr. Girish Nair, Independent Director and the meeting of the Board of Directors of the Transferor Company 2, held on 29th September, 2021, was attended by 3 (Three) directors namely Mr. Amit Kumat, Director, Mr. Neel Rasikbhai Jagani, Director and Mr. Rajeshbhai Mansukhbhai Savani, Director. None of the directors of the Transferor Company 1 and Transferor Company 2 who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.

13. Approvals and actions taken in relation to the Scheme

i. NSE was appointed as the Designated Stock Exchange by the Transferee Company for the purpose of coordinating with the SEBI for obtaining approval of SEBI in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circulars (including any statutory modification or re-enactment thereof for the time being in force).

ii. As required by the SEBI Circulars, the Transferee Company had filed its complaints report with NSE and BSE, dated 14th February, 2022 and dated 21st February, 2022 respectively. A copy of the complaints report submitted by the Transferee Company, dated 14th February, 2022 and dated 21st February, 2022 to NSE and BSE, respectively, are enclosed as Annexure 5 and Annexure 6.

iii. The Transferee Company has received the observation letters regarding the draft Scheme from NSE and BSE, both dated 5th April, 2022 conveying the comments on the draft Scheme for filing with NCLT, pursuant to the letter addressed by SEBI to NSE and BSE, which, inter alia, stated the following:

- Company shall ensure disclosure of all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.
- Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter is displayed on the websites of the listed company and the Stock Exchanges.
- The entities involved in the scheme shall duly comply with various provisions of the Circular.
- The declaration submitted by the transferee entity to the Exchanges on any past defaults of listed debt obligations of the entities forming part of the scheme shall be incorporated in the petition to be filed before NCLT.
- The transferee company shall obtain a No Objection Certificate from the lending scheduled commercial bank/ financial institutions/ debenture trustees and the same shall be incorporated in the petition to be filed before NCLT.
- Company shall ensure that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.
- The Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.
- Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.
- Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring theobservations to the notice of NCLT.
- It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observation/representations.

Copies of the observation letters, both dated 5th April, 2022 received from NSE and BSE, respectively, are enclosed as Annexures 7 (colly).

iv. The Board of Directors of the Transferee Company and the Transferor Companies in its respective meetings held on 20th May, 2022, extended the time period for approval of the Scheme by the respective NCLTs and other relevant authorities, if any, from 12 months to 18 months from the date of approval of the Scheme by the respective Board of the Companies in terms of Clause 23.2 of the Scheme.

v. The Transferor Company/ Transferee Company would obtain the respective necessary approvals/sanctions/no objection(s) from the regulatory or other Governmental Authorities in respect of the Scheme in accordance with law, if so required.

vi. CA (CAA) /4(MP) 2022 along with the annexures thereto (which includes the Scheme) was filed by the Transferee Company with the NCLT, online on 12th May, 2022 and physically on 13th May, 2022. Similarly, the Transferor Companies filed CA(CAA) No.42/AHM/2022 along with annexures thereto (which includes the Scheme) with the Hon'ble National Company Law Tribunal, Bench at Ahmedabad, online on 8th June, 2022 and physically on 10th June, 2022, which is scheduled to be next heard on 26th July, 2022.

14. Salient extracts of the Scheme

The salient features / details / extract of the Scheme of Amalgamation are, inter alia, as under:

i. "Appointed Date" means 1st April 2021 or such other date as may be mutually agreed between the Transferor Companies and the Transferee Company, and approved by the Tribunal.

ii. "Effective Date" means the last of the dates on which certified copies of order of the Tribunal under Sections 230 to 232 of the Companies Act, 2013 sanctioning the Scheme, are filed with the respective office(s) of the ROC by the Transferor Companies and Transferee Company. Reference in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective Date.

iii. "Stock Exchanges" means BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") where the shares of the Transferee Company are listed and any other recognized stock exchange, as the case may be;

iv. "Transferor Companies" means collectively, **Avadh Snacks Private Limited** a company incorporated under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat 361162 and **Red Rotopack Private Limited** a company incorporated under the Companies Act, 2013 having its registered office at Survey No. 128, Plot No. 3, Opp. Supertech, Nikava, Kalawad Gujarat 361162;

v. "Transferee Company" means Prataap Snacks Limited a public limited company incorporated under the Companies Act, 1956 having its registered office at Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore, Madhya Pradesh 452020;

vi. Tribunal" or **"NCLT"** means the National Company Law Tribunal having jurisdiction over the Transferee Company and Transferor Companies, as the case may be.

AMALGAMATION OF TRANSFEROR COMPANIES WITH TRANSFEREE COMPANY

A. TRANSFER OF ASSETS AND LIABILITIES

With effect from the opening of business hours of Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Act and in compliance with Section 2(1B) and other relevant provisions of the Income Tax Act, 1961, the Transferor Companies shall stand amalgamated with the Transferee Company as a going concern and all assets, liabilities, contracts, arrangements, employees, Permits, licenses, records, approvals, etc. of the Transferor Companies shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, Permits, licenses, records, approvals, etc. of the Transferee Company by virtue of, and in the manner provided in this Scheme.

B. LEGAL PROCEEDINGS

If any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature (hereinafter called the "Proceedings") by or against the Transferor Companies is pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the

amalgamation or of anything contained in this Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made. On and from the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Companies.

C. TAXES/ DUTIES/ CESS ETC.

Upon the Scheme becoming effective, by operation of law pursuant to the order of the Tribunal:

a. The unutilized credits relating to excise duties, sales tax, service tax, VAT, goods and services tax, minimum alternate tax or any other tax under the law as applicable, which remain unutilized in the electronic ledger of the Transferor Companies shall be transferred to the Transferee Company upon filing of requisite forms. Thereafter, the unutilized credit so specified shall be credited to the electronic credit ledger of the Transferor Companies and the input and capital goods shall be duly adjusted by the Transferee Company in its books of account.

b. Direct Taxes of whatsoever nature including advance tax, self-assessment tax, regular assessment taxes, tax deducted at source, dividend distribution tax, minimum alternative tax, wealth tax, if any, paid by the Transferor Companies shall be treated as paid by or on behalf of the Transferee Company and it shall be entitled to claim the credit, refund, adjustment for the same as may be applicable. Minimum alternative tax credit available to the Transferor Companies and any brought forward loss of the Transferor Companies under the Income Tax Act, 1961, if any, shall be available to the Transferee Company.

c. If the Transferor Companies are entitled to any benefits under incentive schemes and policies of Central Government or State Government or under Tax Laws including Goods and Service Tax Act, all such benefits under all such incentive schemes and policies shall be and stand vested in the Transferee Company.

d. The Transferee Company is expressly permitted to revise and file its income tax returns and other statutory returns, including tax deducted / collected at source returns, service tax returns, excise tax returns, sales tax / CENVAT / VAT / GST returns, as may be applicable and has expressly reserved the right to make such provision in its returns and to claim unabsorbed depreciation, refunds, advance tax credits, credit of tax under Section 115JB of the Income Tax Act, 1961, credit of dividend distribution tax, credit of tax deducted at source, credit of foreign taxes paid/withheld, etc. if any, as may be required for the purposes of/consequent to implementation of the Scheme.

e. It is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, etc., the Transferor Companies, shall, if so required by the Transferee Company, issue notices in such form as the Transferee Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Transferee Company, as the person entitled thereto, to the end and intent that the right of the Transferor Companies, to recover or realize the same, stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

f. It is hereby clarified that, if any terms or provisions of the Scheme are found or interpreted to be inconsistent with the above provisions at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with conditions contained in Section 2(1B) of the Income Tax Act, 1961. Such modification will however not affect other parts of the Scheme.

D. CONSIDERATION

a. Cancellation of Shares held by Transferee Company

i. The Transferor Company 1 is a subsidiary of the Transferee Company and the Transferee Company holds 6,79, 986 (Six lakh seventy nine thousand nine hundred and eighty six) equity shares (including 1,01,563 (One lakh one thousand five hundred and sixty three) partly paid-up equity shares, INR 6 (Rupees Six only) paid-up against face value of INR10 (Rupees Ten only) each) in the Transferor Company 1, constituting 90.48% (Ninety point four eight per cent) of the issued share capital of the Transferor Company 1. On amalgamation of the Transferor Company 1 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company in the Transferor Company 1.

ii. The Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 and the Transferor Company 1

together with its nominee holds all the shares issued by the Transferor Company 2. Given that the Transferor Company 1 is a subsidiary of the Transferee Company (as mentioned in (a) above), on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company (indirectly through the Transferor Company 1) in the Transferor Company 2.

iii. Upon coming into effect of the Scheme, and in consideration of the amalgamation of each of the Transferor Companies into the Transferee Company in terms of this Scheme, all equity shares issued by the respective Transferor Companies and held by the Transferee Company (in Transferor Company 1) and Transferor Company 1 (in Transferor Company 2) and/or their respective nominees shall stand cancelled and extinguished without any further application, act or deed and in lieu thereof, no allotment of shares in the Transferee Company shall be made to any person whatsoever.

b. Amalgamation Consideration for Shareholders other than Transferee Company

Upon this Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of this Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5/- (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date in the following share exchange ratio:

568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5 (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

c. The share exchange ratio has been arrived at on basis of the valuation report of Mr. Paras K. Savla, Registered Valuer.

d. The equity shares of the Transferee Company shall be issued in dematerialised form.

e. Upon this Scheme becoming effective, the equity shares of Transferee Company to be issued and allotted to the equity shareholders of the Transferor Company 1 (except the Transferee Company) pursuant to Clause 10.2 above shall be subject to the provisions of the memorandum of association and articles of association of the Transferee Company and shall rank pari passu from the date of allotment in all respects with the existing equity shares of Transferee Company including entitlement in respect of dividends.

f. The Transferee Company shall make necessary applications and carry out necessary formalities for listing of the equity shares with the Stock Exchanges as per applicable provisions of the Act and SEBI Regulations. Immediately upon receipt of such approval, the Transferee Company shall further take all necessary steps to ensure that trading of equity shares commences within the period prescribed by the SEBI Circular and SEBI Regulations. The equity shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are provided by the Stock Exchanges. There shall be no change in the shareholding pattern or control of the Transferee Company between the Record Date and listing of equity shares which may affect the status of approval of Stock Exchanges.

g. Fractional entitlements to which the shareholders of the Transferor Company 1 may be entitled on issue and allotment of equity shares in the Transferee Company, shall be rounded off to the nearest integer for the purposes of determining number of equity shares in the Transferee Company to be allotted to the shareholders of the Transferor Company 1.

h. The issue and allotment of the equity shares to the shareholders of the Transferor Company 1 (other than, for the avoidance of any doubt, the Transferee Company) as provided in this Scheme, is an integral part thereof and shall be deemed to have been carried out without requiring any further act on the part of the Transferee Company or its shareholders and as if the procedure laid down under Sections 42 and 62 of the Act and any other applicable provisions of the Act and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as may be applicable and such other statutes and regulations as may be applicable were duly complied with.

i. The equity shares shall be issued free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever to respective equity shareholder of Transferor Company whose name is recorded in the register of members of Transferor Company 1 as of the Record Date.

E. ACCOUNTING TREATMENT BY THE TRANSFEREE COMPANY IN RESPECT OF ASSETS AND LIABILITIES

a. Upon the Scheme coming into effect, the Transferee Company shall account for the amalgamation of the Transferor Companies in the books of accounts in accordance with "Pooling of Interest Method" of accounting as laid down in Appendix C of Ind AS-103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, in its books of accounts such that:

i. The Transferee Company shall record the assets and liabilities, if any, of the Transferor Companies vested in it pursuant to this Scheme, at the carrying values as appearing in the consolidated financial statements of Transferee Company;

ii. The identity of the reserves shall be preserved and the Transferee Company shall record the reserves of the Transferor Companies, at the carrying amount as appearing in the consolidated financial statements of Transferee Company;

iii. The value of all investments held by the Transferee Company in the Transferor Companies shall stand cancelled pursuant to amalgamation;

iv. The difference, if any arising after taking the effect of clause 1.1 to 1.3 shall be transferred to "Capital Reserve Account" in the financial statements of the Transferee Company;

v. Pursuant to the amalgamation of the Transferor Companies with the Transferee Company, inter-company balances between Transferee Company and the Transferor Companies, if any, appearing in the books of the Transferee Company shall stand cancelled;

vi. The Transferee Company shall settle the put liability towards remaining shareholders of Transferor Company 1 (shown as 'Deferred contingent consideration' in financial statements of Transferee Company) by issuance of fully paid up equity shares pursuant to Clause 10 of the Scheme. Issue of fully paid up equity shares by the Transferee Company shall be recorded at fair value;

vii. In case of any differences in accounting policies between the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies; and

viii. Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period.

F. COMBINATION OF AUTHORISED CAPITAL AND CHANGE IN THE OBJECTS CLAUSE

a. Upon the Scheme becoming effective, the authorised share capital of the Transferor Company 1 amounting to Rs. 10,00,00,000 (Rupees Ten crore only) comprising of 1,00,00,000 (One crore) equity shares of Rs. 10 (Rupees Ten only) each and the authorised share capital of the Transferor Company 2 amounting to Rs. 75,00,000 (Rupees Seventy five lakhs only) comprising of 7,50,000 (Seven lakh fifty thousand) equity shares of Rs.10 (Rupees Ten only) each will get amalgamated with that of the Transferee Company without payment of any additional fees, duties and taxes as the same have already been paid. The authorised share capital of the Transferee Company will automatically stand increased to that effect by simply filing the requisite forms, if required, with the RoC and no separate procedure or instrument or deed shall be required to be followed under the Act. The stamp duty and fees paid on the authorised capital of the Transferor Companies shall be utilized and applied to the increased authorised share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee and/or Taxes by the Transferee Company for increase in the authorised share capital to that extent. Consequently, Clause V of the Memorandum of Association of the Transferee Company shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 61 and 64 of the Act and other applicable provisions of the Act, as set out below:

"V. The Authorised Share Capital of the Company is Rs. 26,75,00,000/- (Rupees Twenty six crore seventy five lakh only) divided into 5,35,00,000 (Five crore thirty five lakh) equity shares of Rs. 5 (Rupees Five only)each."

b. Consequently, Clause III(A) of the Memorandum of Association of the Transferee Company shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Section 13 of the Act and other applicable provisions of the Act by inserting the following new sub clause number 2:

"2. To carry on the business of manufacturing, preserving, packaging, bottling, preparing, processing, marketing and selling foods including baby and dietetic foods, cereals, beverages, jams, jelly, pickles, cider, chutney, marmalades, mayonnaise, deserts, condiments, pancakes, doughnuts, vinegar, ketchup, sauces, juices, squashes, soups, gelatins, essences, ice creams, dairy products, fast food, frozen foods, khakhara, papad, and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, chocolate, chewing gum, toffees, sugar candies, lozenge, water ice products and mouth freshener."

c. Accordingly, the sub clauses of Clause III(A) of the Memorandum of Association of Transferee Company shall be read as under:

"1. To carry on the business of manufacturing, producing, processing, stocking of and dealing in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers, various namkeens including extruded snacks and to run cold storage for storage of vegetables, fruits and food products.

2. To carry on the business of manufacturing, preserving, packaging, bottling, preparing, processing, marketing and selling foods including baby and dietetic foods, cereals, beverages, jams, jelly, pickles, cider, chutney, marmalades, mayonnaise, deserts, condiments, pancakes, doughnuts, vinegar, ketchup, sauces, juices, squashes, soups, gelatins, essences, ice creams, dairy products, fast food, frozen foods, khakhara, papad, and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, chocolate, chewing gum, toffees, sugar candies, lozenge, water ice products and mouth freshener."

d. It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum of Association of the Transferee Company and the Transferee Company shall not be required to seek separate consent / approval of its shareholders for the alteration of the Memorandum of Association of the Transferee Company as required under Sections 13, 61 and 64 of the Act and other applicable provisions of the Act.

G. POWER TO GIVE EFFECT TO THIS PART

a. The Transferee Company shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

b. Upon coming into effect of the Scheme, the Transferee Company and/or the Transferor Companies shall, with reasonable dispatch or apply for transition of all licenses and statutory registrations of the Transferor Companies including but not limited to manufacturing licenses, product permissions, certificates, market authorisations, filings, dossiers (including experience and pre- qualification submissions), industrial licenses, municipal permissions, approvals, consent, permits, quotas, registration with FSSAI, incentives and subsidies.

H. DISSOLUTION OF THE TRANSFEROR COMPANIES AND VALIDITY OF RESOLUTIONS

a. Upon the effectiveness of this Scheme, the Transferor Companies shall be dissolved without winding up, and the Board and any committees thereof of the Transferor Companies shall without any further act, instrument or deed be and stand discharged. The name of the Transferor Companies shall be struck off from the records of the RoC and the Transferee Company shall make necessary filings, if any, in this regard.

b. Upon the coming into effect of this Scheme, the resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

I. OPERATIVE DATE OF THE SCHEME & RATIONALE FOR THE APPOINTED DATE

a. This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal under Sections 230 to 232 of the Companies Act, 2013 sanctioning the Scheme, are filed in the respective office(s) of the RoC by the Transferor Companies and Transferee Company. Such date is called as the Effective Date.

b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

c. The Appointed Date has been fixed keeping in mind the objective of the Transferee Company of acquiring the ongoing business operations carried on by the Transferor Company 1 for reasons and benefits as more particularly set out in Section C of this Scheme and it is hereby declared and confirmed that it is not against the public interest.

J. SAVING OF CONCLUDED TRANSACTIONS

a. Subject to the terms of this Scheme, the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded after the Appointed Date till the Effective Date, to the end and intent the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company in accordance with this Scheme.

K. DIVIDENDS

a. During the period between the date of approval of the Scheme by the Board of the Transferee Company and up to and including the Effective Date, the Transferor Companies shall not declare any dividend without the prior written consent of the Board of Directors of the Transferee Company.

b. For avoidance of doubt, it is hereby declared that nothing in the Scheme shall prevent the Transferee Company from declaring and paying dividends, whether interim or final, to its equity shareholders. The shareholders of the Transferor Companies shall not be entitled to dividend, if any, declared by the Transferee Company prior to the Effective Date.

The features / details / extract set out above being only the salient features / details / extract of the Scheme of Amalgamation as are statutorily required to be included in this explanatory statement, the members are requested to read the entire text of the Scheme of Amalgamation (annexed herewithas Annexure 1) to get fully acquainted with the provisions thereof and the rationale and objectives of the proposed Scheme of Amalgamation.

15. Valuation and Accounting Treatment

i. Valuation Report including the basis of valuation, Pricing Certificate and Fairness Opinion of the registered valuer is enclosed as Annexure 2, 3 and 4 respectively.

ii. The accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. The certificate issued by the Statutory Auditor of the Transferee Company and is open for inspection at the registered office of the Transferee Company.

iii. The Statutory Auditor of the Transferor Company has also issued a certificate to the effect that the accounting treatment as prescribed in the Scheme is in conformity with the Accounting Standards as prescribed under Section 133 of the Act. The certificate issued by the Statutory Auditor of the Transferee Company is open for inspection at the registered office of the Transferee Company.

16. Effect of the Scheme of Amalgamation on Various Parties

a) The effect of the proposed Scheme on the stakeholders of the Transferee Company would be as follows:

a. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

i. As an integral part of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of the Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty-six) equity shares of face value of Rs. 5 (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date (as defined in the Scheme) in the following share exchange ratio:

568 equity shares of Transferee Company of Rs. 5 each as fully paid-up to be issued and allotted for every 100 equity shares of the face value of Rs. 10 each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

ii. Upon the Scheme becoming effective, the external equity shareholders (other than Transferee Company) holding 9.52% shareholding of "Transferor Company 1" shall become the shareholders of "Transferee Company" based on the share exchange ratio as stipulated in clause no. 10.2 of the Scheme. The equity shares shall be issued and allotted by the Transferee Company in dematerialised form and shall be listed and admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI Master Circular ref. no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, as amended, subject to the complying with the conditions and other requirements of the Stock Exchanges and the Securities and Exchange Board of India.

iii. The promoters and the promoter group of the Transferee Company currently hold 71.49% of the total paid-up equity share capital of the Transferee Company. Upon the Scheme becoming effective, the promoters and promoter group of the Transferee Company shall hold 70.28% of the total paid-up equity share capital of the Transferee Company and the public shareholders shall hold the remaining 29.72% of the total paid-up equity share capital of the Transferee Company.

iv. Further that the Transferee Company is not making any reduction in the Share Capital.

The Scheme is expected to have several benefits for the Transferor Companies, as indicated in the rationale set out in the Scheme, and is expected to be in the best interests of the shareholders of the Company.

b. Effect of the Scheme on the Employees, Directors and KMPs

i. The Scheme is not expected to have any impact on the employees of the Transferee Company. The employees of the Transferee Company will continue to be employees of the Transferee Company on the same terms and conditions as before.

ii. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Transferee Company and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. The Scheme does not affect the office of the KMPs of the Transferee Company.

iii. Upon the Scheme becoming effective, the composition of the Board of the Transferee Company shall not be changed.

c. Effect of the Scheme on the creditors

i. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferee Company. The liabilities of the creditors of the Transferee Company is neither being reduced nor being extinguished. The creditors of the Transferee Company would in no way be affected by the Scheme.

ii. The Transferee Company has not issued any debentures. The Transferee Company has not accepted any public deposits from any person.

b) The effect of the proposed Scheme on the stakeholders of the Transferor Company 1 would be as follows:

a. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

i. As an integral part of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of the Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty-six) equity shares of face value of Rs. 5 (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date (as defined in the Scheme) in the following share exchange ratio:

568 equity shares of Transferee Company of Rs. 5 each as fully paid-up to be issued and allotted for every 100 equity shares of the face value of Rs. 10 each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

ii. Upon the Scheme becoming effective, the external equity shareholders (other than Transferee Company) holding 9.52% shareholding of "Transferor Company 1" shall become the shareholders of "Transferee Company" based on the share exchange ratio as stipulated in clause no. 10.2 of the Scheme. The equity shares shall be issued and allotted by the Transferee Company in dematerialised form and shall be listed and admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI Master Circular Ref. No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, as amended, subject to the complying with the conditions and other requirements of the Stock Exchanges and the Securities and Exchange Board of India.

iii. The promoters of the Transferor Company 1 currently hold 100.00% of the total paid-up equity share capital of the Transferor Company 1. Upon the Scheme becoming effective, the Company shall be dissolved without winding up and hence, there shall be Nil holding of the promoters.

b. Effect of the Scheme on the Employees, Directors and KMPs

i. Upon the Scheme becoming effective, all employees, whether temporary or permanent employees and including all employees on probation, trainees and interns of the Transferor Companies in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Companies on the Effective Date.

ii. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferor Company 1 and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Transferor Company 1 and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. The Scheme does not affect the office of the KMPs of the Transferor Company 1.

iii. No directors of the Transferor Company 1 will be entitled for any directorship in the Transferee Company by the virtue of the Scheme.

c. Effect of the Scheme on the Creditors

i. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferor Company 1. The liabilities of the creditors of the Transferor Companies shall without any further act, instrument or deed be transferred to and vested in Transferee Company.

ii. The Transferor Company 1 has not issued any debentures. The Transferor Company 1 has not accepted any public deposits from any person.

c) The effect of the proposed Scheme on the stakeholders of the Transferor Company 2 would be as follows:

a. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

i. The Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 and the Transferor Company 1 together with its nominee holds all the shares issued by the Transferor Company 2. Given that the Transferor Company 1 is a subsidiary of the Transferee Company, on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company (indirectly through the Transferor Company 1) in the Transferor Company 2.

ii. Upon the Scheme becoming effective, as the Transferor Company 2 is the Wholly Owned Subsidiary of Transferor Company 1, all the shares of "Transferor Company 2" held by the "Transferor Company 1" (either directly or through nominee) shall stand cancelled without any further application, act or deed.

iii. The promoters of the Transferor Company 2 currently hold 100.00% of the total paid-up equity share capital of the Transferor Company 2. Upon the Scheme becoming effective, the Company shall be dissolved without winding up and hence, there shall be Nil holding of the promoters.

b. Effect of the Scheme on the Employees, Directors and KMPs

i. Upon the Scheme becoming effective, all employees, whether temporary or permanent employees and including

all employees on probation, trainees and interns of the Transferor Companies in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Companies on the Effective Date.

ii. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferor Company 2 and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. There are no KMPs in the Transferor Company 2.

iii. No directors of the Transferor Company 2 will be entitled for any directorship in the Transferee Company by the virtue of the Scheme.

c. Effect of the Scheme on the Creditors

i. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferor Company 2. The liabilities of the creditors of the Transferor Companies shall without any further act, instrument or deed be transferred to and vested in Transferee Company.

ii. The Transferor Company 2 has not issued any debentures. The Transferor Company 2 has not accepted any public deposits from any person.

In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferor Companies and the Transferee Company, in their respective meetings, held on 20th May, 2022, have adopted a report, inter alia, explaining the effect of the Scheme on its shareholders and key managerial personnel amongst others. Copy of the Reports adopted by the Board of Directors of the Transferee Company and Transferor Companies are enclosed as **Annexure 8, 9 and Annexure 10,respectively.**

17. The Directors and Key Managerial Personnel ("KMP") of the Transferee Company and their respective relatives do not have any material interest, concern or any other interest in the Scheme of Amalgamation except to the extent of their shareholding in the Transferee Company. There will be no adverse effect of the Scheme of Amalgamation on the Directors and KMP of the Transferee Company.

18. The Directors and Key Managerial Personnel ("KMP"), if any, of the Transferor Companies and their respective relatives do not have any material interest, concern or any other interest in the Scheme of Amalgamation except to the extent of their shareholding in the Transferor Companies. There will be no adverse effect of the Scheme of Amalgamation on the Directors and KMP, if any, of the Transferor Companies.

OTHER MATTERS

19. No investigation has been instituted or is pending in relation to the Applicant Company and Transferor Companies under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956 and to the knowledge of the Transferee Company, no investigation proceedings have been instituted or are pending in relation to the Transferor Companies under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.

20. The Applicant Transferee Company, in terms of Section 230(2)(a) of the Companies Act, 2013 and the Observation letters of Stock Exchanges, states that there are no ongoing adjudication & recovery proceedings, no prosecutions or no pending inquiry or other enforcement action taken against the Transferee company, its promoters and directors.

21. To the knowledge of the Transferee Company, no winding up proceedings have been filed or pending against the Transferee Company under the Act or the corresponding provisions of the Companies Act, 1956. Further, no winding up proceedings have been filed or pending against the Transferor Companies under the Act or the corresponding provisions of the Companies Act, 1956.

22. To the knowledge of Transferee Company and the Transferor Companies, no application was made or no proceedings are pending under the Insolvency and Bankruptcy Code, 2016.

23. There is no capital restructuring or debt restructuring being undertaken pursuant to this Scheme.

24. The copy of the proposed scheme has been filed with the concerned Registrar of Companies by the Transferee Company.

25. The Unaudited Financial Results of the Transferee Company, Transferor Company 1 and Transferor Company 2 respectively, for the quarter and nine months ended 31st December, 2021, are enclosed as Annexure 11, Annexure 12 and Annexure 13, respectively.

26. In terms of SEBI Circular, the applicable information of the Transferor Company 1 and Transferor Company 2 in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are enclosed as Annexure 14 and Annexure 15, respectively.

27. As per the books of accounts, as on 20th March, 2022, of the Transferee Company, the Transferor Company 1 and the Transferor Company 2, respectively, the amount due to the unsecured creditors are Rs.41,71,77,432 (Rupees Forty One Crores Seventy One Lakhs Seventy Seven Thousand Four Hundred and Thirty Two only), Rs. 5,73,43,210 (Rupees Five Crores Seventy Three Lakhs Forty Three Thousand Two Hundred and Ten only) and Nil respectively.

28. As per the books of accounts, as on 20th March, 2022, of the Transferee Company, the Transferor Company 1 and the Transferor Company 2, respectively, the amount due to the secured creditors are NIL in all Companies.

29. The name and address of the promoters and Promoter group of the Transferee Company including its shareholding in the Companies as on 31st March, 2022 are as under:

Sr. No.	Name and Address of Promoters and Promoter Group	Transferee Company		Transferor Company 1	Transferor Company 2
		No. of Shares	%	No. of Shares and %	No. of Shares and %
1.	**Mr. Rajesh Kumar Mehta** Add.-22 – A, BCM Villa, Bicholi Hapsi, Bypass Road, Behind Columbia Convent School, Shanti Niketan Colony, Indore - 452016, MP	681456	2.91	NIL	NIL
2.	**Mr. Naveen Kumar Mehta** Add.-UG 21, BCM Heights, Link Road, Bombay Hospital, Indore - 452010, MP	904176	3.86	NIL	NIL
3.	**Mr. Arvind Mehta** Add.-Shanti Niketan Colony, Bicholi Hapsi, Bypass Road, Indore - 452016, MP	560184	2.39	NIL	NIL
4.	**Mr. Arun Kumar Mehta** Add.-22 – A, BCM Villa, Bicholi Hapsi, Bypass Road, Behind Columbia Convent School, Shanti Niketan Colony, Indore - 452016, MP	571776	2.44	NIL	NIL
5.	**Mrs. Kanta Mehta** Add.-22 – A, BCM Villa, Bicholi Hapsi, Bypass Road, Behind Columbia Convent School, Shanti Niketan Colony, Indore - 452016, MP	233180	0.99	NIL	NIL
6.	**Mrs. Rita Mehta** Add.-22 – A, BCM Villa, Bicholi Hapsi, Bypass Road, Behind Columbia Convent School, Shanti Niketan Colony, Indore - 452016, MP	326400	1.39	NIL	NIL
7.	**Mrs. Premlata Kumat** Add.-16/4 Race Course Road, Near Janjirwala Square, Indore - 452001, MP	559106	2.38	NIL	NIL

8.	**Mrs. Swati Bapna** Add.-E 1/7 Avera Colony, Huzur, RS Nagar, Bhopal - 462016, MP	204209	0.87	NIL	NIL
9.	**Mr. Apoorva Kumat** Add.-16/4 Race Course Road, Near Janjirwala Square, Indore - 452001, MP	555145	2.37	NIL	NIL
10.	**Mr. Amit Kumat** Add.-16/4 Race Course Road, Near Janjirwala Square, Indore - 452001, MP	583248	2.49	NIL	NIL
11.	**Mrs. Sandhya Kumat** Add.-16/4 Race Course Road, Near Janjirwala Square, Indore - 452001, MP	129600	0.55	NIL	NIL
12.	**Mrs. Rakhi Kumat** Add.-16/4 Race Course Road, Near Janjirwala Square, Indore - 452001, MP	110400	0.47	NIL	NIL
13.	**SCI Growth Investments II** Add.-Deutsche Bank AG, DB House, Hazarimal Somani Marg, Post Box No. 1142, Fort, Mumbai - 400001, MH	8393451	35.79	NIL	NIL
14.	**Sequoia Capital GFIV Mauritius Investments (Promoter Group)** Add.-Deutsche Bank AG, DB House, Hazarimal Somani Marg, Post Box No. 1142, Fort, Mumbai - 400001, MH	2354405	10.04	NIL	NIL
15.	**Sequoia Capital India Growth Investment Holdings I (Promoter Group)** Add.-Deutsche Bank AG, DB House, Hazarimal Somani Marg, Post Box No. 1142, Fort, Mumbai - 400001, MH	600726	2.56	NIL	NIL

30. The name and address of the directors and KMPs of the Transferee Company including its shareholding as on 31st March, 2022 are as under:

Sr. No.	Name, Designation and Address of Directors and KMP	Designation	DIN/PAN	No. of Shares and %		
				Transferee Company	Transferor Company 1	Transferor Company 2
1.	**Mr. Arvind Mehta** Add-Shanti Niketan Colony, Bicholi Hapsi, Bypass Road, Indore - 452016, M.P	Chairman and Executive Director	00215183	560184 and 2.39%	NIL	NIL
2.	**Mr. Amit Kumat** Add-16/4, Race Course Road, Indore - 452001, Madhya Pradesh	Managing Director and Chief Executive Officer (CEO)	02663687	583248 and 2.49%	NIL	NIL
3.	**Mr. Apoorva Kumat** Add.-16/4, Race Course Road, Indore 452001, Madhya Pradesh	Executive Director (Operations)	02630764	555145 and 2.37%	NIL	NIL
4.	**Mr. Ravi Shankar Venkataraman Ganapathy Agraharam** Add.-Villa GW09, 77 East, 77 Town Centre, Yemlur Main Road, Marathahalli Colony - 560037, Bangalore	Non-Executive/ Non- Independent Director	02604007	NIL	NIL	NIL

5.	**Mr. Vineet Kumar Kapila** Add.-Flat No. 201, Tower B/3, The World Spa (West) Unitech Towers, Sector - 30 Gurugram - 122002, Haryana	Independent Director	00056582	NIL	NIL	NIL
6.	**Mrs. Anisha Motwani** Add.-House No. 24, Block No. 8, South Patel Nagar, New Delhi- 110008	Independent Director	06943493	NIL	NIL	NIL
7.	**Mr. Chetan Kumar Mathur** Add.-212 B, Hamilton Court, DLF City-IV, Gurugram - 122009, Haryana	Independent Director	00437558	NIL	NIL	NIL
8.	**Mr. Bharadwaj Thiruvenkata Venkatavaraghavan** Add.-702, Orchid Tower-A, 241/242, Bellasis Road, Mumbai Central, Mumbai-400008, Maharashtra	Independent Director	02918495	NIL	NIL	NIL
9.	**Mr. Sumit Sharma** Add.-480, Kalani Nagar, Aerodrome Road, Indore – 452005, Madhya Pradesh	Chief Financial Officer	APXPS6368B	91764 and 0.39%	NIL	NIL
10.	**Mr. Om Prakash Pandey** Add-Flat No. A 303, Tulsiyana Residency, Near SICA School, Nipania, Indore- 452010, Madhya Pradesh	Company Secretary and Compliance Officer	ANUPP6287B	NIL	NIL	NIL

31. The Shareholding Pattern of the Transferee Company as on 31st March, 2022 are as under:

Sr. No.	Category	No. of Shareholders	No. of Shares held	% of holding
A.	**Promoter Holding**			
	a) Individuals	12	5418880	23.11
	b) Bodies Corporate	3	11348582	48.39
	Sub Total (A)	**15**	**16767462**	**71.49**
B.	**Public Shareholding**			
	1) Institutions	0	0	0
	a) Mutual Funds/UTI	4	1987274	8.47
	b) Financial Institutions	0	0	0
	c) Foreign Portfolio Investor	22	1140275	4.86
	d) Insurance Companies	0	0	0
	e) Foreign Financial Institution	0	0	0
	f) Foreign Mutual Fund	0	0	0
	g) Alternate Investment Fund	6	781341	3.33
	h) Any Other (Overseas Corporate Bodies)	1	426439	1.82
	Sub-Total (B)(1)	**33**	**4335329**	**18.49**
	2) Non-Institutions			
	a) Individuals			
	I. Individual Shareholders holding nominal share capital up to Rs.2 Lac	13111	1556680	6.64
	II. Individual Shareholders holding nominal share capital in excess of Rs. 2 Lac	4	366273	1.56

	b) NBFCs registered with RBI	0	0	0
	c) Employee Trusts	0	0	0
	d) Overseas Depositories(holding DRs) (balancing figure)	0	0	0
	e) Any Other (Specify)	852	427292	1.82
	Trusts	0	0	0
	Non Resident Indians (Non Repat)	88	24859	0.11
	Non Resident Indians (Repat)	158	67425	0.29
	Hindu Undivided Family	486	72273	0.31
	Clearing Members	18	3834	0.02
	Bodies Corporate	102	258901	1.10
	Sub-Total (B)(2)	**13967**	**2350245**	**10.02**
	(B) Total Public Shareholding	**14000**	**6685574**	**28.51**
C	**Shares held by Custodians and against which Depository Receipts have been issued**	**0**	**0**	**0**
	Grand Total (A)+(B)+(C)	**14015**	**23453036**	**100.00**

32. The name and address of the promoters of the Transferor Company 1 including its shareholding in the Companies as on 31st March, 2022 are as under:

Sr.No.	Name and Address of Promoters	Transferee Company		Transferor Company 1	Transferor Company 2
		No. of Shares	%	No. of Shares and %	No. of Shares and %
	Promoters				
1.	**Mr. Rajeshbhai Mansukhbhai Savani** Add.-Uma Palace, 1 - Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	NIL	NIL	24,686 and 3.28%	NIL
2.	**Mr. Neel Rasikbhai Jagani** Add.-Vrundavan Vatika Apartment, 2nd Floor, Opp. Crystal Mall, Kalawad Road, Rajkot-360005, Gujarat	NIL	NIL	9,124 and 1.21%	NIL
3.	**Mr. Dilipbhai Vithalbhai Lalani** Add.-E - 23 Om Residency NR Ambika Township Nana Mava Road, Rajkot - 360005, Gujarat	NIL	NIL	6,981 and 0.93%	NIL
4.	**Mr. Sanju Rajeshbhai Savani** Add.-Uma Palace, 1- Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	NIL	NIL	18,261 and 2.43%	10 and 0.01%
5.	**Mr. Jashkumar Dilipkumar Lalani** Add.-Block No. 23, Street No. 23, Om Residency Nana Mava Road, Rajkot - 360005, Gujarat	NIL	NIL	7,334 and 0.97%	NIL
6.	**Mrs. Purvi Neelbhai Jagani** Add.-Vrundavan Vatika Apartment, 2nd Floor, Opp. Crystal Mall, Kalawad Road, Rajkot-360005, Gujarat	NIL	NIL	5,191 and 0.7%	NIL
7.	**Prataap Snacks Limited**	-	-	578423	NIL
	Add.-KhasraNo.378/2, Nemawar Road,Near Makrand	-	-	101563*	
	House, Palda, Indore–452020, Madhya Pradesh			90.48% (Total)	

*Partly paid-up equity shares

33. The name and address of the directors of the Transferor Company 1including its shareholding in the Companies as on 31st March, 2022 are as under:

Sr. No.	Name, Designation and Address of Directors and KMP	Designation	DIN/PAN	No. of Shares and %		
				Transferee Company	Transferor Company 1	Transferor Company 2
1.	**Mr. Arvind Mehta** Add-Shanti Niketan Colony, Bicholi Hapsi, Bypass Road, Indore - 452016, M.P	Director	00215183	560184 and 2.39%	NIL	NIL
2.	**Mr. Amit Kumat** Add-16/4, Race Course Road, Indore - 452001, Madhya Pradesh	Director	02663687	583248 and 2.49%	NIL	NIL
3.	**Mr. Neel Rasikbhai Jagani** Add.-Vrundavan Vatika Apartment, 2nd Floor, Opp. Crystal Mall, Kalawad Road, Rajkot - 360005, Gujarat	Director	07357621	NIL	9124 and 1.21%	NIL
4.	**Mr. Rajeshbhai Mansukhbhai Savani** Add.-Uma Palace, 1-Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	Director	07357631	NIL	24,686 and 3.28%	NIL
5.	**Mr. Bharadwaj Thiruvenkata Venkatavaraghavan** Add.-702, Orchid Tower-A, 241/242, Bellasis Road, Mumbai Central, Mumbai-400008, Maharashtra	Independent Director	02918495	NIL	NIL	NIL
6.	**Mr. Girish Nair** Add.-44 - A, Gulmohar Colony, Near Saket, Indore – 452001, Madhya Pradesh	Independent Director	00273501	NIL	NIL	NIL

34. The Shareholding Pattern of the Transferor Company 1 as on 31st March, 2022 are as under:

SR. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	AMOUNT (Face Value Rs.10)	SHAREHOLDING %
1.	Mr. Rajeshbhai Mansukhbhai Savani	24,686	246,860	3.28
2.	Mr. Neel Rasikbhai Jagani	9,124	91,240	1.21
3.	Mr. Dilipbhai Vithalbhai Lalani	6,981	69810	0.93
4.	Mr. Sanju Rajeshbhai Savani	18,261	182610	2.43
5.	Mr. Jashkumar Dilipkumar Lalani	7,334	73340	0.97
6.	Mrs. Purvi Neelbhai Jagani	5,191	51910	0.7
7.	Prataap Snacks Limited	5,78,423	5,784,230	90.48
		1,01,563*	609,378	

* Partly-paid up equity shares

35. The name and address of the promoters of the Transferor Company 2 including its shareholding in the Companies as on 31st March, 2022 are as under:

Sr.No.	Name and Address of Promoters	Transferee Company		Transferor Company 1	Transferor Company 2
		No. of Shares	%	No. of Shares and %	No. of Shares and %
1.	**Mr. Sanju Rajeshbhai Savani (Nominee of Avadh Snacks Pvt Ltd)** Add.-Uma Palace, 1 - Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	NIL	NIL	18261 and 2.43%	10 and 0.01%
2.	**Avadh Snacks Private Limited** Add.-R.S. No. 123 / P3, New R.S. No. 128, Ind. Plot No. I, Nikava. Jamnagar -361162, Gujarat	NIL	NIL	NIL	749990 and 99.99%

36. The name and address of the directors of the Transferor Company 2 including its shareholding in the Companies as on 31st March, 2022 are as under:

Sr. No.	Name, Designation and Address of Directors and KMP	Designation	DIN/PAN	No. of Shares and %		
				Transferee Company	Transferor Company 1	Transferor Company 2
1.	**Mr. Arvind Mehta** Add-Shanti Niketan Colony, Bicholi Hapsi, Bypass Road, Indore - 452016, M.P	Director	00215183	560184 and 2.39%	NIL	NIL
2.	**Mr. Neel Rasikbhai Jagani** Add.-Vrundavan Vatika Apartment, 2nd Floor, Opp. Crystal Mall, Kalawad Road, Rajkot - 360005, Gujarat	Director	07357621	NIL	9124 and 1.21%	NIL
3.	**Mr. Rajeshbhai Mansukhbhai Savani** Add.-Uma Palace, 1-Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	Director	07357631	NIL	24,686 and 3.28%	NIL
4.	**Mr. Amit Kumat** Add-16/4, Race Course Road, Indore - 452001, Madhya Pradesh	Director	02663687	583248 and 2.49%	NIL	NIL

37. The Shareholding Pattern of the Transferor Company 2 as on 31st March, 2022 are as under:

Sr. No.	Name of Shareholder	No. of equity shares	Face value per equity share (Rs.)	Amount (Rs.)
1.	**Mr. Sanju Rajeshbhai Savani (Nominee of Avadh Snacks Pvt Ltd)** Add.-Uma Palace, 1 - Govind Park, Opp. Gandhi School, Nana Mava Road, Rajkot - 360005, Gujarat	10	10	100
2.	**Avadh Snacks Private Limited** Add.-R.S. No. 123 / P3, New R.S. No. 128, Ind. Plot No. I, Nikava. Jamnagar -361162, Gujarat	749990	10	7499900

38. There is change in the shareholding pattern and capital structure of the Transferee Company pursuant to the present Scheme. The pre-Scheme and the post-Scheme shareholding pattern and capital structure of the Transferee Company and the Transferor Companies (assuming the continuing shareholding pattern as on 31st March, 2022) are as under:

Pre and post scheme Shareholding Pattern of the Transferee Company

Pre:

Category	No of Shares	%
Promoter	1,67,67,462	71.49
Public	66,85,574	28.51
Total	**2,34,53,036**	**100**

Post:

Category	No of Shares	%
Promoter	1,67,67,462	70.28
Public	70,92,130	29.72
Total	**2,38,59,592**	**100**

Pre and post scheme Shareholding Pattern of the Transferor Company 1

Pre:

Category	No of Shares	%
Promoter	7,51,563	100
Public	0	0
Total	**7,51,563**	**100**

Post:

Category	No of Shares	%
Promoter	0	0
Public	0	0
Total	**0**	**0**

Pre and post scheme Shareholding Pattern of the Transferor Company 2

Pre:

Category	No of Shares	%
Promoter	7,50,000	100
Public	0	0
Total	**7,50,000**	**100**

Post:

Category	No of Shares	%
Promoter	0	0
Public	0	0
Total	**0**	**0**

39. The post Amalgamation Capital Structure of the Transferee Company (assuming the continuing shareholding pattern as on 31st March, 2022) are given herein below –

Particulars	**Rs.**
Authorised Share Capital	
5,35,00,000 equity shares of Rs. 5 each	26,75,00,000
Total	**26,75,00,000**
Issued, Subscribed and Paid-up Share Capital	
2,38,59,592 equity shares of Rs. 5 each	11,92,97,960
Total	**11,92,97,960**

40. Upon the sanctioning of the Scheme, and in terms of the Scheme, the external equity shareholders (other than PSL) holding 9.52% shareholding of "Avadh" shall become the shareholders of "PSL" based on the share exchange ratio as stipulated in Clause no. 10.2 of the Scheme and that the said equity shareholders would no longer remain the equity shareholders of "Avadh" as upon the Scheme becoming effective "Avadh" shall stand dissolved without winding up. Upon the Scheme becoming effective the equity shares held by PSL in the paid-up equity share capital of "Avadh" shall stand cancelled. Upon the Scheme becoming effective the entire equity shares held by "Avadh" (including its nominee) in the paid-up equity share capital of "Red Roto" shall stand cancelled and "Red Roto" shall stand dissolved without winding up.

Since, the Transferor Companies will be merged into the Applicant Company on Scheme of Amalgamation being effective, the Transferor Companies will stand dissolved, thus, there will be no post amalgamation capital structure.

41. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.

42. The following documents will be open for inspection by the Equity Shareholders of the Transferee Company through electronic mode on the website of the Company. The weblink for the same is www.yellowdiamond.in. In addition to the above, the following documents will also be open for inspection by the Equity Shareholders of the Applicant Company at its registered office situated at Khasra No. 378/2, Nemawar Road, Near Makrand House, Indore– 452020, Madhya Pradesh on all working days between 11:30 a.m. and 2:30 p.m. up to the date of the ensuing Meeting and at the Meeting during the Meeting hours:

(i) Copy of the order passed by NCLT in C.A.(CAA)/4/MP/2022, dated 1st July, 2022 directing the Transferee Company to, interalia, convene the meetings of its equity shareholders and unsecured creditors;

(ii) Copy of the Memorandum and Articles of Association of the Transferor Company1, Transferor Company 2 and the Transferee Company;

(iii) Copy of the Annual Reports of the Companies for the financial years ended 31stMarch, 2019 and 31st March, 2020 respectively;

(iv) Copy of the Annual Reports of the Companies for the financial years ended 31st March, 2021;

(v) Copy of the Annual Reports of the Companies for the financial years ended 31stMarch, 2022;

(vi) Copy of the Unaudited financial results of the Transferee Company for the quarter and nine months ended December 31, 2021;

(vii) Copy of the Unaudited financial results of Transferor Company 1 and Transferor Company 2 for the quarter and nine months ended December 31, 2021;

(viii) Copy of the Register of Directors' shareholding of each of the Companies;

(ix) Copy of the Valuation Report dated 29th September, 2021 issued by Mr. Paras K Salva, Registered Valuer, IBBI Registration Number: IBBI/RV/06/2018/10102;

(x) Copy of Pricing Certificate on proposed preferential allotment by Auditor of the Transferee Company, B S R & Co. LLP, Chartered Accountants dated 29th September, 2021;

(xi) Copy of the Fairness Opinion dated 29th September, 2021 issued by Arihant Capital Markets Limited, a SEBI registered merchant bank;

(xii) Copy of the Report of the Audit Committee of the Transferee Company;

(xiii) Copy of the Report of the Committee of Independent Directors of the Transferee Company;

(xiv) Copy of the resolutions, dated 29th September, 2021, passed by the Board of Directors of the Transferor Company 1, Transferor Company 2 and the Transferee Company, respectively, approving the Scheme;

(xv) Copy of the certificate dated 29th September, 2021 issued by BSR & Co. LLP, Chartered Accountants, Statutory Auditor of the Transferee Company to the effect that the accounting treatment in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;

(xvi) Copy of the no complaints report, dated 14th February, 2022 and dated 21st February, 2022, submitted by the Transferee Company to NSE and BSE respectively;

(xvii) Copy of the observation letters issued by NSE and BSE, both dated 05th April, 2022 to the Transferee Company;

(xviii) Copy of Form No. GNL 1 filed by the Transferee Company with the concerned Registrar of Companies along with the Challan dated 5th July, 2022 evidencing filing of the Scheme;

(xix) Copy of the certificate, issued by Chartered Accountants dated 02nd May 2022, certifying no secured creditors of the Transferee Company, Transferor Company 1 and Transferor Company 2 as on March 20, 2022;

(xx) Copy of the certificate, issued by Chartered Accountants dated 02nd May 2022, certifying the amount due to the unsecured creditors of the Transferee Company as on March 20, 2022;

(xxi) Copy of the certificate, issued by Chartered Accountants, certifying the amount due to the unsecured creditors of the Transferor Company 1 and Transferor Company 2 as on March 20, 2022;

(xxii) Copy of the Scheme;

(xxiii) Copy of the Reports dated 20th May, 2022 adopted by the Board of Directors of the Transferor Company 1, Transferor Company 2 and the Transferee Company, respectively, pursuant to the provisions of section 232(2)(c) of the Act;

(xxiv) Copy of the undertaking by the Transferee Company certified by B S R & Co. LLP, Statutory Auditor of the Transferee Company, dated 29th September, 2021 in respect of non-applicability of paragraph (A) (10) (b) of Part 1 of the master circular of SEBI vide no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020;

(xxv) Copy of the applicable information of the Transferor Companies in the format specified for abridged prospectus as provided in Part E of Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018

The equity shareholders shall be entitled to obtain the extracts from or making or obtaining the copies of the documents listed above.

43. This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Hard copies of the Particulars as defined in this Notice can be obtained free of charge between 11:30 a.m. to 2:30 p.m. on all working days, at the registered office of the Applicant Company, upto the date of the Meeting, at Khasra no. 378/2, Nemawar Road, Near Makrand House, Palda Indore- MP 452020 or from the office of authorised representative CS Manju Mundra, 302 Soni Mansion, 12-B Ratlam Kothi, Indore- 452001;

44. After the Scheme is approved, by the equity shareholdersand unsecured creditors of Applicant Company, it will be subject to the approval/sanction by NCLT or any other statutory or regulatory authorities as may be applicable.

Sd/-

Rajesh Chordia

Chairman appointed for the Meeting

Dated this 6th Day of July, 2022

Place: Indore

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

Annexure 1

SCHEME OF AMALGAMATION

OF

AVADH SNACKS PRIVATE LIMITED
("Transferor Company 1")

AND

RED ROTOPACK PRIVATE LIMITED
("Transferor Company 2")

WITH

PRATAAP SNACKS LIMITED
("Transferee Company")

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(Under Section 230 to 232 and other applicable provisions of the Companies Act, 2013)

A. PREAMBLE

This Scheme of Amalgamation is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for the amalgamation of Avadh Snacks Private Limited (CIN: U15132GJ2017PTC098837) and Red Rotopack Private Limited (CIN: U25199GJ2015PTC085423) with Prataap Snacks Limited (CIN: L15311MP2009PLC021746) as per the terms and conditions mentioned herein (hereinafter referred to as the "**Scheme**").

B. BACKGROUND OF THE COMPANIES

1. **AVADH SNACKS PRIVATE LIMITED** is a company incorporated under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat 361162 (hereinafter referred to as the "**Transferor Company 1**"). The Transferor Company 1 is engaged, *inter alia*, in the business of manufacture, sale, trading and distribution of savoury items including but not limited to natural and flavored like snacks, pellets, fryums, namkeen, farsan, salted foods including all kind of baby and diabetic food and all natural, artificial, synthetic, or chemical edible foods, jams, jelly, pickle, cider, chutney, carbonated and non-carbonated drinks, ice-creams, fast foods, frozen foods etc. and confectionery items including but not limited to breads, roti, pizza, cakes, pastries, wafers. The Transferor Company 1 is a subsidiary of the Transferee Company, with the Transferee Company holding 90.48% (Ninety Point Four Eight per cent) of the issued share capital of the Transferor Company 1.

2. **RED ROTOPACK PRIVATE LIMITED** is a company incorporated under the Companies Act, 2013 having its registered office at Survey No. 128, Plot No. 3, Opp. Supertech, Nikava, Kalawad, Gujarat 361162 (hereinafter referred to as the "**Transferor Company 2**"). The Transferor Company 2 is engaged, *inter alia* in manufacturing, processing, buying, selling, importing, exporting and other wise dealing with all kinds of card-board packing, plastic packing, roto printing, polythene packing, gunny bags, containers, bottles, hollow wares, whether made of leather, plastic, and all types of packing solutions. The Transferor Company 2 is the wholly owned subsidiary of the Transferor Company 1.

3. **PRATAAP SNACKS LIMITED** is a company incorporated under the Companies Act, 1956 having its registered office at Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore, Madhya Pradesh 452020 (hereinafter referred to as the "**Transferee Company**"). The Transferee Company was incorporated as a private company *i.e.,* Prataap Snacks Private Limited on March 23, 2009 and the same was converted into public limited company *i.e.,* Prataap Snacks Limited on September 19, 2016 *vide* certificate of Registrar of Companies, Gwalior. The Transferee Company is, *inter alia*, authorised to and is engaged in the business of manufacturing, producing, processing, stocking of and dealing in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers puffs, various namkeens and to run cold storage for storage of vegetables, fruits and food products.

The Transferor Company 1 and the Transferor Company 2 are hereinafter collectively referred to as the "**Transferor Companies**".

C. RATIONALE OF THIS SCHEME

BACKGROUND

The background for the amalgamation of Transferor Company 1 and Transferor Company 2 with Transferee Company is, amongst others, as under:

(i) During the financial year 2018-19, with the objective of acquiring the ongoing business operations carried on by the Transferor Company 1, the Transferee Company acquired 80% (Eighty per cent) of the equity share capital of the Transferor Company 1 from its existing and erstwhile shareholders;

(ii) In February 2021, the Transferee Company further acquired 10.48% (Ten point Four Eight per cent) of the equity share capital of the Transferor Company 1 from its existing shareholders, aggregating its collective shareholding to 90.48% (Ninety point Four Eight per cent) in the Transferor Company 1.

(iii) The aforesaid acquisition was completed as a steppingstone for acquiring the business of the Transferor Company 1.

It may be pertinent to note that the Transferee Company would have preferred to acquire the businesses of the Transferor Company 1, but owing to various commercial reasons, eventually acquired majority stake of the Transferor Company 1 with an ultimate intention to consolidate the business operations of the Transferee Company with the Transferor Company 1, in order to achieve various benefits including *inter alia*, business synergies, market access, unified platform for growth, access to customer base and cost effectiveness. It is proposed that the Transferor Companies be merged with the Transferee Company followed by dissolution without winding up of the Transferor Companies.

NEED FOR THE MERGER

(i) To achieve a simplified group and business structure.

(ii) Business of the Transferor Companies can be carried on more economically.

(iii) To achieve advantages of the combined assets, resources and complementary strengths for future expansion and growth of the business of the Transferee Company.

RATIONALE OF THE SCHEME

(i) The proposed amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme would enable all the companies to realize benefits of greater synergies between their businesses. Further it would make available to them - financial resources, technological upgradation, technological resources as well as the managerial, technical, distribution and marketing resources of each other in the interest of maximizing shareholder and stakeholder value as the Transferor Companies and Transferee Company's business activities are similar and complement each other.

(ii) amalgamation will result in better integration, financial strength and flexibility for the

amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.

(iii) Improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME

(i) The amalgamation would result in synergy benefits arising out of single value chain and greater sustainable operations of a value adding business line by manufacturing potato chips, wafers, extruded snacks, pellets, various type of namkeens and sweet snacks with greater operational flexibility.

(ii) Synergy of operations will be achieved, resulting in optimization of the common facilities such as manpower, office space, administration etc. Other infrastructure could also be better utilized, and duplication of facilities could be avoided resulting in optimum use of facilities and cost savings and thus achieving economies of scale.

IMPACT OF THE SCHEME ON THE SHAREHOLDERS

(i) The amalgamation shall not in any manner be prejudicial to the interests of the concerned shareholders, creditors, employees and/ or general public at large.

(ii) The proposed scheme will have no detrimental effect on the shareholders of either the Transferor companies or Transferee company.

COST BENEFIT ANALYSIS

Though the Scheme would lead to incurring of some costs towards implementation of the Scheme, however the benefit of the Scheme over the long term horizon far outweigh such cost for the stakeholders of Prataap Snacks considering that the amalgamation would result in enhanced efficiency in cash management of the amalgamated entity and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities and to maximize shareholders value.

D. OVERVIEW AND OPERATION OF THIS SCHEME

This Scheme provides for the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in this Scheme. In addition to the above, this Scheme also provides for the various other matters consequential or otherwise integrally connected therewith.

E. SCHEME TO LEAD TO AMALGAMATION AS DEFINED IN SECTION 2(1B) OF INCOME TAX ACT, 1961

The Scheme shall lead to amalgamation of Transferor Companies into Transferee Company in a manner that:

(i) All the property of the Transferor Companies before the amalgamation shall become the property of Transferee Company by virtue of this Scheme; and

(ii) All the liabilities of Transferor Companies immediately before the amalgamation shall become the liabilities of Transferee Company by virtue of this Scheme.

F. PARTS OF THIS SCHEME

This Scheme is divided into the following parts:

Part I: Sets out the definitions of capitalized terms used in this Scheme and interpretation.

Part II: Sets out the share capital of the Transferor Companies and the Transferee Company.

Part III: Sets out the proposed amalgamation of the Transferor Companies with the Transferee Company and discharge of consideration in lieu thereof.

Part IV: Sets out the general terms and conditions that would be applicable to this Scheme.

PART I
DEFINITIONS

1. DEFINITIONS

1.1 In this Scheme, unless inconsistent with the subject or context thereof, the following expression shall have the meanings respectively assigned to them:

"**Act**" means the Companies Act, 2013 and shall include any other statutory amendment or re-enactment or restatement and the rules and/or regulations and/or other guidelines or notifications under law, made thereunder from time to time;

"**Appointed Date**" means 1st April, 2021 or such other date that may be mutually agreed between the Transferor Companies and the Transferee Company, and approved by the Tribunal;

"**Applicable Law**" means any applicable national, foreign, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Parties; (b) Permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Parties and shall include, without limitation relevant SEBI Regulations (*as defined below*) applicable on the Transferee Company;

"**Appropriate Authority**" means:

(i) The government of any jurisdiction (including any national, state, municipal or local government or any political or administrative subdivision thereof) and any department,

ministry, agency, instrumentality, court, central bank, commission or other authority thereof;

(ii) Any public international organization or supranational body and its institutions, departments, agencies and instrumentalities;

(iii) Any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi- governmental authority including (without limitation) SEBI (as defined hereinafter) and the Tribunal (as defined hereinafter); and

(iv) Any Stock Exchange.

"**Board**" in relation to the Transferor Companies and the Transferee Company, as the case may be, means the board of directors of such company, and shall include a committee of directors or any person authorised by the board of directors or such committee of directors duly constituted and authorised for the purposes of matters pertaining to the amalgamation under this Scheme or any other matter relating thereto;

"**Business Day**" means a day (other than a Saturday, a Sunday or a public holiday) when commercial banks are open for ordinary banking business in Rajkot, Gujarat and Indore, Madhya Pradesh;

"**Designated Stock Exchange**" means NSE;

"**Effective Date**" means the last of the dates on which certified copies of order of the Tribunal under Sections 230 to 232 of the Companies Act, 2013 sanctioning the Scheme, are filed with the respective office(s) of the RoC by the Transferor Companies and Transferee Company. Reference in this Scheme to the date of "**coming into effect of this Scheme**" or "**effectiveness of this Scheme**" shall mean the Effective Date;

"**Encumbrance**" means (i) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any Person; (ii) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, selling, assigning, pledging, hypothecating, or creating a security interest in, place in trust (voting or otherwise), receipt of income or exercise; or (iii) any equity, assignments hypothecation, title retention, restriction, power of sale or other type of preferential arrangements; or (iv) any agreement to create any of the above; the term "**Encumber**" shall be construed accordingly;

"**INR**" or "**Rs.**" or "**Rupees**" means Indian Rupees, the lawful currency of the Republic of India;

"**Parties**" shall mean collectively the Transferor Companies and the Transferee Company and "**Party**" shall mean each of them, individually;

"**Permits**" means all consents, licenses, permits, permissions, authorisations, rights, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations or filings from any Appropriate Authority;

"**Person**" shall mean any natural person, limited or unlimited liability company, corporation, partnership (whether limited or unlimited), proprietorship, Hindu undivided family, trust, union,

association, any Appropriate Authority or any agency or political subdivision thereof or any other entity that may be treated as a person under Applicable Law;

"**Record Date**" in relation to Part III means a date, 7th (Seventh) Business Day from the Effective Date, for the purpose of determining the shareholders of the Transferor Company 1 for issue of the equity shares of Transferee Company pursuant to this Scheme;

"**RoC**" means the relevant Registrar of Companies having jurisdiction over the Transferor Companies and the Transferee Company, as the case may be;

"**Scheme**" means this scheme of amalgamation between Transferor Companies and the Transferee Company and their respective shareholders and creditors, with or without any modification approved or imposed or directed by the Tribunal or a SEBI;

"**SEBI**" means the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992;

"**SEBI Circular**" means circular number SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22 December, 2020 issued by SEBI or any other circular issued by SEBI applicable to scheme of arrangement, from time to time.

"**SEBI Regulations**" means the rules and regulations framed by SEBI from time to time including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued thereunder, including the SEBI Circular.

"**Stock Exchanges**" means BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") where the shares of the Transferee Company are listed and any other recognized stock exchange, as the case may be;

"**Taxation**" or "**Tax**" or "**Taxes**" means all forms of direct or indirect taxes and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, contributions and levies and whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, advance tax, minimum alternate tax or otherwise or attributable directly or primarily to the Transferor Companies or the Transferee Company or any other Person and all surcharges, education cess, penalties, charges, costs and interest relating thereto;

"**Tax Laws**" means all Applicable Laws, acts, rules and regulations dealing with Taxes including but not limited to the income tax, wealth tax, sales tax / value added tax, service tax, goods and services tax, excise duty, customs duty or any other levy of similar nature;

"**Transferor Companies**" means collectively, **Avadh Snacks Private Limited** a company incorporated under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat 361162 and **Red Rotopack Private Limited** a company incorporated under the Companies Act, 2013 having its registered office at Survey No. 128, Plot No. 3, Opp. Supertech, Nikava, Kalawad Gujarat 361162;

"Transferee Company" means Prataap Snacks Limited a public limited company incorporated under the Companies Act, 1956 having its registered office at Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore, Madhya Pradesh 452020; and

"**Tribunal**" or "**NCLT**" means the National Company Law Tribunal having jurisdiction over the Transferee Company and Transferor Companies, as the case may be.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Income Tax Act, 1961 and other Applicable Laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

1.2 In this Scheme, unless the context otherwise requires:

1.2.1 words denoting the singular shall include the plural and words denoting any gender shall include all genders;

1.2.2 headings, subheadings, titles, subtitles to Clauses, sub-Clauses and paragraphs are for information only and shall not form part of the operative provisions of this Scheme or the annexures hereto and shall be ignored in construing the same;

1.2.3 the words "include" and "including" are to be construed without limitation;

1.2.4 a reference to an article, clause, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;

1.2.5 references to days, months and years are to calendar days, calendar months and calendar years, respectively;

1.2.6 reference to a document includes an amendment or supplement to, or replacement or novation of, that document; and

1.2.7 word(s) and expression(s) elsewhere defined in this Scheme will have the meaning(s) respectively ascribed to them.

2. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

2.1 The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Tribunal or SEBI, unless otherwise specified in the Scheme, shall be effective from the Appointed Date but shall be operative from the Effective Date. Therefore, for all regulatory and tax purposes, the amalgamation would have been deemed to be effective from the Appointed Date of this Scheme.

PART II
SHARE CAPITAL

3. SHARE CAPITAL

3.1 The share capital of the Transferor Companies as on August 31, 2021 is as follows:

Avadh Snacks Private Limited

Particulars	INR
Authorised Share Capital	
1,00,00,000 equity shares of INR 10 each	10,00,00,000
Total	**10,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
6,50,000 equity shares of INR 10 each	65,00,000
1,01,563 equity shares of INR 10 each, paid up INR 6 each	6,09,378
Total	**71,09,378**

Red Rotopack Private Limited

Particulars	INR
Authorised Share Capital	
7,50,000 equity shares of INR 10 each	75,00,000
Total	**75,00,000**
Issued, Subscribed and Paid-up Share Capital	
7,50,000 equity shares of INR 10 each	75,00,000
Total	**75,00,000**

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Companies till the date of approval of the Scheme by the Board of the Transferor Companies.

3.2 The share capital structure of the Transferee Company as on August 31, 2021 is as follows:

Particulars	INR
Authorised Share Capital	
3,20,00,000 equity shares of INR 5 each	16,00,00,000
Total	**16,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
2,34,53,036 equity shares of INR 5 each	11,72,65,180
Total	**11,72,65,180**

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferee Company till the date of approval of the Scheme by the Board of the Transferee Company.

The equity shares of the Transferee Company are listed on the BSE and NSE.

PART III

AMALGAMATION OF TRANSFEROR COMPANIES WITH TRANSFEREE COMPANY

4. TRANSFER OF ASSETS AND LIABILITIES

4.1 With effect from the opening of business hours of Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Act and in compliance with Section 2(1B) and other relevant provisions of the Income Tax Act, 1961, the Transferor Companies shall stand amalgamated with the Transferee Company as a going concern and all assets, liabilities, contracts, arrangements, employees, Permits, licenses, records, approvals, etc. of the Transferor Companies shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, Permits, licenses, records, approvals, etc. of the Transferee Company by virtue of, and in the manner provided in this Scheme.

4.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date:

4.2.1 All assets of the Transferor Companies that are movable in nature or are otherwise capable of being transferred by manual delivery or actual and/ or constructive delivery or by paying over or endorsement and/ or delivery, the same may be so transferred and delivered by the Transferor Companies by operation of law without any further act or execution of an instrument with the intent of vesting such assets with the Transferee Company as on the Appointed Date;

4.2.2 Subject to Clause 4.2.3 below, with respect to the assets of the Transferor Companies, other than those referred to in Clause 4.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties) investments in shares, mutual funds, bonds and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other Persons, whether or not the same is held in the name of the Transferor Companies, shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company, with effect from the Appointed Date by operation of law as transmission, as the case may be, in favour of Transferee Company;

4.2.3 Without prejudice to the aforesaid, all the immovable property (including but not limited to the land, buildings, offices, tenancy rights related thereto, and other immovable property, including accretions and appurtenances), whether or not included in the books of the Transferor Companies, whether freehold or leasehold or under a license or permission to use (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immoveable property) shall stand transferred to and be vested in the Transferee Company, as successor to the Transferor Companies, without any act or deed to be done or executed by the Transferor Companies, as the case may be and/ or the Transferee Company. It is clarified that with effect from the Appointed Date, the Transferee Company shall be liable to pay the rent and taxes and fulfil all obligations in relation to the immovable properties and the relevant owners, licensors and lessors in accordance with the terms of the relevant lease/ license or rent agreements. Further, any security

deposits and advance/ prepaid lease/ license fee paid with respect to the immovable property shall accrue to the Transferee Company;

4.2.4 All the brands, trademarks of the Transferor Companies including registered (more particularly set out in **Schedule 1** hereto) and unregistered trademarks along with all rights of commercial nature including attached goodwill, title, interest, labels and brand registrations, copyrights, trademarks and all such other industrial and intellectual property rights of whatsoever nature shall stand transferred to the Transferee Company by operation of law. The Transferee Company shall take such actions as may be necessary and permissible to get the same transferred and/ or registered in the name of the Transferee Company;

4.2.5 All debts, liabilities, duties and obligations (debentures, bonds, notes or other debt securities) of the Transferor Companies shall, without any further act, instrument or deed be transferred to, and vested in, and/ or deemed to have been transferred to, and vested in, the Transferee Company, so as to become on and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies, and it shall not be necessary to obtain the consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 4;

4.2.6 Unless otherwise agreed to between the Parties, the vesting of all the assets of the Transferor Companies, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such Encumbrances shall be confined only to the relevant assets of Transferor Companies or part thereof on or over which they are subsisting on and no such Encumbrances shall extend over or apply to any other asset(s) of Transferee Company. Any reference in any security documents or arrangements (to which Transferor Companies are a party) related to any assets of Transferor Companies shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of Transferee Company. Similarly, Transferee Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of/ to be availed of by it, and the Encumbrances in respect of such indebtedness of Transferee Company shall not extend or be deemed to extend or apply to the assets so vested;

4.2.7 On and from the Effective Date and until the time, the name of the bank accounts of the Transferor Companies has been replaced with that of the Transferee Company, the Transferee Company shall be entitled to maintain and operate the bank accounts of the Transferor Companies in the name of the Transferor Companies and for such time as may be determined to be necessary by the Transferee Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company; and

4.2.8 Without prejudice to the foregoing provisions of Clause 4.2, the Transferor Companies, and the Transferee Company shall be entitled to execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary particulars and/ or modification(s) of charge, with the concerned RoC or filing of necessary applications, notices, intimations or letters with any Appropriate Authority or Person, to give effect to the above

provisions.

5. PERMITS

5.1 With effect from the Appointed Date, all the Permits (including the licenses and registrations granted by any Governmental, statutory or regulatory bodies) held or availed of by, and all rights and benefits that have accrued to, the Transferor Companies, pursuant to the provisions of Section 232 of the Act, shall without any further act, instrument or deed, be transferred to, and vest in, or be deemed to have been transferred to, and vested in, and be available to, the Transferee Company so as to become as and from the Appointed Date, the Permits, estates, assets, rights, title, interests and authorities of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible in Applicable Laws. Upon the Effective Date and until the Permits are transferred, vested, recorded, effected, and/ or perfected, in the record of the Appropriate Authority, in favour of the Transferee Company, the Transferee Company is authorised to carry on business in the name and style of the Transferor Companies, and under the relevant license and/ or Permit and/ or approval, as the case may be, and the Transferee Company shall keep a record and/ or account of such transactions.

5.2 Any statutory licenses (including certification, marks and license issued by Bureau of Indian Standards, if any), licenses under the Factories Act, 1948, manufacturing related licenses, permits, deposits, authorisations, approvals, recognitions and registrations granted by the Food Safety and Standards Authority of India (FSSAI), no objection certificates, permissions, consents, approvals, allotment or linkages required to be obtained or obtained or any applications made for the same by the Transferor Companies, as the case may be, shall stand vested in or be transferred to the Transferee Company without any further act or deed, and shall be appropriately granted/ mutated/ recorded by the statutory authorities concerned therewith in favour of the Transferee Company upon the vesting and transfer of the assets and liabilities of the Transferor Companies in the Transferee Company pursuant to this Scheme. All applications made by the Transferor Companies for obtaining any consent, permission, license or approval, allotment or linkages including applications for grant of transfer of lease shall stand transferred to and vest in the Transferee Company as if the Transferee Company was the applicant and the Transferee Company shall be entitled to all the rights, benefits and obligations arising therefrom.

6. CONTRACTS, DEEDS ETC.

6.1 All contracts, deeds, bonds, agreements, indemnities, guarantees or other similar rights or entitlements whatsoever, schemes, arrangements and other instruments, Permits, rights, entitlements, licenses (including the licenses granted by any Appropriate Authority) for the purpose of carrying on the business of the Transferor Companies, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Transferor Companies, or to the benefit of which the Transferor Companies may be eligible and which are subsisting or having effect immediately before this Scheme coming into effect, shall by endorsement, delivery or recordal or by operation of law pursuant to the order of the Appropriate Authority sanctioning the Scheme, and on this Scheme becoming effective be deemed to be contracts, deeds, bonds, agreements, indemnities, guarantees or other similar rights or entitlements whatsoever, schemes, arrangements and other instruments, Permits, rights, entitlements, licenses (including the licenses granted by any Appropriate Authority) of the Transferee Company. Such properties and rights described hereinabove shall stand vested in the Transferee Company and shall be deemed to be the property and become the property by operation of law as an integral part of the Transferee Company. Such contracts

and properties described above shall continue to be in full force and continue as effective as hitherto in favour of or against the Transferee Company and shall be the legal and enforceable rights and interests of the Transferee Company, which can be enforced and acted upon as fully and effectually as if it were the Transferor Companies. Upon this Scheme becoming effective, the rights, benefits, privileges, duties, liabilities, obligations and interest whatsoever, arising from or pertaining to contracts and properties, shall be deemed to have been entered into and stand assigned, vested and novated to the Transferee Company by operation of law and the Transferee Company shall be deemed to be the Transferor Companies substituted party or beneficiary or obligor thereto. It being always understood that the Transferee Company shall be the successor in the interest of the Transferor Companies. In relation to the same, any procedural requirements required to be fulfilled solely by the Transferor Companies (and not by any of its successors), shall be fulfilled by the Transferee Company as if it were the duly constituted attorney of the Transferor Companies.

6.2 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorised to execute any such writings on behalf and in the name of the Transferor Companies and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Transferor Companies.

6.3 The Transferee Company shall be entitled to the benefit of all insurance policies which have been issued in respect of the Transferor Companies and the name of the Transferee Company shall be substituted as "Insured" in the policies as if the Transferee Company was initially a party thereto.

7. EMPLOYEES

7.1 On the Scheme becoming effective, all employees, whether temporary or permanent employees and including all employees on probation, trainees and interns of the Transferor Companies in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Companies on the Effective Date. The Transferee Company undertakes to continue to abide by any agreement/settlement, if any, validly entered into by the Transferor Companies with any union/employee of the Transferor Companies recognized by the Transferor Companies. It is hereby clarified that the accumulated balances, if any, standing to the credit of the employees in the existing provident fund, gratuity fund and superannuation fund of which the employees of the Transferor Companies are members shall be transferred to such provident fund, gratuity fund and superannuation fund of the Transferee Company or to be established and caused to be recognized by the Appropriate Authorities, by the Transferee Company.

7.2 Pending the transfer as aforesaid, the provident fund, gratuity fund and superannuation fund dues of the employees of the Transferor Companies would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund respectively of the Transferor Companies.

7.3 Upon transfer of the aforesaid funds to the respective funds of the Transferee Company, the existing trusts, if any, created for such funds by the Transferor Companies shall stand dissolved and no further act or deed shall be required to this effect. It is further clarified that the services of the employees of the Transferor Companies will be treated as having been continuous, uninterrupted and taken into account for the purpose of the said fund or funds.

7.4 **Directors of the Transferor Companies**: It is hereby clarified that no directors of the Transferor Companies will be entitled for any directorship in the Transferee Company by the virtue of this Scheme.

8. LEGAL PROCEEDINGS

If any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature (hereinafter called the "**Proceedings**") by or against the Transferor Companies is pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation or of anything contained in this Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made. On and from the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Companies.

9. TAXES/ DUTIES/ CESS ETC.

Upon the Scheme becoming effective, by operation of law pursuant to the order of the Tribunal:

9.1 The unutilized credits relating to excise duties, sales tax, service tax, VAT, goods and services tax, minimum alternate tax or any other tax under the law as applicable, which remain unutilized in the electronic ledger of the Transferor Companies shall be transferred to the Transferee Company upon filing of requisite forms. Thereafter, the unutilized credit so specified shall be credited to the electronic credit ledger of the Transferor Companies and the input and capital goods shall be duly adjusted by the Transferee Company in its books of account.

9.2 Direct Taxes of whatsoever nature including advance tax, self-assessment tax, regular assessment taxes, tax deducted at source, dividend distribution tax, minimum alternative tax, wealth tax, if any, paid by the Transferor Companies shall be treated as paid by or on behalf of the Transferee Company and it shall be entitled to claim the credit, refund, adjustment for the same as may be applicable. Minimum alternative tax credit available to the Transferor Companies and any brought forward loss of the Transferor Companies under the Income Tax Act, 1961, if any, shall be available to the Transferee Company.

9.3 If the Transferor Companies are entitled to any benefits under incentive schemes and policies of Central Government or State Government or under Tax Laws including Goods and Service Tax Act, all such benefits under all such incentive schemes and policies shall be and stand vested in the Transferee Company.

9.4 The Transferee Company is expressly permitted to revise and file its income tax returns and other statutory returns, including tax deducted / collected at source returns, service tax returns, excise tax returns, sales tax / CENVAT / VAT / GST returns, as may be applicable and has expressly reserved the

right to make such provision in its returns and to claim unabsorbed depreciation, refunds, advance tax credits, credit of tax under Section 115JB of the Income Tax Act, 1961, credit of dividend distribution tax, credit of tax deducted at source, credit of foreign taxes paid/withheld, etc. if any, as may be required for the purposes of/consequent to implementation of the Scheme.

9.5 It is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, etc., the Transferor Companies, shall, if so required by the Transferee Company, issue notices in such form as the Transferee Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Transferee Company, as the person entitled thereto, to the end and intent that the right of the Transferor Companies, to recover or realize the same, stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

9.6 It is hereby clarified that, if any terms or provisions of the Scheme are found or interpreted to be inconsistent with the above provisions at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with conditions contained in Section 2(1B) of the Income Tax Act, 1961. Such modification will however not affect other parts of the Scheme.

10. CONSIDERATION

10.1 Cancellation of Shares held by Transferee Company

(a) The Transferor Company 1 is a subsidiary of the Transferee Company and the Transferee Company holds 6,79,986 (Six lakh seventy nine thousand nine hundred and eighty six) equity shares (including 1,01,563 (One lakh one thousand five hundred and sixty three) partly paid-up equity shares, INR 6 (Rupees Six only) paid-up against face value of INR10 (Rupees Ten only) each) in the Transferor Company 1, constituting 90.48% (Ninety point four eight per cent) of the issued share capital of the Transferor Company 1. On amalgamation of the Transferor Company 1 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company in the Transferor Company 1.

(b) The Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 and the Transferor Company 1 together with its nominee holds all the shares issued by the Transferor Company 2. Given that the Transferor Company 1 is a subsidiary of the Transferee Company (as mentioned in (a) above), on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company (indirectly through the Transferor Company 1) in the Transferor Company 2.

(c) Upon coming into effect of the Scheme, and in consideration of the amalgamation of each of the Transferor Companies into the Transferee Company in terms of this Scheme, all equity shares issued by the respective Transferor Companies and held by the Transferee Company (in Transferor Company 1) and Transferor Company 1 (in Transferor Company 2) and/or their respective nominees shall stand cancelled and extinguished without any further application, act

or deed and in lieu thereof, no allotment of shares in the Transferee Company shall be made to any person whatsoever.

10.2 **Amalgamation Consideration for Shareholders other than Transferee Company**

Upon this Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of this Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5/- (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date in the following share exchange ratio:

568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5 (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

10.3 The share exchange ratio has been arrived at on basis of the valuation report of Mr. Paras K. Savla, Registered Valuer.

10.4 The equity shares of the Transferee Company shall be issued in dematerialised form.

10.5 Upon this Scheme becoming effective, the equity shares of Transferee Company to be issued and allotted to the equity shareholders of the Transferor Company 1 (except the Transferee Company) pursuant to Clause 10.2 above shall be subject to the provisions of the memorandum of association and articles of association of the Transferee Company and shall rank pari passu from the date of allotment in all respects with the existing equity shares of Transferee Company including entitlement in respect of dividends.

10.6 The Transferee Company shall make necessary applications and carry out necessary formalities for listing of the equity shares with the Stock Exchanges as per applicable provisions of the Act and SEBI Regulations. Immediately upon receipt of such approval, the Transferee Company shall further take all necessary steps to ensure that trading of equity shares commences within the period prescribed by the SEBI Circular and SEBI Regulations. The equity shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are provided by the Stock Exchanges. There shall be no change in the shareholding pattern or control of the Transferee Company between the Record Date and listing of equity shares which may affect the status of approval of Stock Exchanges.

10.7 Fractional entitlements to which the shareholders of the Transferor Company 1 may be entitled on issue and allotment of equity shares in the Transferee Company, shall be rounded off to the nearest integer for the purposes of determining number of equity shares in the Transferee Company to be allotted to the shareholders of the Transferor Company 1.

10.8 The issue and allotment of the equity shares to the shareholders of the Transferor Company 1 (other than, for the avoidance of any doubt, the Transferee Company) as provided in this Scheme, is an integral part thereof and shall be deemed to have been carried out without requiring any further act on the part of the Transferee Company or its shareholders and as if the procedure laid down under Sections 42 and 62 of the Act and any other applicable provisions of the Act and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as may be applicable and such other statutes and regulations as may be applicable were duly complied with.

10.9 The equity shares shall be issued free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever to respective equity shareholder of Transferor Company whose name is recorded in the register of members of Transferor Company 1 as of the Record Date.

11. ACCOUNTING TREATMENT BY THE TRANSFEREE COMPANY IN RESPECT OF ASSETS AND LIABILITIES

11.1 Upon the Scheme coming into effect, the Transferee Company shall account for the amalgamation of the Transferor Companies in the books of accounts in accordance with "Pooling of Interest Method" of accounting as laid down in Appendix C of Ind AS-103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, in its books of accounts such that:

11.1.1 The Transferee Company shall record the assets and liabilities, if any, of the Transferor Companies vested in it pursuant to this Scheme, at the carrying values as appearing in the consolidated financial statements of Transferee Company;

11.1.2 The identity of the reserves shall be preserved and the Transferee Company shall record the reserves of the Transferor Companies, at the carrying amount as appearing in the consolidated financial statements of Transferee Company;

11.1.3 The value of all investments held by the Transferee Company in the Transferor Companies shall stand cancelled pursuant to amalgamation;

11.1.4 The difference, if any arising after taking the effect of clause 1.1 to 1.3 shall be transferred to "Capital Reserve Account" in the financial statements of the Transferee Company;

11.1.5 Pursuant to the amalgamation of the Transferor Companies with the Transferee Company, inter-company balances between Transferee Company and the Transferor Companies, if any, appearing in the books of the Transferee Company shall stand cancelled;

11.1.6 The Transferee Company shall settle the put liability towards remaining shareholders of Transferor Company 1 (shown as 'Deferred contingent consideration' in financial statements of Transferee Company) by issuance of fully paid up equity shares pursuant to Clause 10 of the Scheme. Issue of fully paid up equity shares by the Transferee Company shall be recorded at fair value;

11.1.7 In case of any differences in accounting policies between the Transferor Companies and the

Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies; and

11.1.8 Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period.

12. COMBINATION OF AUTHORISED CAPITAL AND CHANGE IN THE OBJECTS CLAUSE

12.1 Upon the Scheme becoming effective, the authorised share capital of the Transferor Company 1 amounting to Rs. 10,00,00,000 (Rupees Ten crore only) comprising of 1,00,00,000 (One crore) equity shares of Rs. 10 (Rupees Ten only) each and the authorised share capital of the Transferor Company 2 amounting to Rs. 75,00,000 (Rupees Seventy five lakhs only) comprising of 7,50,000 (Seven lakh fifty thousand) equity shares of Rs.10 (Rupees Ten only) each will get amalgamated with that of the Transferee Company without payment of any additional fees, duties and Taxes as the same have already been paid. The authorised share capital of the Transferee Company will automatically stand increased to that effect by simply filing the requisite forms, if required, with the RoC and no separate procedure or instrument or deed shall be required to be followed under the Act. The stamp duty and fees paid on the authorised capital of the Transferor Companies shall be utilized and applied to the increased authorised share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee and/or Taxes by the Transferee Company for increase in the authorised share capital to that extent. Consequently, Clause V of the Memorandum of Association of the Transferee Company shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 61 and 64 of the Act and other applicable provisions of the Act, as set out below:

V. The Authorised Share Capital of the Company is Rs. 26,75,00,000/- (Rupees Twenty six crore seventy five lakh only) divided into 5,35,00,000 (Five crore thirty five lakh) equity shares of Rs. 5 (Rupees Five only) each.

12.2 Consequently, Clause III(A) of the Memorandum of Association of the Transferee Company shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Section 13 of the Act and other applicable provisions of the Act by inserting the following new sub clause number 2:

2. To carry on the business of manufacturing, preserving, packaging, bottling, preparing, processing, marketing and selling foods including baby and dietetic foods, cereals, beverages, jams, jelly, pickles, cider, chutney, marmalades, mayonnaise, deserts, condiments, pancakes, doughnuts, vinegar, ketchup, sauces, juices, squashes, soups, gelatins, essences, ice creams, dairy products, fast food, frozen foods, khakhara, papad, and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, chocolate, chewing gum, toffees, sugar candies, lozenge, water ice products and mouth freshener.

12.3 Accordingly, the sub clauses of Clause III(A) of the Memorandum of Association of Transferee Company shall be read as under:

1. To carry on the business of manufacturing, producing, processing, stocking of and dealing in

processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers, various namkeens including extruded snacks and to run cold storage for storage of vegetables, fruits and food products.

2. To carry on the business of manufacturing, preserving, packaging, bottling, preparing, processing, marketing and selling foods including baby and dietetic foods, cereals, beverages, jams, jelly, pickles, cider, chutney, marmalades, mayonnaise, deserts, condiments, pancakes, doughnuts, vinegar, ketchup, sauces, juices, squashes, soups, gelatins, essences, ice creams, dairy products, fast food, frozen foods, khakhara, papad, and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, chocolate, chewing gum, toffees, sugar candies, lozenge, water ice products and mouth freshener.

12.4 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum of Association of the Transferee Company and the Transferee Company shall not be required to seek separate consent / approval of its shareholders for the alteration of the Memorandum of Association of the Transferee Company as required under Sections 13, 61 and 64 of the Act and other applicable provisions of the Act.

13 POWER TO GIVE EFFECT TO THIS PART

13.1. The Transferee Company shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

13.2. Upon coming into effect of the Scheme, the Transferee Company and/or the Transferor Companies shall, with reasonable dispatch or apply for transition of all licenses and statutory registrations of the Transferor Companies including but not limited to manufacturing licenses, product permissions, certificates, market authorisations, filings, dossiers (including experience and pre- qualification submissions), industrial licenses, municipal permissions, approvals, consent, permits, quotas, registration with FSSAI, incentives and subsidies.

14 DISSOLUTION OF THE TRANSFEROR COMPANIES AND VALIDITY OF RESOLUTIONS

14.1. Upon the effectiveness of this Scheme, the Transferor Companies shall be dissolved without winding up, and the Board and any committees thereof of the Transferor Companies shall without any further act, instrument or deed be and stand discharged. The name of the Transferor Companies shall be struck off from the records of the RoC and the Transferee Company shall make necessary filings, if any, in this regard.

14.2. Upon the coming into effect of this Scheme, the resolutions, if any, of the Transferor Companies, which

are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

15 OPERATIVE DATE OF THE SCHEME & RATIONALE FOR THE APPOINTED DATE

15.1. This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal under Sections 230 to 232 of the Companies Act, 2013 sanctioning the Scheme, are filed in the respective office(s) of the RoC by the Transferor Companies and Transferee Company. Such date is called as the Effective Date.

15.2. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

15.3. The Appointed Date has been fixed keeping in mind the objective of the Transferee Company of acquiring the ongoing business operations carried on by the Transferor Company 1 for reasons and benefits as more particularly set out in Section C of this Scheme and it is hereby declared and confirmed that it is not against the public interest.

16 SAVING OF CONCLUDED TRANSACTIONS

16.1. Subject to the terms of this Scheme, the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded after the Appointed Date till the Effective Date, to the end and intent the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company in accordance with this Scheme.

PART IV
GENERAL TERMS & CONDITIONS

17 DIVIDENDS

17.1. During the period between the date of approval of the Scheme by the Board of the Transferee Company and up to and including the Effective Date, the Transferor Companies shall not declare any dividend without the prior written consent of the Board of Directors of the Transferee Company.

17.2. For the avoidance of doubt, it is hereby declared that nothing in the Scheme shall prevent the Transferee Company from declaring and paying dividends, whether interim or final, to its equity shareholders. The shareholders of the Transferor Companies shall not be entitled to dividend, if any, declared by the Transferee Company prior to the Effective Date.

18 BUSINESS UNTIL EFFECTIVE DATE

18.1. With effect from the date when the Board of the Transferor Companies approves this Scheme and up

to and including the Effective Date, the Transferor Companies shall carry on its business in ordinary course consistent with past practice.

19 PROPERTY IN TRUST

19.1. Notwithstanding anything contained in this Scheme, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom pertaining to the Transferor Companies are transferred, vested, recorded, effected and/ or perfected, in the records of the Appropriate Authority(ies), regulatory bodies or otherwise, in favour of the Transferee Company, the Transferee Company is deemed to be authorised to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till the time entry is made in the records of the Appropriate Authority(ies) and till such time as may be mutually agreed by the Transferor Companies and the Transferee Company, the Transferor Companies will continue to hold the property and / or the asset, license, permission, approval, contract or agreement and rights and benefits arising therefrom, as the case may be, in trust for and on behalf of the Transferee Company.

20 APPLICATIONS/ PETITIONS TO THE TRIBUNAL

20.1. The Parties shall dispatch, make and file all applications and petitions under Sections 230 to 232 and other applicable provisions of the Act before the Tribunal, under whose jurisdiction, the registered offices of the respective Parties are situated, for sanction of this Scheme under the provisions of Applicable Law, and for dissolution of the Transferor Companies without being wound up.

20.2. The Parties shall be entitled, pending the sanction of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Transferee Company may require to own the assets and/ or liabilities of the Transferor Companies, and to carry on the business of Transferor Companies.

21 MODIFICATION OR AMENDMENTS TO THIS SCHEME

21.1. On behalf of each of the Transferee Company and the Transferor Companies, the Board of the respective companies acting themselves or through authorised persons, may consent jointly but not individually, on behalf of all persons concerned, to any modifications or amendments of this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by all of them (i.e. the Boards Transferee Company and the Transferor Companies) and solve all difficulties that may arise for carrying out this Scheme and do all acts, deeds and things necessary for putting this Scheme into effect.

21.2. For the purpose of giving effect to this Scheme or to any modification thereof the Boards of the Transferee Company and Transferor Companies acting themselves or through authorised persons may jointly but not individually, give and are jointly authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

22 CONDITIONS PRECEDENT

22.1. Unless otherwise decided (or waived) by the relevant Parties, the Scheme is conditional upon and subject to the following conditions precedent:

22.1.1. Obtaining no-objection/ observation letter from the Designated Stock Exchange in relation to the Scheme under the SEBI Regulations;

22.1.2. Approval of the Scheme by the requisite majority of each class of shareholders of the Transferor Companies and the Transferee Company and such other classes of persons of the Transferor Companies and the Transferee Company, if any, as applicable or as may be required under the Act and as may be directed by the Tribunal;

22.1.3. No business shutdown event or material adverse effect (as agreed between the Transferor Companies and the Transferee Company) having occurred in relation to the Transferor Companies;

22.1.4. The sanctions and orders of the Tribunals, under Sections 230 to 232 of the Act for approving the Scheme, being obtained by the Transferor Companies and the Transferee Company;

22.1.5. Certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the concerned RoC having jurisdiction over the Parties by all the Parties; and

22.1.6. Any other matters expressly agreed as conditions precedent to the effectiveness of the Scheme as amongst the Parties in writing.

22.2. It is hereby clarified that submission of this Scheme to the Tribunals and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defenses the Transferee Company and the Transferor Companies may have under or pursuant to all Applicable Laws.

23 EFFECT OF NON-RECEIPT OF APPROVALS AND MATTERS RELATING TO REVOCATION/ WITHDRAWAL OF THIS SCHEME

23.1. The Transferee Company and the Transferor Companies acting jointly through their respective Boards shall each be at liberty to withdraw from this Scheme.

23.2. In the event of any of the said sanctions and approvals not being obtained and/or the Scheme not being sanctioned by the Tribunal, and/or the order or orders not being passed as aforesaid on or before 12 (Twelve) months from the date of approval of the Scheme by the Boards of the Parties or within such other period as may be mutually agreed upon, between the Transferee Company and the Transferor Companies through their respective Boards or their authorised representative, this Scheme shall become null and void and each Party shall bear and pay its respective costs, charges and expenses for and/ or in connection with this Scheme.

23.3. In the event of revocation/ withdrawal under this Clause 23, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Transferee Company and Transferor Companies or their respective shareholders or creditors or employees or any other Person, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has

arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the Applicable Law and in such case, each Party shall bear its own costs, unless otherwise mutually agreed.

23.4. If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferee Company and the Transferor Companies through their respective Boards, affect the validity or implementation of the other parts and/ or provisions of this Scheme.

24 COSTS AND TAXES

24.1. Parties have agreed to bear the costs, charges and expenses (including, but not limited to, any taxes and duties, registration charges, etc.) in relation to carrying out, implementing and completing the terms and provisions of this Scheme and/ or incidental to the completion of this Scheme in the following manner:

24.1.1. The Transferee Company shall bear the stamp duty costs in connection with the Scheme; and

24.1.2. All other costs, charges and expenses (including, but not limited to, any taxes and duties, registration charges, etc.) in relation to carrying out, implementing and completing the terms and provisions of this Scheme and/ or incidental to the completion of this Scheme shall also be borne by the Transferee Company.

[Signature blocks of the Parties as follows]

Transferee Company	**Transferor Company 1**	**Transferor Company 2**
Prataap Snacks Limited through its Authorised Signatory AMIT KUMAR KUMAT Digitally signed by AMIT KUMAR KUMAT DN: c=IN, o=Personal, 2.5.4.20=89e0b4b4ec55dcf019d99152fc5e8d63eafe11b09a407a5e1f0247f0e28ba68e, postalCode=452001, st=MADHYA PRADESH, serialNumber=2acc776ed9ea31d09c8454b2df7618d480e8abf5d296ba92ccab61f8b41e7fa9, cn=AMIT KUMAR KUMAT, l=INDORE, title=9689, pseudonym=968920210225130329924, email=AMIT@YELLOWDIAMOND.IN Date: 2022.02.21 13:21:02 +05'30'	**Avadh Snacks Private Limited** through its Authorised Signatory NEEL RASIKBHAI JAGANI Digitally signed by NEEL RASIKBHAI JAGANI Date: 2022.02.21 13:09:32 +05'30'	**Red Rotopack Private Limited** through its Authorised Signatory NEEL RASIKBHAI JAGANI Digitally signed by NEEL RASIKBHAI JAGANI Date: 2022.02.21 13:10:06 +05'30'
Name: **Amit Kumat** Title: Managing Director and Chief Executive Officer DIN: 02663687	Name: **Neel Rasikbhai Jagani** Title: Director DIN: 07357621	Name: **Neel Rasikbhai Jagani** Title: Director DIN: 07357621

SCHEDULE 1

List of intellectual properties of the Transferor Companies as on includes the following:

S.No.	Trademark	Trademark Application Number	Class	Status
1.	AVADH WITH DEVICE OF CAP	3165387	29	Registered
2.	AVADH	2270881	30	Registered
3.	AVADH WITH DEVICE OF CAP	3165386	30	Registered
4.	AVADH WITH DEVICE OF CARTOON AND GATHIYA	3165388	30	Registered
5.	AVADH	3771495	30	Registered
6.	AVADH	3771494	30	Accepted & Advertised

Paras K. Savla
Registered Valuer
Asset Class - Securities or Financial Assets
Reg. No. IBBI/RV/06/2018/10102

Annexure-2

904, Centrum IT Park,
Opp. TMC Office, Wagle Estate,
S G Barwe Road, Thane 400604

Date: 29-09-2021

To,

The Board of Directors **Prataap Snacks Limited** Khasra No 378/2, Nemawar Road, Near Makrand House, Indore, MP 452020 IN	The Board of Directors **Avadh Snacks Private Limited** R.S.NO. 123/P3, New R.S. NO. 128, Ind. Plot No 1, Nikava, Jamnagar, GJ 361162 IN	Board of Directors, **Red Rotopack Private Limited** Survey No. 128, Plot No 3, Opp. Supertech, Nikava, Kalawad, Gujarat – 361162

Dear Sirs,

Sub: Determination of share swap ratio for the proposed scheme of amalgamation between "Prataap Snacks Limited", "Avadh Snacks Private Limited" and "Red Rotopack Private Limited"

I have been appointed to undertake valuation of Prataap Snacks Limited ('PSL' or "Transferee Company"), Avadh Snacks Private Limited ("ASPL" or "Transferor Company 1'') and Red Rotopack Private Limited ("RRPL" or "Transferor Company 2") (collectively referred to as "companies'') for recommending the share swap ratio in this report ("Report") for the proposed scheme of amalgamation ("The Scheme"), as required under Section 230 read with Section 232 and other relevant provisions of the Companies Act 2013 and as per SEBI circulars No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, CFD/DIL3/CIR/2017/26 dated March 23, 2017 r.w. Master Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22-12-2020 and in accordance with the terms of engagement. The Transferor Company 1 and the Transferor Company 2 are hereinafter collectively referred to as the "Transferor Companies".

1. **Brief Background of Transferor Company 1 [ASPL]**
   - ASPL is a private company, incorporated under the provisions of the Companies Act, 2013, bearing corporate identity number U15132GJ2017PTC098837, having its registered office at R.S.NO. 123/P3, New R.S. NO. 128, Ind. Plot No 1, Nikava, Jamnagar, GJ 361162 IN.
   - ASPL was incorporated on August 25, 2017. It is, inter alia, engaged in the business of snacks foods.
   - ASPL is a subsidiary of PSL. PSL holds 90.48% of the issued share capital of ASPL.
   - ASPL has a wholly owned subsidiary, RRPL.

- Equity Capital Structure as on August 31, 2021

Particulars	INR
Authorised Share Capital	
1,00,00,000 Equity Shares of INR 10/- each	10,00,00,000
Issued, Subscribed and Paid-up Capital	
6,50,000 Equity Shares of INR 10/- each	65,00,000
1,01,563 Equity Shares of INR 10/- each, paid up INR 6/- each	6,09,378
Total	**71,09,378**

Shares held by PSL in ASPL

Particulars
578,423 Equity Shares of INR 10/- each, fully paid up
101,563 Equity Shares of INR 10/- each, paid up INR 6/- each

2. **Brief Background of Transferor Company 2 [RRPL]**

- RRPL is a private company, bearing Corporate Identity Number U25199GJ2015PTC085423, having its registered office at Survey No. - 128, Plot No. 3, Opp. Supertech, Nikava, Kalawad Gujarat 361162.

- The Transferor Company 2 is engaged, inter alia in manufacturing, processing, buying, selling, importing, exporting and other wise dealing all kinds card-board packing plastic packing, roto printing, polythene packing gunny bags, containers, bottles, hollow wares, whether made of leather plastic, and all types of packing solutions.

- RRPL is the wholly owned subsidiary of ASPL.

- Equity Capital Structure as on August 31, 2021

Particulars	INR
Authorised Share Capital	
7,50,000 Equity Shares of INR 10/- each	75,00,000
Issued, Subscribed and Paid-up Capital	
7,50,000 Equity Shares of INR 10/- each	75,00,000
Total	**75,00,000**

3. **Brief Background of Transferee Company [PSL]**

- The Transferee Company is a publicly listed company, incorporated under the provisions of the Companies Act, 1956, bearing corporate identity number L15311MP2009PLC021746, having its registered office at Khasra No 378/2, Nemawar Road, Near Makrand House, Indore, MP 452020 IN.

- The Transferee Company was incorporated on March 23, 2009. PSL is an Indian Snack Foods Company. It offers multiple variants of products across categories of Potato Chips, Extruded Snacks, Namkeen (traditional Indian snacks) under the 'Yellow Diamond' brand.
- The equity shares of PSL are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).
- PSL holds 90.48% issued share capital in the transferor company.
- Equity Capital Structure as on August 31, 2021

Particulars	INR in Mn
Authorised Share Capital	
3,20,00,000 Equity Shares of INR 5/- each.	16,00,00,000
Issued, Subscribed and Paid-up Capital	
2,34,53,036 Equity Shares of INR 5/- each.	11,72,65,180
Total	**11,72,65,180**

4. Valuation Background and Purpose

- I have been informed that the Board of Directors of the companies are considering a scheme of arrangement for amalgamation of Transferor Companies with Transferee Company with effect from "April 01, 2021" ("Appointed Date") in accordance with the provisions of section 230 to 232 of Companies Act, 2013, Section 2(1B) of the Income Tax Act, 1961 and other applicable provisions subject to necessary approvals.
- PSL is the holding company of ASPL and holds 90.48% of the issued share capital of ASPL.
- In consideration of the amalgamation of ASPL and RRPL with PSL, Equity Shares of INR 5/- each, fully paid of PSL would be issued to equity shareholders of ASPL, except to PSL. Shares held by PSL shall be cancelled and extinguished.

5. Sources of Information

For the purpose of valuation exercise, I have relied upon the following sources of information as provided to me by the management of the company:

(a) Audited Financial Statements of the companies for the year ended March 31, 2021
(b) Unaudited Financial Statements of PSL for the period year June 30, 2021
(c) Management certified consolidated financial projections of ASPL for the period October 1, 2021 to March 31, 2028
(d) Draft scheme of amalgamation between the companies

(e) Other relevant details regarding the Companies such as their history, past and present activities, future plans and prospects, existing shareholding pattern and other relevant information and data, including information in the public domain.
(f) Such other information and explanations as I have required and which has been provided by the Management
(g) Research websites such as investing.com, Capital IQ and Stern NYU

The Management has been provided with the opportunity to review the Draft Report (excluding the recommended Share Swap Ratio) as a part of my standard practice to make sure that factual inaccuracies/omissions are avoided in my final report.

6. Valuation Base

As per Indian Valuation Standard 102 issued by The Institute of Chartered Accountants of India, Valuation Base means the indication of the type of value being used in engagement. In this engagement, Fair Value as determined shall be considered as the valuation base.

7. Valuation Approach and Date

i. The valuation exercise involves selecting a method suitable for the purpose of valuation, by the exercise of judgment by the valuer, based on the facts and circumstances as applicable to the business of the company to be valued.

ii. As mentioned earlier, the present valuation exercise is being undertaken in order to derive the fair share swap ratio for the purpose of the amalgamation of ASPL and RRPL with PSL.

iii. Management of the companies have represented that considering the regulatory requirement, the share swap ratio is to be carried out as on September 28, 2021 ("Valuation Date").

8. Valuation Methodology

i. Valuation by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinions may differ due to the number of separate judgment decisions. There can, therefore, be no standard formulae to establish an indisputable value, although certain formulae are helpful in assessing reasonableness. The International Accounting Standard Board (IASB), which is the independent standard setting body of the IFRS Foundation, has set out two internationally accepted valuation methodologies for arriving at the fair value of a share namely, the income approach and the market approach.

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ii. For the purpose of determining fair value, a valuer may, therefore, use any of the approaches as per the generally / internationally accepted valuation methodologies which in its opinion are most appropriate based on the facts of each valuation.

iii. The internationally / generally accepted valuation methodologies have been discussed hereinafter, along with the reasons for the choice of approach used based on the facts of the company.

(A) **Market Approach**

Under this approach the valuation is done on the basis of the quoted market price of the company in case it is a publicly-traded company, or publicly traded comparable businesses / date is reviewed in order to identify a peer group similar to the subject company and then their multiples are applied to the entity being valued to determine the fair value. Usually under the market-based approach, the methods that may be applied are:

Market Price ("MP") Method
Under this method, the market price of an equity shares of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

Comparable Companies Multiple ("CCM") Method
This valuation approach is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. The value is determined on the basis of multiples derived from valuations of comparable companies, as manifest in the stock market valuations of listed companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

(B) **Asset Approach**

Under this approach, the book value / replaceable value / realizable value of the underlying assets of the company is determined to arrive at the value of the business, depending on the facts and circumstances applicable to a company. Usually, under the asset-based approach, the methods that maybe applied are Net Book Value Method, Net Replaceable Value, Net Realizable Value.

(C) **Income Approach**

Usually, under the Income-Based Approach, the methods that maybe applied are Discounted Cash Flow (DCF) Method or the Price Earning Capacity Value (PECV) Method.

Under DCF approach, the future free cash flows of the business are discounted to the valuation

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date to arrive at the present value of the cash flows of the business or capitalized using a discount rate depending on the capital structure of the company. This approach also takes into account the value of the business in perpetuity by the calculation of terminal value using the exit multiple method or the perpetuity growth method, whichever is appropriate.

Under PECV method, the average earning on the basis of the past 3-5 year are first determined, adjustments are then made for any exceptional transactions or items of non- recurring nature. The adjusted average earnings are then capitalized at an appropriate rate to arrive at the value of business. The capitalization rate so factored has to be decided depending upon various factors such as the earning trend in the industries, P/E prevailing in the industries etc. After this, the normalized earnings are then capitalized at an appropriate discount rate.

9. **Recommendation of Fair Share Swap Ratio for the proposed scheme of amalgamation**

i. My exercise is to work out the relative value of shares to facilitate the determination of a fair share swap ratio.

ii. In order to consider reasonable methods for the valuation exercise, I have referred the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 as amended from time to time ('ICDR Regulations') and the specific information/explanations. I have considered the following respective methods for the valuation:

- **PSL: Valuation of Equity Shares of INR 5/- each, fully paid.**

i. The issuance of shares under schemes in case of allotment of shares only to a select group of shareholders or shareholders of unlisted companies pursuant to such schemes shall follow the pricing provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (hereinafter referred to as "the ICDR Regulations")[1].

ii. The equity shares of PSL are traded on BSE and NSE. As per definition provided under Regulation 164 (5) of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 the shares of PSL are frequently traded shares.

iii. Regulation 164(1) states the price of the equity shares shall be not less than higher of the following -
   (a) Average of the weekly high and low of the volume weighted average price during the 26 weeks preceding September 29, 2021; or
   (b) Average of weekly high and low of the volume weighted average price during the 2 weeks preceding September 29, 2021.

[1] SEBI Circulars CFD/DIL3/CIR/2017/21 dated March 10, 2017 and CFD/DIL3/CIR/2017/26 dated March 23, 2017) read with SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22-12-2020

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iv. The Regulation 164 specifies the minimum price for issue of shares on a preferential basis. The Pricing Formula provided in Regulation 164 (1) has been considered for arriving at the value per equity share of PSL under the Market Price Method.

v. I have also considered EV/EBITDA trailing multiples of certain comparable companies of PSL engaged in the similar businesses to compute the Value per equity share using Comparable Companies Method.

vi. Considering the foregoing, Market Price Method and Comparable Companies Method under the Market Approach has been considered and equal weights have been applied for valuation of equity shares of PSL. The value so determined is exceeding the minimum price prescribed under regulation 164. In view of this value so determined is in compliant with the pricing provisions of Chapter V of the ICDR Regulations.

vii. The Asset Approach does not reflect the intrinsic value of the business in a going concern scenario. Further, since PSL is a listed company on NSE and BSE, information related to future profitability is price sensitive in nature and hence the management has not provided us with the projected financial statements of PSL. In view of this, I have not considered Income approach and Asset approach for valuation of equity shares of PSL.

- **ASPL: Valuation of equity shares of ASPL**

i. RRPL is wholly owned subsidiary of ASPL and thus no separate valuation is done for RRPL but instead consolidated financials were adopted for ASPL to arrive at the consolidated value.

ii. The Asset Approach does not reflect the intrinsic value of the business in a going concern scenario. Therefore, I have not considered Asset approach for the valuation of ASPL & RRPL.

iii. The management has provided consolidated projections of ASPL and the same has been considered for valuation to arrive at value based on the Discounted Cash Flow method. The management is of the view that it will take about 7 years to achieve normalized growth, and thus for this reason, for the purpose of valuation projected financials for 7 years have been considered. Additionally, cost of equity has been arrived through widely accepted CAPM methodology adjusted for company specific circumstances.

iv. Comparable Companies Multiple Method ('CCM') has been considered for the valuation of ASPL, based on the peer companies as identified.

v. Further weightage of 60% has been considered for Income Approach as it captures the entire growth prospects of the company appropriately. Multiples based market approach has been assigned weightage of 40% given that fact that it is based on historic fundamentals of the company.

vi. Valuation through CCM approach is determined for minority holding. Since, post-merger the Transferee Company shall gain complete control on the business operations of the transferor, additional control premium of 20% has been considered.

10. **Conclusion**

The fair share swap ratio has been arrived at on the basis of relative valuation of the Transferor & Transferee Companies based on the approach/method explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Companies, having regard to the information bases, key underlying assumptions and limitations. For this purpose, I have assigned appropriate weights to the values arrived at under each approach/method.

In the ultimate analysis, the valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors. E.g. present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of balance sheets but which will strongly influence the worth of a share. This concept is also recognised in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 2019 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

> *"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the share, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is art, not an exact science. Mathematical certainty is not demanded nor indeed is it possible."*

PSL holds 90.48% of the issued share capital of ASPL and since ASPL holds 100% of share capital of RRPL, Equity Shares of INR 5/- each of PSL will be issued only to minority shareholders of ASPL other than PSL. In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove earlier in this report, in my opinion, a recommended share swap ratio would be as under -

- **To the external shareholders of ASPL – Swap ratio – 5.68:1 or 568 : 100**
  568 Equity Shares of INR 5/- each, Fully paid up of PSL to be issued to the external shareholders of ASPL for every 100 shares of ASPL.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its area of operations unless otherwise states, and the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this valuation Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the financial statements of the Companies.

This conclusion is subject to the Statement of Assumptions and Limiting Conditions stated in Annexure-II. I have no obligation to update this report or my conclusion of value for information that comes to my attention after the date of this report.

In accordance with my standard practice, the Management has been provided with an opportunity to review factual information in my draft Certificate to ensure that factual inaccuracies, omissions etc. are avoided in my final Certificate. I state that I am independent of the shareholders, directors and management of PSL, ASPL and RRPL and do not have any financial association with the shareholders, directors and management of PSL, ASPL and RRPL other than receipt of fees in connection with the professional services provided. My fee for the engagement is not contingent upon the results reported.

Paras K. Savla
Registered Valuer
Reg. No. IBBI/RV/06/2018/10102

Encl.

1. Annexure-I - Valuation Summary
2. Annexure-II - Statement of Assumptions and Limiting Conditions

Annexure I - Valuation Summary

Determination of Share Swap Ratio -

Valuation Approach	PSL (A)		ASPL (B)	
	Value per share	Weight	Value per share	Weight
Income Approach	NA	0%	4,446.22	60%
Asset Approach	NA	0%	NA	0%
Market Approach	738.80	100%	3,821.11	40%
Value per share (INR)	**738.80**		**4,196.17**	
Share Swap Ratio (B/A)	**5.68**			

In case of ASPL, weightage of 60% has been considered for Income Approach as it captures the entire growth prospects of the company appropriately. Multiples based market approach has been assigned weightage of 40% given that fact that it is based on historic fundamentals of the company.

A. Value per Equity share of PSL:

Approach	Value per share	Weight	Value per share
Income Approach	NA	0%	-
Asset Approach	NA	0%	-
Market Approach			
- Market Price Method (a)	683.09	50%	341.54
- Comparable Companies Method (b)	794.51	50%	397.25
Value per share of PSL (INR)	**738.80**		

a. Market Price Method

As explained in the methodology earlier, the market price is considered as higher of following:

i. Average of the weekly high and low of the volume weighted average price during the 26 weeks preceding September 29, 2021; or

ii. Average of weekly high and low of the volume weighted average price during the 2 weeks preceding September 29, 2021.

Accordingly, 26-week and 2-week VWAP average is computed using the VWAP of share prices of PSL as traded in BSE & NSE.

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Duration	BSE - Average VWAP	NSE - Average VWAP
26-week VWAP Average	646.76	647.10
2-week VWAP Average	683.09	681.33
Highest of all of the above	**683.09**	
Value per share of PSL	**683.09**	

b. Comparable Companies Method

Details	A	B	C=A*B
	TTM Amount (in INR Mn)	Average Multiples of Comparable Companies	Enterprise Value
Operational EBITDA	517.35	36.24	18,746.77
Enterprise Value *(in INR Mn)*			**18,746.77**
Less: Net Debt *(in INR Mn)*			-113.14
Equity Value ***(in INR Mn)***			**18,633.63**
Number of Shares *(in Mn)*			23.45
Value Per Share ***(INR/share)***			**794.51**

B. Value per Equity share of ASPL:

- ASPL has issued 751,563 shares of face value INR 10/- each. Of such shares, 650,000 shares are fully paid up and 101,563 shares are party paid up INR 6 each. Hence, weighted average shares 710,938 are considered for the determination of fair value per share in case of ASPL.
- Valuation through CCM approach is determined for minority holding. Since, post-merger the Transferee Company shall gain complete control on the business operations of the transferor, additional control premium of 20% has been considered

a. Income Approach – Discounted Cash Flow Method

(INR in Mn)

Particulars	FY22	FY23	FY24	FY25	FY26	FY27	FY28
Cash Flow from Operations	81.08	145.16	202.02	280.39	353.45	381.73	392.60
Capex	(10.00)	(88.44)	(10.00)	(143.38)	(10.00)	(10.00)	(10.00)
Interest Income / (Interest Expense)	3.86	5.73	11.85	16.45	27.58	39.93	53.00
Changes in Debt	-	-	-	-	-	-	-
Free cash flow to Equity ('FCFE')	**74.95**	**62.45**	**203.87**	**153.45**	**371.04**	**411.66**	**435.60**
Terminal Value							4,356.66
Total FCFE	**74.95**	**62.45**	**203.87**	**153.45**	**371.04**	**411.66**	**4,792.26**
No of months	6	12	12	12	12	12	12
Adjusted FCFE	**37.47**	**62.45**	**203.87**	**153.45**	**371.04**	**411.66**	**4,792.26**
Period factor	0.5	1.5	2.5	3.5	4.5	5.5	6.5
Discount factor	0.93	0.81	0.70	0.60	0.52	0.45	0.39
PV of FCFE	**34.87**	**50.31**	**142.21**	**92.68**	**194.01**	**186.37**	**1,878.44**

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Particulars	Value
Equity value *(INR in Mn)*	**2,578.88**
Less: Debt *(INR in Mn)*	-
Add: Cash & FDs *(INR in Mn)*	55.28
Equity value *(INR in Mn)*	**2,634.15**
No of Shares	710,938
Value Per Share (INR/share)	**3,705.18**
Add: Control Premium	20.0%
Value Per Share of ASPL (INR/share)	**4,446.22**

Notes:

DCF is prepared using Free Cash Flow to Equity (FCFE) approach. Following this approach, the Free Cash Flows are discounted with the Cost of Equity (COE).

Terminal Value - Terminal value is the value of a project's expected cash flow beyond the explicit forecast horizon. In this case, terminal value is computed using the terminal growth rate of 5%.

Cost of Equity:

Cost of Equity (COE)	Value
Risk Free Rate	6.23%
Equity Risk Premium	6.85%
Beta	0.90
Gross Cost of Equity	**12.40%**
Illiquidity Premium	20.0%
Net Cost of Equity	**15.50%**

Risk free rate:

The nominal risk-free rate of return is considered as 6.227%. 10-year Government of India securities yield as on the valuation date is used for the purpose of arriving at nominal risk-free rate.

Equity risk premium:

The Risk Premium R(m) based on the normal long-term return from the Indian stock market. We have considered the risk premium of 6.85%.

Beta:

Beta is a measure of the volatility, or systematic risk, of a security or a portfolio in comparison to the market as a whole. Median Beta of comparable companies engaged in similar business is considered.

Illiquidity Premium:

Illiquidity premium is a premium demanded by investors when any given security cannot be easily converted into cash for its fair market value. In the instant case, the illiquidity premium of 20% premium is considered.

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b. ***Market Approach – Comparable Companies Method***

Details	A	B	C=A*B
	TTM Amount (in INR Mn)	Median Multiple of Comparable Companies	Enterprise Value
Operational EBITDA	66.11	33.41	2,208.53
Enterprise Value *(in INR Mn)*			**2,208.53**
Less: Debt (INR in Mn)			-
Add: Cash & FDs *(INR in Mn)*			55.28
Equity Value ***(in INR Mn)***			**2,263.81**
Number of Shares			710,938
Value Per Share ***(INR/share)***			**3,184.26**
Add: Control Premium			20.0%
Value Per Share of ASPL ***(INR/share)***			**3,821.11**

Annexure-II - Assumptions and Limiting Conditions

This valuation is subject to the following assumptions and limiting conditions:

1. This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. My client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use. I do not take any responsibility for the unauthorized use of this report.

2. I owe responsibility to only to the client that has appointed me under the terms of the engagement letters. I will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall I be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the client or companies, their directors, employees or agents.

3. While my work has involved an analysis of financial information and accounting records, my engagement does not include an audit in accordance with generally accepted auditing standards of the clients existing business records. Accordingly, I express no audit opinion or any other form of assurance on this information.

4. I do not provide assurance on the achievability of the results forecast by the management/owners as events and circumstances do not occur as expected; differences between actual and expected results may be material. I express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

5. The valuation of companies and assets is made based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is no indisputable single value and the estimate of the value is normally expressed as falling within a likely range. To comply with the client's request, I have provided a single value for the overall purpose of this report. Whilst, I consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.

6. The client and its management/representatives warranted to me that the information they supplied was complete, accurate and true and correct to the best of their knowledge. I have relied upon the representations of the clients, their management and other third parties concerning the financial data, operational data and maintenance schedule of all plant-machinery-equipment-tools-vehicles, real estate investments and any other investments in tangible assets except as specifically stated to the contrary in the report. I shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee or agents.

7. I have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, I assume no liability for the truth or accuracy of any data, opinions or

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estimates furnished by others that have been used in this analysis. Where I have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

8. The report assumes that the company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet/fixed assets register provided to us.

9. The valuation report is tempered by the exercise of judicious discretion by the valuers, taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

10. I am fully aware that based on the opinion of value expressed in this report, I may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking my evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and tendering evidence before such authority shall be under the applicable laws.

11. While my work has involved an analysis of financial information and accounting records, my engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, I assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of you and the client. My report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

12. The actual market price achieved may be higher or lower than my estimate of value depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, my valuation conclusion will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. I also emphasize that my opinion is not the only factor that should be considered by the parties in agreeing the transaction price.

13. An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to me as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.

14. In the course of the valuation, I was provided with both written and verbal information. I have however, evaluated the information provided to me by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. My conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company.

15. I am independent of the company and have no current or expected interest in the Company or its assets. The fee paid for my services in no way influenced the results of my analysis.

16. My report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared.

17. The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

18. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

19. Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it nor may it be used for any purpose by anyone other than those enumerated in this report without my written consent.

20. Neither all nor any part of the contents of this report (especially the conclusion of value, the identity of any valuation specialist(s), or the firm with which such valuation specialists are connected or any reference to any of their professional designations) should be disseminated to the public (except in cases where the report needs to be provided before any Government Authority) through advertising media, public relations, news media, sales media, mail, direct transmittal, or any other means of communication without my prior written consent and approval. I retain the right to deny permission for the same.

21. Though some similarities exist between the conclusion of value as used for this purpose and others, it would be incorrect to use the value as determined within my report for any other purposes due to specific timing, performance, and marketability issues that arise in evaluating the fair market value of a company. Accordingly, any such use of the value as determined within this report for other purposes would be inaccurate and possibly misleading and no such use shall be made out of the context presented herein.

22. Addressee shall hold harmless the Registered Valuer, its partners/directors and employees free from all actions, claims, proceedings, losses, damages, costs and expenses, whatsoever and however caused, incurred, sustained or arising, which Registered Valuer, its partners/directors and employees may suffer, arising from, or in connection with, the provision of the services.

Paras K Savla
IBBI/RV/06/
2018/10102
Registered Valuer

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Chartered Accountants

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Private and confidential

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

29 September 2021

Independent Auditor's Certificate on proposed preferential allotment of equity shares to a select group of shareholders or shareholders of unlisted companies pursuant to draft scheme of amalgamation of Avadh Snacks Private Limited ('Transferor Company 1') and Red RotopackPrivate Limited ('Transferor Company 2') with Prataap Snacks Limited ('Transferee Company') and their respective shareholders and creditors in terms of the provisions of sections 230 to 232 of the Companies Act, 2013 ('the Scheme'), pursuant to the requirements of regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ('SEBI (ICDR) Regulations 2018').

1. This Certificate is issued in accordance with the terms of our engagement letter dated 23 September 2021 and addendum to the engagement letter dated 24 September 2021.

2. We are the independent auditors of Prataap Snacks Limited ('Transferee Company') appointed under section 139 of the Companies Act, 2013.

3. We have examined the accompanying statement of computation for arriving at the applicable minimum price per share ('the accompanying Statement') in compliance with the requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018, for the proposed preferential issue of equity shares of the Transferee Company in connection to the Scheme approved by the Board of Directors (the **'Board'**) in its meeting held on 29 September 2021.

Management's responsibility

4. The preparation of the accompanying Statement is the sole responsibility of the management of the Transferee Company including the creation and maintenance of all records supporting the contents of the Statement. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the accompanying Statement.

5. Management is also responsible for ensuring that the Company complies with the requirements of the SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013 in relation to the proposed preferential allotment of equity shares and for providing all the information to the National Stock Exchange (**'NSE'**) and Bombay Stock Exchange (**'BSE'**).

Auditor's responsibility

6. Pursuant to the requirements regulation 163(2) of SEBI (ICDR) regulations, 2018, it is our responsibility to examine the accompanying Statement and report whether the accompanying Statement is prepared in compliance with the pricing requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018.

7. In relation to paragraph 6 above, we have examined the following records and documents:

a) Draft scheme of amalgamation of Avadh Snacks Private Limited ('Transferor Company 1') and Red Rotopack Private Limited ('Transferor Company 2') with Prataap Snacks Limited ('Transferee Company') and their respective shareholders and creditors under section 230 to 232 of the Act.

b) Historical price data of equity shares of the Transferee Company extracted from NSE website.

8. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination and according to the information, explanations and representations provided to us, we are of the opinion that, the accompanying Statement is prepared in compliance with the pricing requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018.

Restriction on use

11. This certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI (ICDR) regulations, 2018 for onward submission to the NSE and BSE and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

VIKRAM ADVANI

Vikram Advani
Partner
Membership No: 091765
ICAI UDIN: 21091765AAAACF6552

Place: New Delhi
Date: 29 September 2021

Annexure 1

Annexure containing details of pricing of proposed issue of equity shares pursuant to the requirement of Regulation 164(1) of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended) in accordance with proposed Scheme of Amalgamation amongst Avadh Snacks Private Limited ('Transferor Company 1'), Red Rotopack Private Limited ('Transferor Company 2') and Prataap Snacks Limited ('Transferee Company') and their respective shareholders and creditors.

Alternative 1 -

The average of weekly high and low of the volume weighted average price (VWAP) of the equity shares of the Company during the twenty six weeks preceding the relevant date.

Weeks	From	To	VWAP High (Rs.)	VWAP Low (Rs.)	Average price (Rs.)
1	31-Mar-2021	06-Apr-2021	596.9	590.6	593.8
2	07-Apr-2021	13-Apr-2021	579.9	557.9	568.9
3	14-Apr-2021	20-Apr-2021	565.2	546.6	555.9
4	21-Apr-2021	27-Apr-2021	554.1	546.9	550.5
5	28-Apr-2021	04-May-2021	553.3	536.8	545.1
6	05-May-2021	11-May-2021	560.9	543.0	552.0
7	12-May-2021	18-May-2021	571.0	562.9	566.9
8	19-May-2021	25-May-2021	568.1	550.8	559.5
9	26-May-2021	01-Jun-2021	589.2	570.4	579.8
10	02-Jun-2021	08-Jun-2021	639.0	580.1	609.6
11	09-Jun-2021	15-Jun-2021	695.4	612.5	653.9
12	16-Jun-2021	22-Jun-2021	682.8	650.9	666.8
13	23-Jun-2021	29-Jun-2021	674.7	665.9	670.3
14	30-Jun-2021	06-Jul-2021	692.7	672.9	682.8
15	07-Jul-2021	13-Jul-2021	802.9	693.6	748.3
16	14-Jul-2021	20-Jul-2021	791.8	761.0	776.4
17	21-Jul-2021	27-Jul-2021	783.1	733.8	758.5
18	28-Jul-2021	03-Aug-2021	753.4	730.2	741.8
19	04-Aug-2021	10-Aug-2021	754.0	711.4	732.7
20	11-Aug-2021	17-Aug-2021	704.7	680.6	692.6
21	18-Aug-2021	24-Aug-2021	689.7	636.9	663.3
22	25-Aug-2021	31-Aug-2021	688.7	627.2	657.9
23	01-Sep-2021	07-Sep-2021	667.9	655.7	661.8
24	08-Sep-2021	14-Sep-2021	693.1	653.0	673.1
25	15-Sep-2021	21-Sep-2021	700.1	660.2	680.1
26	22-Sep-2021	28-Sep-2021	694.4	670.7	682.5
Average Price (Rs.)					**647.1**

Alternative 2 -

The average of the weekly high and low of the volume weighted average prices (VWAP) of the equity shares of the Company during the two weeks preceding the relevant date.

Weeks	From	To	VWAP High (Rs.)	VWAP Low (Rs.)	Average price (Rs.)
1	15-Sep-2021	21-Sep-2021	700.1	660.2	680.1
2	22-Sep-2021	28-Sep-2021	694.4	670.7	682.5
Average Price (Rs.)					**681.3**

Date of Board Meeting	29-Sep-2021
Relevant Date (Refer Note 1)	29-Sep-2021
26 Weeks high and low of volume weighted Average Prices	647.1
2 Weeks high and low of volume weighted Average Prices	681.3
Aplicable minimum price for prefrential allotment	**681.3**

Note 1: In terms of the SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020, relevant date means the date of Board Meeting in which the Scheme is approved, i.e. 29th September, 2021.

Yours very truly,
Prataap Snacks Limited

Authorised Signatory

PRATAAP SNACKS LIMITED

Annexure-4

ARIHANT Capital Markets Ltd.

Fairness Opinion

SCHEME OF AMALGAMATION

OF

AVADH SNACKS PRIVATE LIMITED
(Transferor Company 1)

AND
RED ROTOPACK PRIVATE LIMITED
(Transferor Company 2)

WITH

PRATAAP SNACKS LIMITED
(Transferee Company)

Prepared by:
ARIHANT Capital Markets Limited
Merchant Banking Division
Mumbai

September 29, 2021

The information contained herein is of a confidential nature and is intended for the exclusive use of the persons for whom it was prepared.

ArihantCapital
Generating Wealth

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Generating Wealth

1. Background

i. **AVADH SNACKS PRIVATE LIMITED** is a company incorporated on August 25, 2017, under the Companies Act, 2013, bearing corporate identity number U15132GJ2017PTC098837, having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat 361162 (hereinafter referred to as the "**Avadh**" or "**Transferor Company 1**"). The Transferor Company 1 is engaged, *inter alia*, in the business of manufacture, sale, trading and distribution of savoury items including but not limited to natural and flavored like snacks, pellets, fryums, namkeen, farsan, salted foods including all kind of baby and diabetic food and all natural, synthetic, or chemical edible foods, jams, jelly, pickle, cider, chutney, carbonated and non-carbonated drinks, ice-creams, fast foods, frozen foods etc. and confectionery items including but not limited to breads, roti, pizza, cakes, pastries, wafers. The Transferor Company 1 is a subsidiary of the Transferee Company, with the Transferee Company holding 90.48% (Ninety Point Four Eight percent) of the issued share capital of the Transferor Company.

ii. **RED ROTOPACK PRIVATE LIMITED** is a company incorporated on December 17, 2015, under the Companies Act, 2013, bearing corporate identity number U25199GJ2015PTC085423 having its registered office at Survey No. - 128, Plot No.- 3, Opp. Supertech, Nikava, Kalawad Gujarat 361162 (hereinafter referred to as the "**Red Rotopack**" or "**Transferor Company 2**"). The Transferor Company 2 is engaged, *inter alia* in manufacturing, processing, buying, selling, importing, exporting and other wise dealing all kinds card-board packing, plastic packing, roto printing, polythene packing gunny bags, containers, bottles, hollow wares, whether made of leather plastic, and all types of packing solutions. The Transferor Company 2 is the wholly owned subsidiary of the Transferor Company 1.

iii. **PRATAAP SNACKS LIMITED** is a company incorporated on March 23, 2009, under the Companies Act, 1956, bearing corporate identity number L15311MP2009PLC021746 having its registered office at Khasra No 378/2, Nemawar Road, Near Makrand House, Palda, Indore, 452020 (hereinafter referred to as the **"Prataap"** or "**Transferee Company**"). The Transferee Company was incorporated as private company on March 23, 2009 as Prataap Snacks Private Limited and the same was converted into public limited company on September 19, 2016 vide certificate of Registrar of companies, Gwalior as Prataap Snacks Limited. The Transferee Company is, inter alia, authorized to and is engaged in the business of manufacturing, producing, processing, stocking of and dealing in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers puffs, various namkeens and to run cold storage for storage of vegetables, fruits, food products.

The Transferor Company 1 and the Transferor Company 2 are hereinafter collectively referred to as the **"Transferor Companies"**.

The Transferee Company and the Transferor Company are related parties as the the Transferee Company is holding to 90.48% (Ninety point Four Eight per cent) of the issued share capital of the Transferor 1 Company.

During the financial year 2018-19, with the objective of acquiring the ongoing business operations carried on by the Transferor Company 1, the Transferee Company acquired 80% (Eighty per cent) of the equity share capital of the Transferor Company 1 from its existing and erstwhile shareholders. In February 2021, the Transferee Company further acquired 10.48% (Ten point Four Eight per cent) of the equity share capital of the Transferor Company 1 from its existing shareholders, aggregating its collective shareholding to 90.48% (Ninety point Four Eight per cent) in the Transferor Company 1.

Management of Transferor and Transferee Company have decided to enter into a scheme of amalgamation which provides for:

a) The amalgamation of the Transferor Companies with and into the Transferee Company pursuant to Section 230 read with Section 232 and other relevant provisions of the Act read with the Rules therein.
b) Issuance of Equity Share of face value of Rs. 5 each fully paid up, of the Transferee Company to the equity shareholders of the Transferor 1 Company except to the Transferee Company as per the terms set out under this Scheme.
c) Dissolution without winding up of the Transferor Companies.

The Appointed date of the Scheme is April 01, 2021.

The Board of directors of the Transferor Companies and the Transferee Company anticipate, *interalia,* the following benefits pursuant to the amalgamation of the Transferor Companies into the Transferee Company:

(i) The amalgamation will result in better integration and financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity, reduction in operational costs. The business of the Transferor Companies can be carried on more economically.

(ii) The amalgamation would result in synergy benefits arising out of single value chain and greater sustainable operations of a value adding business line by manufacturing potato chips, wafers, extruded snacks, pellets, various type of namkeens and sweet snacks with greater operational flexibility.

(iii) Synergy of operations will be achieved, resulting in optimization of the common facilities such as manpower, office space, administration etc. Other infrastructure could also be better utilized, and duplication of facilities could be avoided resulting in optimum use of facilities and cost savings and thus achieving economies of scale.

(iv) Improved organizational capability and leadership, arising from the pooling of human capital that has the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

(v) The amalgamation would result better efficiency in cash management of the amalgamated entities and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholders value.

(vi) The amalgamation will result the advantages of the combined assets, resources and complementary strengths for future expansion and growth of the business of the Transferee Company.

Towards this purpose, the Board of Directors of Transferee Company have provided us with a draft copy of the proposed scheme of Amalgamation of Transferor and Transferee company, which is scheduled to be considered and approved at Transferee company's forthcoming Board meeting ("Scheme"). The proposed Scheme will also be placed at the meeting of the Board of Directors of the Transferor Companies for their approval.

2. Reference & Context

As the equity shares of Transferee are listed on BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**), it is bound by the SEBI Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI LODR Regulations") and the provisions thereof as amended from time to time.

We, Arihant Capital Markets Ltd., have been appointed to issue a fairness opinion in terms of SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI circular No. CFD/DIL3/CIR/2017/26 dated March 23, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 on valuation of assets done by independent Valuers for the Transferor Companies and Transferee Company pursuant to the proposed Scheme of Amalgamation

We are a SEBI registered merchant banker and are not associates of Transferors and Transferee.

We have applied ourselves towards formation and expression of the opinion on the valuation of equity shares of Transferors and Equity shares of Transferee company done by the Registered valuer Mr. Paras K Savla, Insolvency and Bankruptcy Board of India (**"IBBI"**) registered Valuer ("Valuers") in relation to this proposed Scheme of Amalgamation.

This Fairness Opinion is issued pursuant to our appointment as Merchant Bankers by Transferee Company for issuing the Fairness Opinion.

3. Proposed Transaction

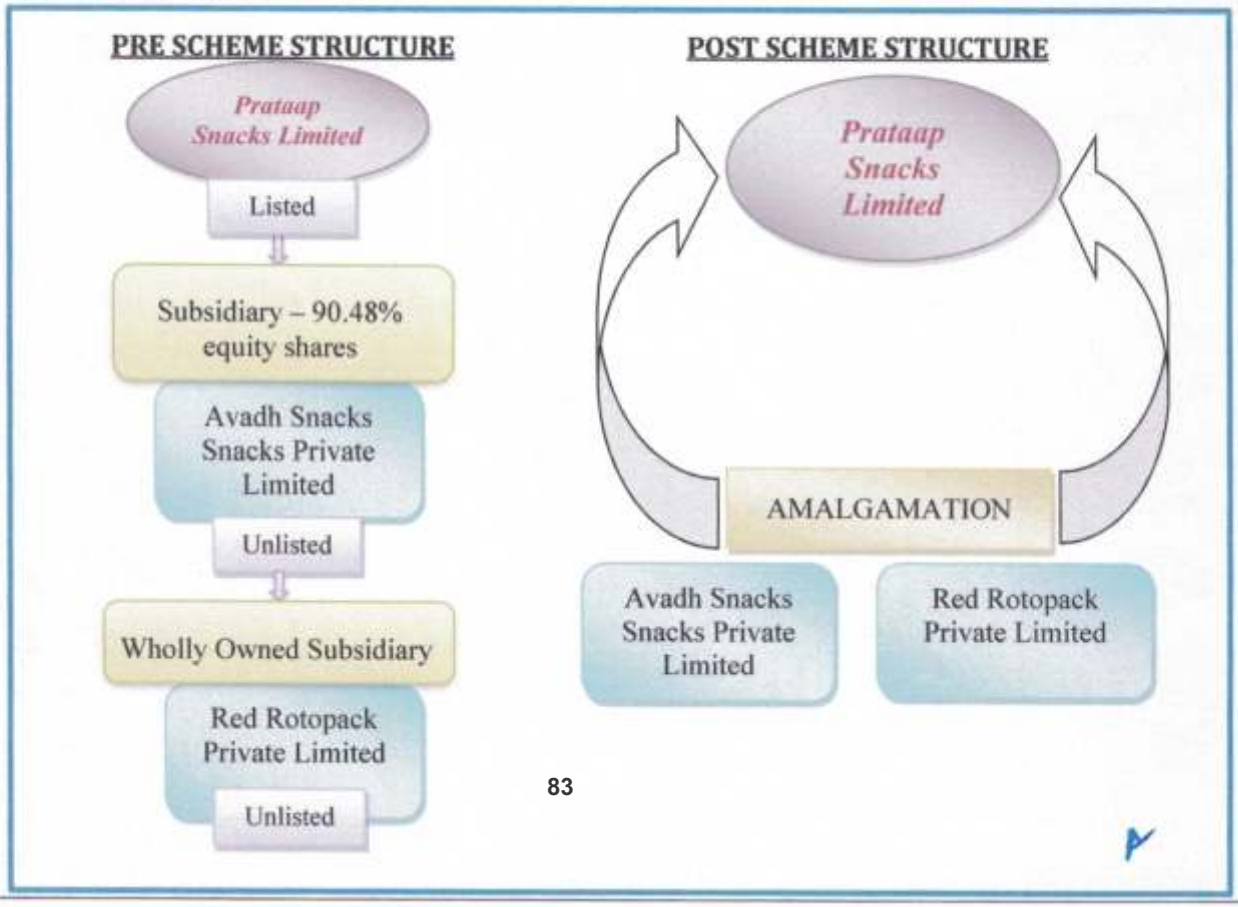
Avadh and Red Roptak will amalgamate with Prataap through the proposed Scheme of Amalgamation. Below mentioned structure is as per the proposed Scheme provided to us by Prataap.

Transferor Company 1 is a subsidiary of the Transferee Company and the Transferee Company holds 6,79, 986 equity shares (including 1,01,563 partly paid-up equity shares of INR 6 paid-up against face value of INR10 each) in the Transferor Company 1, constituting 90.48% (Ninety point four eight per cent) of the issued share capital of the Company. On amalgamation of the Transferor Company 1 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee shall be issued or allotted in respect of the equity shares held by the Transferee Company in the Transferor Company 1.

Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 wherein the Transferor Company 1 together with its nominees holds all the shares issued by the Transferor Company 2. Transferee Company does not directly hold any shares in the Transferor Company 2, and on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted to shareholders of Transferor Company 2 i.e. Transferor Company 1 - Avadh, as Avadh will itself will get amalgamated with Transferee Company under the proposed scheme.

In consideration of the amalgamation, the Transferee Company shall, issue and allot 568 equity shares of the Transferee Company for every 100 equity shares held by shareholders other than Transferee company in the Transferor Company 1.

Proposed Transaction



4. Engagement Context

The management of Transferee Company has requested ARIHANT Capital Markets Limited ("ARIHANT" or "We / Us / Our") to express an opinion about fairness of the valuation done by the Valuers from a financial point of view in accordance with SEBI master circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 issued by SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Shareholders transferee company (the "Fairness Opinion").

This Fairness Opinion is expressed solely with reference to requirements under aforementioned purpose; and scope of this assignment is restricted to opine about fairness of valuation already done by the Valuers and recommendation of share exchange ratio in relation to the proposed Scheme.

This opinion does not in any way constitute a recommendation by ARIHANT to any Shareholder as to whether such shareholder should approve or reject the proposed transaction, in cases where voting by public shareholders is warranted. We urge you to read this Fairness Opinion carefully and entirely.

We have been engaged by Prataap to issue a Fairness Opinion and will receive a fixed fee for rendering this Fairness Opinion, which is independent of the happening or otherwise of the proposed transaction.

This Fairness Opinion may be reproduced in the explanatory statement sent to the shareholders of Prataap along with the notice of general meeting / postal ballot form, conducted to get approval for the proposed transaction, so long as the form of reproduction of the Fairness Opinion in such report and any description of or reference in such report to ARIHANT, is in a form acceptable to us.

5. Basis of forming Opinion

5.1 Documents and Information Considered

For the purpose of providing our opinion, we have reviewed:

1. Certain publicly available business and financial information relating to Transferor and Transferee Company.

2. Audited Consolidated financials of Prataap as on March 31, 2021 and Provisional Consolidated Financials for Avadh for the financial year ending March 31, 2021

3. Certified draft of the proposed Scheme of Amalgamation to be approved by the Boards of Directors of the respective companies.

4. Undertakings / Management Representations issued by Prataap and Avadh in relation to valuation of respective companies.

5. Copy of the valuation report of the Valuers Paras K Savla dated September 29, 2021 on the valuation of Transferor and Transferee Companies and recommending Fair Share Exchange ratio for the proposed scheme.

6. Performed such other reviews and analyses as ARIHANT, in its absolute discretion, deemed appropriate.

5.2 Assumptions and Limiting Conditions

ARIHANT has been engaged to provide standard services for the issuance of the Fairness Opinion and therefore have not performed any due diligence or audit of the information provided to us, nor have we made any independent valuation or appraisal of the assets or liabilities. Prataap has provided us with the copy of valuation report done by the Valuers and have asked us to peruse and opine on the said report. Prataap has confirmed that as the issuance of Fairness Opinion is in relation to proposed amalgamation, the said valuers's report may also be reproduced / quoted by us.

ARIHANT has assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us / Valuers by Prataap, Avadh or their authorized representatives or used by us, and has assumed that the same are factually correct and does not assume or accept any liability or responsibility for any independent verification or checking of such information or any independent valuation or appraisal of any of the assets, operations or liabilities of Transferor Companies and Transferee Company.

In preparing this opinion, ARIHANT has received specific confirmation from management of transferee company and transferor companies that all the information the Company has provided to ARIHANT in relation to the engagement of ARIHANT is correct and complete and no information has been withheld that could have influenced the purport of this Fairness Opinion.

This opinion exclusively focuses on the fairness, from a valuation point of view, of the shares / assets done by the Valuers and does not address any other issues such as the underlying business decision to recommend the transaction or its commercial merits, which are matters solely for the Boards of Directors of Transferee Company and Transferor Companies to address and further to be confirmed by the shareholders of both the companies, as may be required.

It is specifically noted that the Valuer is an independent Valuer registered with IBBI for asset class 'Securities and Financial Assets' and as such possesses requisite qualification, competence and experience to conduct the valuation and is solely responsible for selection of valuation methods and calculations thereunder and the valuer's competence has been fully relied upon. We are required to assess the fairness of the valuation and the resulting swap ratio.

The Opinion assumes that the Companies comply fully with relevant laws and regulations applicable in all its area of operations unless otherwise stated, and the Companies are managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this fairness opinion has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws,

and litigation and other contingent liabilities that are not recorded in the financial statements of the Companies.

ARIHANT's formation of fairness opinion is based on the Valuation Report, information supplied by Transferee Company and Transferor Companies, representations and confirmations of its management on various issues and we have relied upon them as such without any independent verification and as such we do not hold ourselves liable if our opinion becomes flawed as a result of any shortcomings in such information, representations and confirmations given by Transferee Company and Transferor Companies.

In rendering this opinion, ARIHANT has not provided legal, regulatory, tax, accounting or actuarial advice and accordingly ARIHANT does not assume any responsibility or liability in respect thereof. Furthermore, ARIHANT has assumed that the proposed transaction will be consummated on the terms and conditions as set out in the proposed Scheme of Amalgamation, without any material changes to, or waiver of, its terms or conditions.

6. Valuation Approaches and their Review

6.1. Overview

The formation of a fairness opinion is generally a complex process involving careful consideration and review of valuation methods, associated financial and other analyses performed by the Valuers. ARIHANT has made a qualitative assessment of the appropriateness of the method and subsequent application.

6. 2 Valuation

ARIHANT has reviewed the method of valuation adopted by the Valuers. The valuation analysis is focused on Valuer's assessment of Avadh's equity shares and Equity shares of Prataap.

In the Present case, the Transferor companies are private companies. Red Rotopack private limited is a wholly owned subsidiary of Avadh snacks private limited and hence Red Rotopack is not separately valued, instead Avadh snacks private limited is valued on consolidated basis. The valuation of Transferor Company(s) is based on broadly accepted valuation methodologies i.e. a) Income Approach and b) Market Approach. The Valuer has stated that the Asset Approach does not reflect the intrinsic value of the business in a going concern scenario and he has therefore not considered Asset approach for the valuation of ASPL & RRPL.

a) Income Approach: We note that the Valuer has used Discounted Cash Flow (DCF) method under the Income approach to arrive at the equity value of Avadh. DCF is one of the widely acceptable methodologies for valuation of companies in growth phase.

b) Market Approach: Based on the market data available, Valuers have identified few peer companies and accordingly appropriate multiples were assigned to compute the value.

Suitable weights have been assigned to the values derived by the Valuers.

The valuation is being done to amalgamate the transferor and transferee companies and if successful, would result in complete control of the Transferor Company(s) to the Transferee Company. In such a case, suitable control premium may be applied to the equity value arrived, which is for a non-controlling stake. Considering the same, Valuers have assigned a control premium of 20% to arrive at the equity value of the Company.

6.3 Analysis of the Valuation

While forming our opinion, we performed certain procedures and made certain enquiries with Transferee company and Transferor companies. Some of the procedures / activities performed and the findings are mentioned below:

- Noted that the scheme involves amalgamation of Avadh and Red rotopack with and into Prataap and upon implementation will lead to dissolution without winding up of the Transferor companies.
- Noted that the appointed date for the proposed scheme of Amalgamation is April 1, 2021 and the valuation of Avadh is carried out considering latest available financials as on June 30, 2021.
- Red rotopack is a wholly owned subsidiary of Avadh and hence no separate valuation is done for Red rotopack.
- The valuation of Avadh is based on the broadly accepted valuation methodologies and the approach seems reasonable.
- The consideration of amalgamation is settled through issuance of equity shares of Rs 5 each by Prataap to shareholders of Avadh other than Prataap.
- Shares held by Prataap in Avadh shall be cancelled and extinguished.

7. Opinion

Based upon and subject to the foregoing, we are of the opinion on the date hereof, that the valuation including the Exchange ratio of 568 (Five Hundred and Sixty Eight) equity shares of Prataap of Rs. 5/- (Rupees Five Only) each fully paid up for every 100 (Hundred) equity shares of Avadh of Rs. 10/- (Rupees Ten Only) each fully paid up as recommended by the Valuers for the proposed Scheme of Amalgamation is fair.

For **Arihant Capital Markets Limited**
(Merchant Banking Division)

ARIHANT CAPITAL MARKETS LTD. MERCHANT BANKING DIVISION MUMBAI

Authorized Signatory.
(SEBI REGN. No. INM 000011070)

Annexure-5

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Reference: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferor Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors.

Subject: Report on Complaints in terms of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020

Dear Sir,

This is in connection with the application made by the Company under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") regarding the proposed Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferor Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

In terms of the requirements of Part I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020 ("SEBI Circular"), we hereby enclosed the 'Report on Complaints' on the Draft Scheme.

The Report on Complaints is also being uploaded on the website of the Company as per the requirement of said SEBI Circular.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Prataap Snacks Limited**

PRATAAP SNACKS LIMITED

Om Prakash Pandey
Company Secretary and Compliance Officer
Date: 14th February, 2022

Encl.: As above

Report on Complaints

Period of Complaints Report: 20th January, 2022 to 10th February, 2022

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A.	N.A.	N.A.

For **Prataap Snacks Limited**

PRATAAP SNACKS LIMITED

Om Prakash Pandey
Company Secretary and Compliance Officer
Date: 14th February, 2022

Annexure-6

To,
The General Manager
Department of Corporate Services,
BSE Limited,
1st Floor, P.J. Towers,
Dalal Street, Mumbai – 400 001

Reference: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferor Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors.

Subject: Report on Complaints in terms of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020

Dear Sir,

This is in connection with the application made by the Company under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") regarding the proposed Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferor Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

In terms of the requirements of Part I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020 ("SEBI Circular"), we hereby enclosed the 'Report on Complaints' on the Draft Scheme.

The Report on Complaints is also being uploaded on the website of the Company as per the requirement of said SEBI Circular.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Prataap Snacks Limited**

PRATAAP SNACKS LIMITED

Om Prakash Pandey
Company Secretary and Compliance Officer
Date: 21st February, 2022

Encl.: As above

Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A.	N.A.	N.A.

For **Prataap Snacks Limited**

PRATAAP SNACKS LIMITED

Om Prakash Pandey
Company Secretary and Compliance Officer
Date: 21st February, 2022

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
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Corporate Identity Number: L67120MH2005PLC155188

DCS/AMAL/TL/IP/2283/2021-22 **"E-Letter"** **April 05, 2022**

The Company Secretary,
Prataap Snacks Ltd
Khasra No 378/2, Nemawar Road, Near
Makrand House, Indore -Madhya Pradesh, 452020

Annexure-7

Dear Sir,

Sub: Observation Letter regarding the Scheme of Amalgamation of Avadh Snacks Private Limited and Red Rotopack Private Limited with Prataap Snacks Limited and their respective Shareholders and Creditors

We are in receipt of draft Scheme of Amalgamation of Avadh Snacks Private Limited and Red Rotopack Private Limited with Prataap Snacks Limited and their respective Shareholders and Creditors as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated April 04, 2022, has inter alia given the following comment(s) on the draft scheme of Amalgamation:

- **"Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the Scheme."**

- **"Company shall ensure that additional information and undertakings, if any submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed Company and the Stock Exchanges."**

- **"The entities involved in the Scheme shall duly comply with various provisions of the Circular."**

- **"Declaration submitted by the Transferee Company to the Exchange on any past defaults of listed debt obligations of the entities forming part of the Scheme shall be incorporated in the petition to be filed before Hon'ble NCLT."**

- **"Company should obtain a No Objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees should be obtained and the same shall be incorporated in the petition to be filed before NCLT."**

- **"Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."**

- **"Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."**

- **"Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."**

- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT."**

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- **"It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft Scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,
Sd/-
Prasad Bhide
Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/28549_III April 05, 2022

The Company Secretary
Prataap Snacks Limited
Khasra No. 378/2 Nemawar Road,
Palda, Indore – 452020.

Kind Attn.: Mr. Om Prakash Pandey

Dear Sir,

Sub: Observation Letter for draft scheme of amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors

We are in receipt of draft scheme of amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors vide application dated September 30, 2021.

Based on our letter reference no. NSE/LIST/28549 dated January 20, 2022 submitted to SEBI and pursuant to SEBI Master Circular dated December 22, 2020 ("Circular"), kindly find following comments on the draft scheme:

a. *Company shall ensure disclosure of all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.*

b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter is displayed on the websites of the listed company and the Stock Exchanges.*

c. *The entities involved in the scheme shall duly comply with various provisions of the Circular.*

d. *The declaration submitted by the transferee entity to the Exchanges on any past defaults of listed debt obligations of the entities forming part of the scheme shall be incorporated in the petition to be filed before NCLT.*

e. *The transferee company shall obtain a No Objection Certificate from the lending scheduled commercial bank/ financial institutions/ debenture trustees and the same shall be incorporated in the petition to be filed before NCLT.*

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Signer: Harshad P Dharod
Date: Tue, Apr 5, 2022 15:04:05 IST
Location: NSE

f. *Company shall ensure that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for disclosure of pre-scheme as provided in Part*

E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.

g. *The Company is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to shareholders.*

h. *Company shall ensure that no changes are made to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.*

i. *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*

j. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/Stock Exchanges. Hence, the company is not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the Circular.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from April 05, 2022 within which the scheme shall be submitted to NCLT.

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Signer: Harshad P Dharod
Date: Tue, Apr 5, 2022 15:04:05 IST
Location: NSE

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Harshad Dharod
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist

This Document is Digitally Signed

Signer: Harshad P Dharod
Date: Tue, Apr 5, 2022 15:04:05 IST
Location: NSE

Annexure-8

REPORT UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF PRATAAP SNACKS LIMITED ("THE COMPANY") IN ITS MEETING HELD ON FRIDAY, 20TH MAY, 2022 AT THE REGISTERED OFFICE OF THE COMPANY AT KHASRA NO. 378/2, NEMAWAR ROAD, NEAR MAKRAND HOUSE, PALDA, INDORE - 452020, MADHYA PRADESH, INDIA EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF AVADH SNACKS PRIVATE LIMITED ("TRANSFEROR COMPANY 1") AND RED ROTOPACK PRIVATE LIMITED ("TRANSFEROR COMPANY 2") WITH PRATAAP SNACKS LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF THE COMPANY.

1. Background

1.1. The Board of Directors (the **"Board"**) of Prataap Snacks Limited (**"Transferee Company"**) in its meeting held on 29th September, 2021 approved the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the **"Act"**), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules framed under the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law and directions, guidelines, regulations, circulars or notifications of SEBI and other relevant authorities, to the extent applicable **(the "Scheme")**, with effect from the **Appointed Date** (as defined in the Scheme) viz. 1st April, 2021.

1.2. As per the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferee Company are required to adopt a report explaining the effect of the Scheme on the equity shareholders, key managerial personnel (**"KMP"**), promoters and non-promoter shareholders, laying out, in particular, the equity share exchange ratio and specifying any difficulties with respect to valuation, and the same is required to be circulated to the equity shareholders and creditors along with the notice convening their meetings. Accordingly, this Report has been made for adoption by the Board, in pursuance of the requirements of Section 232(2)(c) of the Act. In the opinion of the Board of the Transferee Company, the Scheme will be advantageous and beneficial to the Transferee Company, its shareholders and other stakeholders for the reasons set out in the rationale of the Scheme and the terms thereof are fair and reasonable.

1.3. This Report of the Board has been made in pursuance of the requirements of Section 232(2)(c) of the Act.

1.4. The following documents, *inter alia,* were placed before the Board for its consideration:

a) The draft Scheme of Amalgamation;

b) The **Valuation Report**/share exchange swap ratio dated 29.09.2021, issued by **Mr. Paras K. Savla,** Independent Registered Valuer having registration number IBBI/RV/06/2018/10102 under Section 247 of the Act, stipulating, inter alia, the methodology adopted and the valuation arrived at in relation to recommending the fair equity share exchange ratio in respect of the proposed Amalgamation;

PRATAAP SNACKS LIMITED

c) Independent Auditor's **pricing Certificate** on the proposed preferential allotment of equity shares to a select group of shareholders or shareholders of unlisted companies pursuant to the Scheme as required under Regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ('SEBI (ICDR) Regulations 2018') from B S R & Co. LLP, Chartered Accountants dated 29th September, 2021;

d) **Fairness opinion** dated 29th September 2021 issued by Arihant Capital Markets Limited, a SEBI registered category-I merchant banker (**"Fairness Opinion"**) on the valuation of shares done by the Valuer for the Transferee Company and Transferor Companies;

e) The certificate issued by BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), the Statutory Auditor of the Company certifying that the accounting treatment contained in the draft Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors is in compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the rules framed thereunder and other generally accepted accounting principles as per paragraph I.A.5 of the SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22.12.2020 and amendment thereto (the **"SEBI Circular"**);

f) Report of the Audit Committee recommending the draft Scheme, taking into consideration, inter alia, the valuation report, fairness opinion, need for amalgamation, rationale of the scheme, synergies of business of the entities involved in the scheme, cost benefit analysis, etc.;

g) Report of the Committee of Independent Directors recommending the draft Scheme, taking into consideration, inter alia, that the Scheme is not detrimental to the shareholders of the Company; and

h) Other presentations, documents and information made to/furnished before the Board pertaining to the proposed Scheme.

2. Valuation

2.1. As per the **Valuation Report**/ share exchange swap ratio for the fair equity share exchange ratio for the proposed Amalgamation and Independent Auditor's **pricing Certificate** on the proposed preferential allotment of equity shares to a select group of shareholders, it is reported as under:

2.2. **568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5** (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

2.3. All shares of "**Transferor Company 1**" held by "**Transferee Company**" shall stand cancelled without any further application, act or deed.

2.4. Similarly as the Transferor Company 2 is the Wholly Owned Subsidiary of **Transferor Company 1,** all the shares of "**Transferor Company 2**" held by the "**Transferor Company 1**" (either directly or through nominee) **shall stand cancelled** without any further application, act or deed.

PRATAAP SNACKS LIMITED

2.5. Both the Transferor Companies shall be dissolved without winding up.

2.6. No valuation difficulties were reported by the Registered Valuer.

3. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

3.1. As an integral part of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of the Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5 (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date (as defined in the Scheme) in the following share exchange ratio:

568 equity shares of Transferee Company of Rs. 5 each as fully paid-up to be issued and allotted for every 100 equity shares of the face value of Rs. 10 each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

3.2. Upon the Scheme becoming effective, the external equity shareholders (other than Transferee Company) **holding 9.52% shareholding of "Transferor Company 1" shall become the shareholders of "Transferee Company"** based on the share exchange ratio as stipulated in clause no. 10.2 of the Scheme. The equity shares shall be issued and allotted by the Transferee Company in dematerialised form and shall be listed and admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI Master Circular ref. no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22.12.2020, as amended, subject to the complying with the conditions and other requirements of the Stock Exchanges and the Securities and Exchange Board of India.

3.3. The promoters and the promoter group of the Transferee Company currently hold 71.49% of the total paid-up equity share capital of the Transferee Company. Upon the Scheme becoming effective, the promoters and promoter group of the Transferee Company shall **hold 70.28%** of the total paid-up equity share capital of the Transferee Company and the public shareholders shall hold the remaining 29.72% of the total paid-up equity share capital of the Transferee Company. The pre amalgamation and post-amalgamation shareholding pattern of the Transferee Company (based on the shareholding pattern of the Transferee Company as on 31st March, 2022) based on the Fair Equity Share Exchange Ratio is provided in Annexure 1 hereto.

3.4. Further that the Transferee Company is **not making any reduction in the Share Capital.**

4. Effect of the Scheme on the Employees, Directors and KMPs

4.1. The Scheme is not expected to have any impact on the employees of the Transferee Company. The employees of the Transferee Company will continue to be employees of the Transferee Company on the same terms and conditions as before.

4.2. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act

PRATAAP SNACKS LIMITED

and rules framed thereunder) have any **interest in the Scheme** except to the extent of the equity shares held by them in the Transferee Company and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. The Scheme does not affect the office of the KMPs of the Transferee Company.

4.3. Upon the Scheme becoming effective, the composition of the Board of the Transferee Company shall not be changed.

5. Effect of the Scheme on the Creditors

5.1. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferee Company. The liabilities of the creditors of the Transferee Company is neither being reduced nor being extinguished. The creditors of the Transferee Company would in no way be affected by the Scheme.

5.2. The Transferee Company has not issued any debentures. The Transferee Company has not accepted any public deposits from any person.

Adoption of the Report by the Board

The Board has adopted this Report after noting and considering the information set forth in this Report. The Scheme is expected to be beneficial to the Transferee Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

By Order of the Board
For Prataap Snacks Limited

PRATAAP SNACKS LIMITED

Apoorva Kumat
Executive Director (Operations)
DIN: 02630764

Place: Indore
Date: 20th May, 2022

ANNEXURE 1
PRE AND POST AMALGAMATION SHAREHOLDING PATTERN

Particulars	Pre-Amalgamation		Post-Amalgamation	
	Total No. of shares held	% of Shareholding	Total No. of shares held	% of Shareholding
Promoter & Promoter Group (A)	**1,67,67,462**	**71.49**	**1,67,67,462**	**70.28**
Institutions	43,35,329	18.49	43,35,329	18.17
Non – Institutions	23,50,245	10.02	27,56,801	11.55
Total Public (B)	**66,85,574**	**28.51**	**70,92,130**	**29.72**
Total (A+B)	2,34,53,036	100.00	2,38,59,592	100.00

Annexure-9

REPORT UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF AVADH SNACKS PRIVATE LIMITED ("THE COMPANY") IN ITS MEETING HELD ON FRIDAY, 20TH MAY, 2022 AT FLAT NO. 102, WING - E, 24, CARAT APARTMENT, BEHIND CRYSTAL MALL, NEAR IOC QUARTER, RAJKOT - 360005, GUJARAT, INDIA EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF AVADH SNACKS PRIVATE LIMITED ("TRANSFEROR COMPANY 1") AND RED ROTOPACK PRIVATE LIMITED ("TRANSFEROR COMPANY 2") WITH PRATAAP SNACKS LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF THE COMPANY.

1. Background

1.1. The Board of Directors (the "**Board**") of Avadh Snacks Private Limited ("**Transferor Company 1**") in its meeting held on 29th September, 2021 approved the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "**Act**"), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules framed under the Act.

1.2. As per the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferor Company 1 are required to adopt a report explaining the effect of the Scheme on the equity shareholders, key managerial personnel ("**KMP**"), promoters and non-promoter shareholders, laying out, in particular, the equity share exchange ratio and specifying any difficulties with respect to valuation, and the same is required to be circulated to the equity shareholders and creditors along with the notice convening their meetings. Accordingly, this Report has been made for adoption by the Board, in pursuance of the requirements of Section 232(2)(c) of the Act. In the opinion of the Board of the Transferor Company 1, the Scheme will be advantageous and beneficial to the Transferor Company 1, its shareholders and other stakeholders for the reasons set out in the rationale of the Scheme and the terms thereof are fair and reasonable.

1.3. This Report of the Board has been made in pursuance of the requirements of Section 232(2)(c) of the Act.

1.4. The following documents, *inter alia,* were placed before the Board for its consideration:

a) The draft Scheme of Amalgamation;

b) The **Valuation Report**/share exchange swap ratio dated 29.09.2021, issued by **Mr. Paras K. Savla,** Independent Registered Valuer having registration number IBBI/RV/06/2018/10102 under Section 247 of the Act, stipulating, inter alia, the methodology adopted and the valuation arrived at in relation to recommending the fair equity share exchange ratio in respect of the proposed Amalgamation;

c) Independent Auditor's **pricing Certificate** of the Transferee Company on the proposed preferential allotment of equity shares to a select group of shareholders or shareholders of unlisted companies pursuant to the Scheme as required under Regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

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Regulations 2018 ('SEBI (ICDR) Regulations 2018') from B S R & Co. LLP, Chartered Accountants dated 29th September, 2021;

d) The certificate issued by BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), the Statutory Auditor of the Transferee Company certifying that the accounting treatment contained in the draft Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors is in compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the rules framed thereunder and other generally accepted accounting principles as per paragraph I.A.5 of the SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22.12.2020 and amendment thereto (the **"SEBI Circular"**) and

e) Other presentations, documents and information made to/furnished before the Board pertaining to the proposed Scheme.

2. Valuation

2.1. As per the **Valuation Report**/share exchange swap ratio for the fair equity share exchange ratio for the proposed Amalgamation and Independent Auditor's **pricing Certificate** of the Transferee Company on the proposed preferential allotment of equity shares to a select group of shareholders, it is reported as under:

2.2. **568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5** (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

2.3. All shares of "**Transferor Company 1**" held by "**Transferee Company**" shall stand cancelled without any further application, act or deed.

2.4. Similarly as the Transferor Company 2 is the Wholly Owned Subsidiary of **Transferor Company 1,** all the shares of "**Transferor Company 2**" held by the "**Transferor Company 1**" (either directly or through nominee) **shall stand cancelled** without any further application, act or deed.

2.5. Both the Transferor Companies shall be dissolved without winding up.

2.6. No valuation difficulties were reported by the Registered Valuer.

3. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

3.1. As an integral part of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company in terms of the Scheme, the Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5 (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository

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or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date (as defined in the Scheme) in the following share exchange ratio:

568 equity shares of Transferee Company of Rs. 5 each as fully paid-up to be issued and allotted for every 100 equity shares of the face value of Rs. 10 each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.

3.2. Upon the Scheme becoming effective, the external equity shareholders (other than Transferee Company) **holding 9.52% shareholding of "Transferor Company 1" shall become the shareholders of "Transferee Company"** based on the share exchange ratio as stipulated in clause no. 10.2 of the Scheme. The equity shares shall be issued and allotted by the Transferee Company in dematerialised form and shall be listed and admitted for trading on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the BSE and the NSE shall collectively be referred to as the "Stock Exchanges"), in accordance with the provisions of applicable laws (including, specifically, the SEBI Master Circular ref. no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22.12.2020, as amended, subject to the complying with the conditions and other requirements of the Stock Exchanges and the Securities and Exchange Board of India.

3.3. The promoters of the Transferor Company 1 currently hold 100.00% of the total paid-up equity share capital of the Transferor Company 1. Upon the Scheme becoming effective, the Company shall be dissolved without winding up and hence, there shall be Nil holding of the promoters. The pre-amalgamation and post-amalgamation shareholding pattern of the Transferor Company 1 (based on the shareholding pattern of the Transferor Company 1 as on 31st March, 2022) based on the Fair Equity Share Exchange Ratio is provided in Annexure 1 hereto.

4. Effect of the Scheme on the Employees, Directors and KMPs

4.1. Upon the Scheme becoming effective, all employees, whether temporary or permanent employees and including all employees on probation, trainees and interns of the Transferor Companies in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Companies on the Effective Date.

4.2. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferor Company 1 and their respective relatives (as defined under the Act and rules framed thereunder) have any **interest in the Scheme** except to the extent of the equity shares held by them in the Transferor Company 1 and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. The Scheme does not affect the office of the KMPs of the Transferor Company 1.

4.3. No directors of the Transferor Company 1 will be entitled for any directorship in the Transferee Company by the virtue of the Scheme.

AVADH SNACKS PRIVATE LIMITED NIKAVA

5. Effect of the Scheme on the Creditors

5.1. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferor Company 1. The liabilities of the creditors of the Transferor Companies shall without any further act, instrument or deed be transferred to and vested in Transferee Company.

5.2. The Transferor Company 1 has not issued any debentures. The Transferor Company 1 has not accepted any public deposits from any person.

Adoption of the Report by the Board

The Board has adopted this Report after noting and considering the information set forth in this Report. The Scheme is expected to be beneficial to the Transferor Company 1, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

By Order of the Board
For Avadh Snacks Private Limited

Arvind Mehta
Director
DIN: 00215183

Place: Indore
Date: 20th May, 2022

ANNEXURE 1
PRE AND POST AMALGAMATION SHAREHOLDING PATTERN

Particulars	Pre-Amalgamation		Post-Amalgamation	
	Total No. of shares held	% of Shareholding	Total No. of shares held	% of Shareholding
Promoter & Promoter Group (A)	**7,51,563**	**100.00**	**0.00**	**0.00**
Institutions	0.00	0.00	0.00	0.00
Non – Institutions	0.00	0.00	0.00	0.00
Total Public (B)	**0.00**	**0.00**	**0.00**	**0.00**
Total (A+B)	7,51,563	100.00	0.00	0.00

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

RED ROTO PACK
MFG.: Flexible Packaging Material

Annexure-10

REPORT UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF RED ROTOPACK PRIVATE LIMITED ("THE COMPANY") IN ITS MEETING HELD ON FRIDAY, 20TH MAY, 2022 AT FLAT NO. 102, WING - E, 24, CARAT APARTMENT, BEHIND CRYSTAL MALL, NEAR IOC QUARTER, RAJKOT - 360005, GUJARAT, INDIA EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF AVADH SNACKS PRIVATE LIMITED ("TRANSFEROR COMPANY 1") AND RED ROTOPACK PRIVATE LIMITED ("TRANSFEROR COMPANY 2") WITH PRATAAP SNACKS LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF THE COMPANY.

1. Background

1.1. The Board of Directors (the "**Board**") of Red Rotopack Private Limited ("**Transferor Company 2**") in its meeting held on 29th September, 2021 approved the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "**Act**"), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules framed under the Act.

1.2. As per the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferor Company 2 are required to adopt a report explaining the effect of the Scheme on the equity shareholders, key managerial personnel ("**KMP**"), promoters and non-promoter shareholders, laying out, in particular, the equity share exchange ratio and specifying any difficulties with respect to valuation, and the same is required to be circulated to the equity shareholders and creditors along with the notice convening their meetings. Accordingly, this Report has been made for adoption by the Board, in pursuance of the requirements of Section 232(2)(c) of the Act. In the opinion of the Board of the Transferor Company 2, the Scheme will be advantageous and beneficial to the Transferor Company 2, its shareholders and other stakeholders for the reasons set out in the rationale of the Scheme and the terms thereof are fair and reasonable.

1.3. This Report of the Board has been made in pursuance of the requirements of Section 232(2)(c) of the Act.

1.4. The following documents, *inter alia,* were placed before the Board for its consideration:

a) The draft Scheme of Amalgamation;

b) The **Valuation Report**/share exchange swap ratio dated 29.09.2021, issued by **Mr. Paras K. Savla,** Independent Registered Valuer having registration number IBBI/RV/06/2018/10102 under Section 247 of the Act, stipulating, inter alia, the methodology adopted and the valuation arrived at in relation to recommending the fair equity share exchange ratio in respect of the proposed Amalgamation;

c) Independent Auditor's **pricing Certificate** of the Transferee Company on the proposed preferential allotment of equity shares to a select group of shareholders or shareholders of

RED ROTO PACK PVT. LTD. NIKAVA

unlisted companies pursuant to the Scheme as required under Regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ('SEBI (ICDR) Regulations 2018') from B S R & Co. LLP, Chartered Accountants dated 29th September, 2021;

d) The certificate issued by BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), the Statutory Auditor of the Transferee Company certifying that the accounting treatment contained in the draft Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors is in compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the rules framed thereunder and other generally accepted accounting principles as per paragraph I.A.5 of the SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22.12.2020 and amendment thereto (the **"SEBI Circular"**) and

e) Other presentations, documents and information made to/furnished before the Board pertaining to the proposed Scheme.

2. Valuation

2.1. As per the **Valuation Report**/share exchange swap ratio for the fair equity share exchange ratio for the proposed Amalgamation and Independent Auditor's **pricing Certificate** of the Transferee Company on the proposed preferential allotment of equity shares to a select group of shareholders, it is reported as under:

2.2. **568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5** (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 2.

2.3. As the Transferor Company 2 is the Wholly Owned Subsidiary of **Transferor Company 1,** all the shares of **"Transferor Company 2"** held by the **"Transferor Company 1"** (either directly or through nominee) **shall stand cancelled** without any further application, act or deed.

2.4. Both the Transferor Companies shall be dissolved without winding up.

2.5. No valuation difficulties were reported by the Registered Valuer.

3. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders)

3.1. The Transferor Company 2 is a wholly owned subsidiary of the Transferor Company 1 and the Transferor Company 1 together with its nominee holds all the shares issued by the Transferor Company 2. Given that the Transferor Company 1 is a subsidiary of the Transferee Company, on amalgamation of the Transferor Company 2 with the Transferee Company, no shares (whether equity or preference shares) of the Transferee Company shall be issued or allotted in respect of the equity shares held by the Transferee Company (indirectly through the Transferor Company 1) in the Transferor Company 2.

RED ROTO PACK PVT. LTD. NIKAVA

3.2. Upon the Scheme becoming effective, as the Transferor Company 2 is the Wholly Owned Subsidiary of Transferor Company 1, all the shares of "Transferor Company 2" held by the "Transferor Company 1" (either directly or through nominee) shall stand cancelled without any further application, act or deed.

3.3. The promoters of the Transferor Company 2 currently hold 100.00% of the total paid-up equity share capital of the Transferor Company 2. Upon the Scheme becoming effective, the Company shall be dissolved without winding up and hence, there shall be Nil holding of the promoters. The pre-amalgamation and post-amalgamation shareholding pattern of the Transferor Company 2 (based on the shareholding pattern of the Transferor Company 2 as on 31st March, 2022) based on the Fair Equity Share Exchange Ratio is provided in Annexure 1 hereto.

4. Effect of the Scheme on the Employees, Directors and KMPs

4.1. Upon the Scheme becoming effective, all employees, whether temporary or permanent employees and including all employees on probation, trainees and interns of the Transferor Companies in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Companies on the Effective Date.

4.2. None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Transferor Company 2 and their respective relatives (as defined under the Act and rules framed thereunder) have any **interest in the Scheme** and except to the extent that few directors are common directors of the Transferor Companies and Transferee Company. There are no KMPs in the Transferor Company 2.

4.3. No directors of the Transferor Company 2 will be entitled for any directorship in the Transferee Company by the virtue of the Scheme.

5. Effect of the Scheme on the Creditors

5.1. Under the Scheme, there is no compromise or arrangement with the creditors of the Transferor Company 2. The liabilities of the creditors of the Transferor Companies shall without any further act, instrument or deed be transferred to and vested in Transferee Company.

5.2. The Transferor Company 2 has not issued any debentures. The Transferor Company 2 has not accepted any public deposits from any person.

Adoption of the Report by the Board

The Board has adopted this Report after noting and considering the information set forth in this Report. The Scheme is expected to be beneficial to the Transferor Company 2, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

By Order of the Board
For Red Rotopack Private Limited

Arvind Mehta
Director
DIN: 00215183

Place: Indore
Date: 20th May, 2022

ANNEXURE 1
PRE AND POST AMALGAMATION SHAREHOLDING PATTERN

Particulars	Pre-Amalgamation		Post-Amalgamation	
	Total No. of shares held	% of Shareholding	Total No. of shares held	% of Shareholding
Promoter & Promoter Group (A)	**75,00,000**	**100.00**	**0.00**	**0.00**
Institutions	0.00	0.00	0.00	0.00
Non – Institutions	0.00	0.00	0.00	0.00
Total Public (B)	**0.00**	**0.00**	**0.00**	**0.00**
Total (A+B)	75,00,000	100.00	0.00	0.00

Prataap Snacks 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 Ind AS Financial Results for the Quarter and Nine-Months Ended 31 December 2021

(INR in lakhs except as stated)

Particulars	Quarter ended			Nine-months Ended		Year Ended
	31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
Sales / Income from operations	33,582.64	32,477.21	28,897.80	89,789.93	73,646.01	1,00,077.63
Other operating income	580.22	330.63	478.90	1,052.66	760.33	959.94
II Other income (Refer Note 3)	217.22	813.51	203.73	1,172.03	568.47	861.60
III Total Income (I + II)	**34,380.08**	**33,621.35**	**29,580.43**	**92,014.62**	**74,974.81**	**1,01,899.17**
IV Expenses						
(a) Cost of materials consumed	24,648.69	23,827.32	20,365.80	66,350.81	52,036.26	70,537.96
(b) Purchases of stock-in-trade	46.49	73.19	51.22	167.09	105.10	161.11
(c) Changes in inventories of finished goods and stock-in-trade	173.06	(606.40)	162.03	(699.59)	(705.46)	(214.57)
(d) Employee benefits expense	1,379.28	1,374.80	1,265.46	3,641.78	3,529.66	4,702.30
(e) Finance cost	154.18	153.80	148.40	469.45	481.50	627.04
(f) Depreciation and amortisation expense	1,006.93	1,026.29	969.48	3,023.70	3,203.32	4,199.32
(g) Other expenses	6,256.98	6,041.66	5,906.79	16,492.47	14,925.72	19,896.12
Total Expenses	**33,665.61**	**31,890.66**	**28,869.18**	**89,445.71**	**73,576.10**	**99,909.28**
V Profit before exceptional item and tax (III - IV)	**714.47**	**1,730.69**	**711.25**	**2,568.91**	**1,398.71**	**1,989.89**
VI Exceptional item (refer Note 5)	1,401.45	-	-	1,401.45	-	-
VII Profit before tax (V - VI)	**(686.98)**	**1,730.69**	**711.25**	**1,167.46**	**1,398.71**	**1,989.89**
VIII Tax expense						
(a) Current tax	(125.02)	312.97	134.77	210.96	267.54	393.37
(b) Deferred tax (including minimum alternate tax)	41.15	(37.39)	(8.47)	1.79	25.81	(489.56)
IX Net Profit for the period (VII - VIII)	**(603.11)**	**1,455.11**	**584.95**	**954.71**	**1,105.36**	**2,086.08**
X Other Comprehensive Income						
(a) Items that will not be reclassified to profit or loss	5.33	3.78	(2.01)	9.77	(6.02)	3.13
(b) Income tax relating to above	(1.86)	(1.32)	0.70	(3.41)	2.10	(1.09)
XI Total Comprehensive Income for the period (IX + X)	**(599.64)**	**1,457.57**	**583.64**	**961.07**	**1,101.44**	**2,088.12**
XII Paid-up equity share capital - Face value INR 5 each	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65
XIII Other equity						60,177.85
XIV Earnings per share of INR 5 each (Not annualised)						
Basic - INR	(2.57)	6.20	2.49	4.07	4.71	8.89
Diluted - INR	(2.57)	6.20	2.49	4.07	4.71	8.89

Notes:

1 The above standalone Ind AS 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 4 February 2022.

2 The Company has determined 'Snacks Food' as a reportable segment as evaluated by the chief operating decision maker for allocation of resources and assessing the performance. There are no other reportable segment as per Ind AS 108 'Operating Segment'. Accordingly, no separate segment information has been provided.

PRATAAP SNACKS LIMITED

Notes (Cont'd.):

3 The Board of directors in their meeting held on 29 September 2021 had approved the scheme of amalgamation ("scheme") pursuant to sections 230 to 232 and other relevant provisions of the Companies Act, 2013, providing for the amalgamation of its subsidiaries Avadh Snacks Private Limited and Red Rotopack Private Limited with the Company. The appointed date as per the scheme is 1 April 2021. Further, the Company has filed the necessary application with the exchanges and SEBI for the requisite approval and approval is awaited. The Company based on the updated fair valuation performed for merger application, had re-measured the deferred contingent consideration and recorded a gain in re-measurement of INR 554.35 lakhs as other income in quarter ended 30 September 2021. The effect of the scheme would be recognised on receipt of statutory approvals.

4 The Company's operations and revenue were impacted on account of disruption in economic activity due to COVID-19. As the products manufactured by the Company are covered under essential services, the impact has been less significant. Management believes that the pandemic is not likely to impact the recoverability of the carrying value of its assets. Management is closely monitoring the developments and possible effects that may result from the current pandemic on its financial condition, liquidity and operations and is actively working to minimize the impact of this unprecedented situation. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these standalone Ind AS financial results.

5 There was a fire accident in one of the Company's plants situated at Howrah, West Bengal, on 3 November 2021. The fire has severely impacted the building, plant & machinery, leasehold improvements, and inventories lying at the plant; however, there were no human causalities. The total impact of this event is INR 1,401.45 lakhs. Considering the nature of the event and magnitude of impact, this amount is disclosed as an exceptional item in the results for the quarter and nine months ended 31 December 2021. Pending completion of the survey and acceptance of the claim by the insurance company, the insurance claim receivable has not been recorded in the results for the quarter and nine months ended 31 December 2021.

6 The Code on Social Security 2020 has been notified in the Official Gazette on 29 September 2020. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. Impact if any of the change will be assessed and accounted in the period in which the said Code becomes effective and the rules framed thereunder are notified.

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

PRATAAP SNACKS LIMITED

Arvind Mehta	**Amit Kumat**
Chairman and Executive Director	Managing Director and Chief Executive Officer
DIN - 00215183	DIN - 02663687

Place: Indore
Date: 4 February 2022

Prataap Snacks 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 Consolidated Ind AS Financial Results for the Quarter and Nine-Months ended 31 December 2021

(INR in lakhs except as stated)

Particulars	Quarter ended			Nine-months Ended		Year Ended
	31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
Sales / Income from operations	37,914.17	36,726.75	33,432.75	1,02,460.86	85,393.85	1,16,148.20
Other operating income	581.26	331.46	478.89	1,054.70	761.15	960.68
II Other income (refer Note 3)	225.32	820.15	211.37	1,192.27	590.88	884.15
III Total Income (I + II)	**38,720.75**	**37,878.36**	**34,123.01**	**1,04,707.83**	**86,745.88**	**1,17,993.03**
IV Expenses						
(a) Cost of materials consumed	28,348.54	27,104.27	24,334.76	76,940.78	62,138.44	84,563.68
(b) Purchases of stock-in-trade	50.68	50.33	3.41	173.45	3.41	50.66
(c) Changes in inventories of finished goods and stock-in-trade	48.36	(520.16)	145.69	(778.58)	(707.16)	(305.23)
(d) Employee benefits expenses	1,556.15	1,543.29	1,418.33	4,134.49	4,001.34	5,330.81
(e) Finance cost	154.23	153.85	148.43	469.60	481.58	627.18
(f) Depreciation and amortisation expenses	1,328.06	1,347.19	1,281.49	3,986.20	4,146.20	5,456.54
(g) Other expenses	6,680.36	6,462.87	6,253.75	17,708.34	15,804.61	21,162.29
Total Expenses	**38,166.38**	**36,141.64**	**33,585.86**	**1,02,634.28**	**85,868.42**	**1,16,885.93**
V Profit before exceptional item and tax (III - IV)	**554.37**	**1,736.72**	**537.15**	**2,073.55**	**877.46**	**1,107.10**
VI Exceptional item (refer Note 5)	1,401.45	-	-	1,401.45	-	-
VII Profit before tax (V - VI)	**(847.08)**	**1,736.72**	**537.15**	**672.10**	**877.46**	**1,107.10**
VIII Tax expense						
(a) Current tax	(103.17)	366.64	139.45	267.90	313.29	408.70
(b) Deferred tax (including minimum alternate tax)	(19.77)	(99.19)	(57.17)	(181.44)	(138.86)	(717.19)
IX Net Profit for the period (VII - VIII)	**(724.14)**	**1,469.27**	**454.87**	**585.64**	**703.03**	**1,415.59**
X Other Comprehensive Income						
(a) Items that will not be reclassified to profit or loss	5.33	3.78	(2.01)	9.77	(6.02)	23.73
(b) Income tax relating to above	(1.86)	(1.32)	0.70	(3.41)	2.10	(6.27)
XI Total Comprehensive Income for the period (IX + X)	**(720.67)**	**1,471.73**	**453.56**	**592.00**	**699.11**	**1,433.05**
XII Paid-up equity share capital - Face value INR 5 each	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65	1,172.65
XIII Other equity						61,138.94
XIV Earnings per share of INR 5 each (Not annualised)						
Basic - INR	(3.09)	6.26	1.94	2.50	3.00	6.04
Diluted - INR	(3.09)	6.26	1.94	2.50	3.00	6.04

Notes:

1 The above consolidated Ind AS 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 4 February 2022.

2 The Group has determined 'Snacks Food' as a reportable segment as evaluated by the chief operating decision maker for allocation of resources and assessing the performance. There are no other reportable segment as per Ind AS 108 'Operating Segment'. Accordingly, no separate segment information has been provided.

PRATAAP SNACKS LIMITED

Notes (Cont'd.):

3 The Board of directors of the Holding Company in their meeting held on 29 September 2021 had approved the scheme of amalgamation ("scheme") pursuant to sections 230 to 232 and other relevant provisions of the Companies Act, 2013, providing for the amalgamation of its subsidiaries Avadh Snacks Private Limited and Red Rotopack Private Limited with the Holding Company. The appointed date as per the scheme is 1 April 2021. Further, the Holding Company has filed the necessary application with the exchanges and SEBI for the requisite approval and approval is awaited. The Holding Company based on the updated fair valuation performed for merger application, had re-measured the deferred contingent consideration and recorded a gain in re-measurement of INR 554.35 lakhs as other income in quarter ended 30 September 2021. The effect of the scheme would be recognised on receipt of statutory approvals.

4 The Group's operations and revenue were impacted on account of disruption in economic activity due to COVID-19. As the products manufactured by the Group are covered under essential services, the impact has been less significant. Management believes that the pandemic is not likely to impact the recoverability of the carrying value of its assets. Management is closely monitoring the developments and possible effects that may result from the current pandemic on its financial condition, liquidity and operations and is actively working to minimize the impact of this unprecedented situation. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these consolidated Ind AS financial results.

5 There was a fire accident in one of the Holding Company's plants situated at Howrah, West Bengal, on 3 November 2021. The fire has severely impacted the building, plant & machinery, leasehold improvements, and inventories lying at the plant; however, there were no human causalities. The total impact of this event is INR 1,401.45 lakhs. Considering the nature of the event and magnitude of impact, this amount is disclosed as an exceptional item in the results for the quarter and nine months ended 31 December 2021. Pending completion of the survey and acceptance of the claim by the insurance company, the insurance claim receivable has not been recorded in the results for the quarter and nine months ended 31 December 2021.

6 The Code on Social Security 2020 has been notified in the Official Gazette on 29 September 2020. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. Impact if any of the change will be assessed and accounted in the period in which the said Code becomes effective and the rules framed thereunder are notified.

7 Unaudited standalone Ind AS Financial Results for the Quarter and Nine-Months ended 31 December 2021 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:

(INR in lakhs)

Particulars	Quarter ended			Nine-months Ended		Year Ended
	31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Total revenue from operations	34,162.86	32,807.84	29,376.70	90,842.59	74,406.34	1,01,037.57
Profit before tax	(686.98)	1,730.69	711.25	1,167.46	1,398.71	1,989.89
Profit after tax	(603.11)	1,455.11	584.95	954.71	1,105.36	2,086.08

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

PRATAAP SNACKS LIMITED

Arvind Mehta
Chairman and
Executive Director
DIN - 00215183

Amit Kumat
Managing Director and
Chief Executive Officer
DIN - 02663687

Place: Indore
Date: 4 February 2022

Annexure-12

Avadh Snacks Private Limited
Registered and Corporate Office: R.S. No. 123 / P3, New R.S. No. 128,
Ind. Plot No 1, Nikava, Jamnagar – 361162, Gujarat, India
CIN: U15329GJ2017PTC098837
Contact No.: 9909777977
E-mail: avadhsnacks@gmail.com

Unaudited Standalone Ind AS Financial Results for the Quarter and Nine-Months Ended 31 December 2021

(INR in lakhs except as stated)

Particulars	Quarter ended			Nine-Months Ended		Year Ended
	31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
Sales / Income from operations	4,591.49	4,593.63	4,840.48	13,459.81	12,433.48	17,005.85
II Other income	6.47	2.93	7.63	13.58	22.83	39.35
III Total Income (I + II)	4,597.96	4,596.56	4,848.11	13,473.39	12,456.31	17,045.20
IV Expenses						
(a) Cost of materials consumed	3,690.46	3,278.01	3,980.98	10,605.96	10,123.46	14,042.08
(b) Purchases of stock-in-trade	273.51	321.25	245.75	780.30	563.01	804.55
(c) Changes in inventories of finished goods and stock-in-trade	(124.68)	85.19	(16.40)	(80.03)	(7.81)	(92.82)
(d) Employee benefits expense	174.07	164.52	152.88	485.95	471.69	628.49
(e) Finance cost	0.05	0.05	0.04	0.15	0.09	0.14
(f) Depreciation and amortisation expense (refer Note 6)	64.72	65.32	54.39	194.67	160.63	215.85
(g) Other expenses	424.40	423.07	351.92	1,217.34	880.60	1,278.11
Total Expenses	4,502.53	4,337.41	4,769.56	13,204.34	12,191.67	16,876.40
V Profit before tax (III - IV)	95.43	259.15	78.55	269.05	264.64	168.80
VI Tax expense						
(a) Current tax	17.09	58.43	4.68	56.94	38.21	8.23
(b) Deferred tax (including minimum alternate tax)	6.93	6.80	15.08	10.78	28.40	34.69
VII Net Profit for the period (V - VI)	71.41	193.92	58.79	201.33	198.03	125.88
VIII Other Comprehensive Income						
(a) Items that will not be reclassified to profit or loss	-	-	-	-	-	20.60
(b) Income tax relating to above	-	-	-	-	-	(5.18)
IX Total Comprehensive Income for the period (VII + VIII)	71.41	193.92	58.79	201.33	198.03	141.30
X Paid-up equity share capital - Face value INR 5 each	71.09	71.09	71.09	71.09	71.09	71.09
XI Other equity						3,643.59
XII Earnings per share of INR 5 each (Not annualised)						
Basic - INR	10.04	27.28	8.27	28.32	27.85	17.71
Diluted - INR	10.04	27.28	8.27	28.32	27.85	17.71

For and on behalf of the Board of Directors of Avadh Snacks Private Limited

Amit Kumat
DIN - 02663687

AVADH SNACKS PRIVATE LIMITED NIKAVA

Red Rotopack Private Limited
Registered and Corporate Office: Survey No. - 128,
Plot No.- 3, Opp. Supertech, Kalawad – 361162, Gujarat, India
CIN: U25199GJ2015PTC085423
Contact No.: 9426202632
E-mail: redrotopack@gmail.com

Unaudited Standalone Ind AS Financial Results for the Quarter and Nine-Months Ended 31 December 2021

(INR in lakhs except as stated)

Particulars	Quarter ended			Nine-Months Ended		Year Ended
	31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
Sales / Income from operations	1.03	1.88	-	3.08	5.84	13.07
II Other Income	-	-	-	-	-	-
III Total Income (I + II)	1.03	1.88	-	3.08	5.84	13.07
IV Expenses						
[a] Cost of materials consumed	-	-	-	-	4.63	16.24
[b] Changes in inventories of finished goods and stock-in-trade	-	1.05	-	1.05	6.15	2.15
[c] Finance cost	-	-	1.10	-	4.26	4.26
[d] Depreciation and amortisation expense (refer Note 5)	0.32	0.41	4.10	1.14	15.15	16.70
[e] Other expenses	1.74	2.04	(5.16)	5.22	(2.03)	(0.14)
Total Expenses	2.06	3.50	0.04	7.41	28.16	39.21
V Profit before tax (III - IV)	(1.03)	(1.62)	(0.04)	(4.33)	(22.32)	(26.14)
VI Tax expense						
(a) Current tax	-	-	-	-	-	-
(b) Deferred tax	(0.26)	(0.83)	-	(1.09)	-	(4.92)
VII Net Profit for the period (V - VI)	(0.77)	(0.79)	(0.04)	(3.24)	(22.32)	(21.22)
X Paid-up equity share capital - Face value INR 10 each	75.00	75.00	75.00	75.00	75.00	75.00
XI Other equity						-
XII Earnings per share of INR 10 each (Not annualised)						
Basic - INR	(0.10)	(0.11)	(0.01)	(0.43)	(2.98)	(2.83)
Diluted - INR	(0.10)	(0.11)	(0.01)	(0.43)	(2.98)	(2.83)

For and on behalf of the Board of Directors of Red Rotopack Private Limited

Amit Kumar
Director
DIN: 02553687

RED ROTO PACK PVT. LTD. NIKAVA

Annexure-14

July 6, 2022

To :

The Board of Directors **Prataap Snacks Limited** Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452 020, M.P	The Board of Directors **Avadh Snacks Private Limited** R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar – 361162, Gujarat

Dear Sir / Madam,

Sub : **Due Diligence Certificate – Scheme of Amalgamation under Section 230 to 232 of the Companies Act read with other applicable provisions and rules thereunder involving Avadh Snacks Private Limited ("ASPL" or the "Transferor Company 1"), Red Rotopack Private Limited ("RRPL" or "Transferor Company 2") and Prataap Snacks Limited ("PSL" or "Company" or "Transferee Company") and their respective shareholders and creditors ("the Scheme")**

This is with reference to our engagement letter dated June 10, 2022 entered with the Company for certifying the accuracy and adequacy of disclosures pertaining to ASPL and RRPL made in the abridged prospectus prepared by the Company, ASPL and RRPL, to be sent to the shareholders of the Company, pursuant to the Scheme.

The Scheme provides for the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in the Scheme Document. Accordingly, we have been provided with the Abridged Prospectus of ASPL dated July 6, 2022 ("Abridged Prospectus" enclosed as Annexure I), as prepared by the Company and ASPL. The Abridged Prospectus will be circulated to the members of the Company at the time of seeking their approval to the Scheme as part of the explanatory statement to the shareholders' notice.

Based on the information, undertakings, certificates, confirmations and documents provided to us by the Company, we hereby confirm that the information contained in the Abridged Prospectus is accurate and adequate, in terms of the Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circulars"), as prepared by the Company and the format specified for Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, to the extent applicable / relevant.

ARIHANT CAPITAL MARKETS LTD.
MERCHANT BANKING DIVISION
Corporate Office : 1011, Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai - 400 093
Tel.: 4225 4800 • Fax : 4225 4880 • E-mail : mbd@arihantcapital.com • Website : www.arihantcapital.com
Registered Office : E/5 Ratlam Kothi Area, Indore - 452 001 **CIN :** L67120MP1992PLC007182
ISO 9001:2015 CERTIFIED COMPANY

The above confirmation is based on the information furnished and explanations provided to us by the management of the Company about itself and the Transferor Company, assuming the same is complete and accurate in all material aspects on as is basis with an underlying fundamental assumption of responsible ownership and competent management. We have relied upon the financials, information and representations furnished to us on as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus or any opinion on the current and future solvency of the Company and fulfilling its financial obligations as may be envisaged in the Scheme. Our opinion on the Abridged Prospectus is based on data provided to us and we assume no liability towards any decision based on our opinion by any third party. This certificate is based on the information as at July 6, 2022. This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all regarding the Company's underlying decision to effect the Scheme or as to how the holders of Equity Shares of the Company and ASPL should vote at their respective meeting held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We express no opinion whatsoever and make no recommendations at all as to whether shareholders/investors should buy, sell or hold any stake in the company or any of its related parties.

Thanking you,

Yours faithfully,
For **Arihant Capital Markets Limited**

ARIHANT CAPITAL MARKETS LTD. MERCHANT BANKING DIVISION MUMBAI

Amol Kshirsagar
Vice President – Merchant Banking

Encl : Abridged Prospectus of ASPL as Annexure I

ARIHANT CAPITAL MARKETS LTD.
MERCHANT BANKING DIVISION
Corporate Office : 1011, Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai - 400 093
Tel.: 4225 4800 • Fax : 4225 4880 • E-mail : mbd@arihantcapital.com • Website : www.arihantcapital.com
Registered Office : E/5 Ratlam Kothi Area, Indore - 452 001 **CIN :** L67120MP1992PLC007182
ISO 9001:2015 CERTIFIED COMPANY

DISCLOSURE DOCUMENT COMPRISING OF APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS

This disclosure document ("Document") contains applicable information pertaining to the unlisted company, i.e. Avadh Snacks Private Limited ("ASPL"), a subsidiary of Prataap Snacks Limited ("PSL" / "the Company") and the proposed Scheme of Amalgamation of ASPL and RRPL with PSL and their respective shareholders and creditors ("Scheme").

This Document has been prepared in connection with the above Scheme, pursuant to the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circulars"). This Document should be read together with the Scheme.

THIS DOCUMENT CONTAINS 9 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

THE EQUITY SHARES TO BE ISSUED BY PSL TO THE EQUITY SHAREHOLDERS OF ASPL WILL BE, SUBJECT TO REQUISITE APPROVALS, LISTED AND ADMITTED FOR TRADING ON STOCK EXCHANGES.

You may download the Scheme from the website of PSL i.e. www.yellowdiamond.in or the website of the Stock Exchanges where the equity shares of PSL is listed i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com (together hereinafter referred to as the "Stock Exchanges").

(*Capitalised terms not defined herein shall have their meaning ascribed to them under the Scheme*)

AVADH SNACKS PRIVATE LIMITED

CIN : U15132GJ2017PTC098837
Date of Incorporation : 25/08/2017
Regd Off : R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar – 361162, Gujarat
Tel : 9426202632; **Website** : www.avadhgroup.com; **Contact Person** : Mr. Neel Rasikbhai Jagani

PROMOTERS : PRATAAP SNACKS LIMITED (being the holding Company) alongwith 6 individuals (***for details, please see section "Promoters of Avadh Snacks Private Limited" on page 3***)

DETAILS OF THE SCHEME, LISTING AND PROCEDURE

SCHEME DETAILS

In order to achieve various benefits including inter alia, business synergies, market access, unified platform for growth, access to customer base and cost effectiveness, the Scheme of Amalgamation of Avadh Snacks Private Limited ("ASPL") and Red Rotopack Private Limited ("RRPL") with Prataap Snacks Limited ("PSL") and their respective shareholders and creditors provides for merger of Avadh Snacks Private Limited (ASPL) and Red Rotopack Private limited (RRPL), the Transferor Companies with PSL, the Transferee Company, followed by dissolution without winding up of the Transferor Companies. The Scheme also provides for various other matters consequent and incidental thereto.

Rationale for the Scheme, inter alia, as provided in the Scheme is given below :

(a) The proposed amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme would enable all the companies to realize benefits of greater synergies between their businesses. Further it would make available to them - financial resources, technological upgradation, technological resources as well as the managerial, technical, distribution and marketing resources of each other in the interest of maximizing shareholder and stakeholder value as the Transferor Companies and Transferee Company's business activities are similar and complement each other.

AVADH SNACKS PRIVATE LIMITED NIKAVA

(b) Amalgamation will result in better integration, financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.

(c) Improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

Synergies of Business of the entities involved in the Scheme

(a) The amalgamation would result in synergy benefits arising out of single value chain and greater sustainable operations of a value adding business line by manufacturing potato chips, wafers, extruded snacks, pellets, various type of namkeens and sweet snacks with greater operational flexibility.

(b) Synergy of operations will be achieved, resulting in optimization of the common facilities such as manpower, office space, administration etc. Other infrastructure could also be better utilized, and duplication of facilities could be avoided resulting in optimum use of facilities and cost savings and thus achieving economies of scale.

Impact of the Scheme on the Shareholders

The amalgamation shall not in any manner be prejudicial to the interests of the concerned shareholders, creditors, employees and/ or general public at large. The proposed scheme will have no detrimental effect on the shareholders of either the Transferor companies or Transferee company.

Consideration under the Scheme

ASPL, is a subsidiary of the PSL and PSL holds 6,79,986 Equity Shares (including 1,01,563 partly paid-up Equity Shares) in ASPL constituting 90.48% of the issued share capital of ASPL. On amalgamation of ASPL with PSL, no shares (whether equity or preference shares) of PSL shall be issued or allotted in respect of the equity shares held by PSL in ASPL.

RRPL is a wholly owned subsidiary of ASPL and ASPL together with its nominee holds all the shares issued by RRPL. Given that ASPL is a subsidiary of PSL (as mentioned above), on amalgamation of RRPL with PSL, no shares (whether equity or preference shares) of PSL shall be issued or allotted in respect of the equity shares held by PSL (indirectly through ASPL) in RRPL.

Upon coming into effect of the Scheme, and in consideration of the amalgamation of each of the Transferor Companies (i.e. ASPL and RRPL) into the Transferee Company (i.e. PSL) in terms of the Scheme, all Equity Shares issued by the respective Transferor Companies and held by PSL (in ASPL) and ASPL (in RRPL) and/or their respective nominees shall stand cancelled and extinguished without any further application, act or deed and in lieu thereof, no allotment of shares in PSL, the Transferee Company, shall be made to any person whatsoever.

Amalgamation Consideration for Shareholders other than PSL, the Transferee Company

Upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company (PSL) in terms of the Scheme, PSL shall, without any application or deed, issue and allot 4,06,556 Equity Shares of face value of Rs. 5/- credited as fully paid-up, to the shareholders of ASPL (except PSL) whose names appear in the register of members as member of ASPL, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of PSL, on the Record Date in the share exchange ratio of 568 Equity Shares of PSL of Rs. 5/- each as fully paid-up to be issued and allotted for every 100 Equity Shares of the face value of Rs. 10/- each held by the shareholders (other than PSL) in ASPL.

AVADH SNACKS PRIVATE LIMITED NIKAVA

Appointed Date : Appointed date for the Scheme means 1st April, 2021 or such other date as may be mutually agreed between ASPL, RRPL and PSL, and approved by the Tribunal.

GENERAL RISKS

For taking any decision of making the investments / disposal of investments, investors must rely on their own examination of PSL, ASPL and RRPL and the Scheme, including the risk involved. Specific attention of the readers is invited to the section titled "Scheme Details" above and "Indicative Timeline" below and "Internal Risk Factors" at page 7 of this Document. SEBI does not guarantee the accuracy or adequacy of the contents of this Document.

PROCEDURE

The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares to public at large. The issue of equity shares by PSL is only to the shareholders of ASPL (except PSL) in accordance with the Scheme. Hence, the procedure with respect to GID (General Information Document) is Not Applicable.

PRICE INFORMATION OF LEAD MANAGER

Not Applicable

INDICATIVE TIMELINE

This Document should not be deemed to be an offer to the public. The Scheme requires approval of the National Company Law Tribunal, Ahmedabad Bench, ("NCLT") and no exact time frame can be given when the Scheme will become effective. However, the appointed date of the Scheme is 1st April, 2021 or such other date as may be mutually agreed between ASPL, RRPL and PSL, and approved by the Tribunal.

PROMOTERS OF AVADH SNACKS PRIVATE LIMITED

ASPL is a subsidiary of Prataap Snacks Limited ("PSL") which holds 90.48% of its Equity Share capital.

ASPL was originally promoted by Mr. Rajeshbhai Mansukhbhai Savani, Mr. Neel Rasikbhai Jagani, Mr. Dilipbhai Vithalbhai Lalani, Mr. Sanju Rajeshbhai Savani, Mr. Jashkumar Dilipkumar Lalani, Mrs. Bhavnaben Rajeshbhai Savani and Mrs. Purviben Neelbhai Jagani. During the financial year 2018-19, with the objective of acquiring the ongoing business operations carried on by ASPL, PSL acquired 80% of the equity share capital of ASPL from its existing and erstwhile shareholders. In February 2021, PSL further acquired 10.48% of the equity share capital of ASPL from its existing shareholders, aggregating its collective shareholding to 90.48% in ASPL.

The shareholding details of ASPL is as under :

Sr. No.	Shareholder / Promoter	Shareholding	% of Holding
1	Prataap Snacks Limited*	6,79,986	90.48
2	Rajeshbhai Mansukhbhai Savani	24,686	3.28
3	Neel Rasikbhai Jagani	9,124	1.21
4	Dilipbhai Vithalbhai Lalani	6,981	0.93
5	Sanju Rajeshbhai Savani	18,261	2.43
6	Jashkumar Dilipkumar Lalani	7,334	0.98
7	Purviben Neelbhai Jagani	5,191	0.69
	Total	**7,51,563**	100.00

**includes 1,01,563 partly paid-up equity shares*

PSL was incorporated on 23/03/2009 under the Companies Act, 1956 having its registered office at Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore, Madhya Pradesh-452020, India. PSL was incorporated as a private company i.e., Prataap Snacks Private Limited on 23rd March, 2009 and was converted into public limited company i.e., Prataap Snacks Limited on 19th September, 2016. PSL is a leading Indian Snacks Food Company. It offers multiple variants of products across categories of Potato Chips, Extruded Snacks, Pellets and Namkeen under the brand name "Yellow Diamond". PSL also has a separate range of sweet snacks under the distinctive "Rich Feast" brand.

The promoters of PSL are SCI Growth Investments II, Mr. Arvind Mehta, Mr. Amit Kumat, Mr. Apoorva Kumat, Mr. Rajesh Kumar Mehta, Mr. Naveen Kumar Mehta, Mr. Arun Kumar Mehta, Mrs. Kanta Mehta, Mrs. Rita Mehta, Mrs. Swati Bapna, Mrs. Rakhi Kumat, Mrs. Premlata Kuamt and Mrs. Sandhya Kumat . The Equity Shares of Prataap Snacks Limited are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The shareholding pattern of PSL is as under (Face Value - Rs. 5/- per Equity Share) :

Category	No. of Shares	% of Holding
Promoter / Promoter group	1,67,67,462	71.49
Public	66,85,574	28.51
Total	**2,34,53,036**	100.00

BUSINESS OVERVIEW AND STRATEGY

Company overview

ASPL was incorporated on 25/08/2017 under the Companies Act, 2013 with an object to engage in the business of manufacture, sale, trading and distribution of savoury items including but not limited to natural and flavored like snacks, pellets, fryums, namkeen, farsan, salted foods including all kind of baby and diabetic food and all natural, artificial, synthetic, or chemical edible foods, jams, jelly, pickle, cider, chutney, carbonated and non-carbonated drinks, ice-creams, fast foods, frozen foods etc. and confectionery items including but not limited to breads, roti, pizza, cakes, pastries, wafers.

ASPL is a subsidiary of Prataap Snacks Limited, which hold 90.48% of the issued share capital of ASPL.

Product / Service Offering

ASPL is presently engaged in the manufacturing and selling of branded packaged snacks under brand name "Avadh". Avadh has a diversified and strong product portfolio of namkeens like chavanu, mamra, papdi, gathiya, etc. and extruded pellets like cups, salted riffil, white crunchy papad, etc. with strong presence in the state of Gujarat and expanding to Madhya Pradesh, Maharashtra and Rajasthan.

Geographies served

The products of ASPL has strong presence in the States of Gujarat and expanding to Madhya Pradesh, Maharashtra and Rajasthan.

AVADH SNACKS PRIVATE LIMITED NIKAVA

Key performance indicators / Market Share

ASPL enjoys locational advantage backed by established brand and reputation, experienced management and quality products.

ASPL's "Avadh" brand is well-known brand in salty snacks market of Gujarat state. ASPL has a diversified and strong product portfolio of namkeens like chavanu, mamra, papdi, gathiya, etc. and extruded pellets like cups, salted riffil, white crunchy papad, etc. with strong presence in the state of Gujarat. The plant capacity of ASPL is 130 tonnes. ASPL have over 350 distributors. The registered office and plant of ASPL are strategically located in the state of Gujarat, which is a strong market for packaged snacks with higher per capita consumption as compare to country's average.

ASPL is better placed in terms of utilisation of its assets as compared to its holding company PSL. For the year ended 31st March, 2022, the asset turnover of ASPL is 6.9 times as compared to 3.8 times of PSL.

The Directors on ASPL Board are persons of varied experience of packaged snacks food industry. The consumer preferences and tastes are well known to the Company and the products of the Company cater the local taste of state of Gujarat.

Industries served

Packaged Snacks Food.

Intellectual Property

List of intellectual properties of ASPL:

S.No.	Trademark	Trademark Application Number	Class	Status
1.	AVADH WITH DEVICE OF CAP	3165387	29	Registered
2.	AVADH	2270881	30	Registered
3.	AVADH WITH DEVICE OF CAP	3165386	30	Registered
4.	AVADH WITH DEVICE OF CARTOON AND GATHIYA	3165388	30	Registered
5.	AVADH	3771495	30	Registered
6.	AVADH	3771494	30	Opposed

Manufacturing plant

The manufacturing Unit of ASPL is located at Survey No. 128 Plot No. 1, Opp. Super Tech Industries, Nikava – 361162, Gujarat, India.

Employee Strength

There are total 302 employees in ASPL.

AVADH SNACKS PRIVATE LIMITED NIKAVA

BOARD OF DIRECTORS

Sl.	Name	Designation	Educational Qualifications & Experience	Other Directorships
1	Mr. Arvind Mehta	Non-Executive Director	B.Com. Has over 32 years of experience in real estate business along with over 19 years of experience in snacks food industry and in the financing business.	• Prakash Snacks Private Limited • Prataap Snacks Limited • Orange Infracon Private Limited • Red Rotopack Private Limited
2	Mr. Amit Kumat	Non-Executive Director	Master's degree in science from the University of Southwestern Louisiana. Has over 25 years of experience in snacks food industry.	• Prataap Snacks Limited • Red Rotopack Private Limited
3	Mr. Rajeshbhai Mansukhbhai Savani	Non-Executive Director	HSC. He has over 30 years of experience in the field of Production and Marketing of Food Items and Packaging.	• Red Rotopack Private Limited
4	Mr. Neel Rasikbhai Jagani	Executive Director	B.Com. Has over 10 years of experience in the field of Production and Marketing of Food Items and Packaging.	• Red Rotopack Private Limited
5	Mr. V.T. Bharadwaj	Independent Director	PGDM (MBA) from IIM, Ahmedabad and B.E. (Hons) from BITS Pilani. He is a Partner at A91 Partners and has over 20 years of experience in management consultancy & PE investments.	• Prataap Snacks Limited; • Hector Beverages Private Limited; • Atomberg Technologies Private Limited; • Pushp Brand (India) Private Limited; • IIM Ahmedabad Endowment • Management Foundation; • La Renon Healthcare Private Limited; • Happilo International Private Limited; • AlphaVector (India) Private Limited.
6	Mr. Girish Nair	Independent Director	B.Com. Over 28 years of experience in in the field of domestic/ international marketing, Management and finance.	• Lampcap India Private Limited; • Shri Ameya Electricals Private Limited; • Anand Metal Engineering Private Limited;

AVADH SNACKS PRIVATE LIMITED NIKAVA

OBJECTS OF THE PROPOSED SCHEME

The proposed Scheme of Amalgamation of Avadh Snacks Private Limited ("ASPL") and Red Rotopack Private Limited ("RRPL") with Prataap Snacks Limited ("PSL") and their respective shareholders and creditors, provides for merger of ASPL and RRPL (the Transferor Companies) with PSL (the Transferee Company) followed by dissolution without winding up of the Transferor Companies. The Scheme also provides for various other matters consequent and incidental thereto.

For details, please see section "Scheme Details" on page 1 of this Document.

SHAREHOLDING PATTERN

The shareholding pattern of ASPL is as under :

Category	Pre Issue number of shares	% Holding of Pre issue
Promoter and promoter group		
- Prataap Snacks Limited	6,79,986 *	90.48%
- Others	71,577	9.52%
Public	Nil	N.A.
Total	**7,51,563**	100.00

* including 1,01,563 partly paid-up Equity Shares

STANDALONE AUDITED FINANCIALS OF ASPL

(Rs. in lakhs)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total income from operations (net)	18,382.59	17,005.85	17,490.85
Net profit / (loss) before tax and extraordinary items	201.93	168.80	651.31
Net profit / (loss) after tax and extraordinary items	150.46	125.88	487.38
Equity Share Capital	71.09	71.09	71.09
Reserves and Surplus	3,801.27	3,643.59	3,502.29
Networth	3,872.36	3,714.68	3,573.38
Basic EPS (Rs.)	21.16	17.71	68.55
Diluted EPS (Rs.)	21.16	17.71	68.55
Return on networth (%)	3.89	3.39	13.64
NAV per Share (Rs.)	514.94	493.97	475.18

Note : Pursuant to provisions of Rule 6 of the Companies (Accounts) Rules, 2014 and also Indian Accounting Standard (IndAS) 110, based upon meeting of the conditions laid down therein, the company is not required to prepare the consolidated financial statements. Since ASPL fulfils all the conditions stipulated, no consolidated financial statements are prepared for the above financial years.

INTERNAL RISK FACTORS

Implementation of the Scheme completely depends upon the approval of the regulatory authorities. Any modification / revision by the competent authorities may delay the completion of the process.

AVADH SNACKS PRIVATE LIMITED NIKAVA

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. **Total number of outstanding litigations against ASPL and amount involved**

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges	Material civil litigations	Aggregate amount involved (Rs. in crores)
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	-	-	-	-	-
Directors						
By the Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
Promoters						
By the Promoters	-	3	-	-	2	9.97
Against the Promoters	-	-	-	-	-	-
Subsidiaries						
By the Subsidiary	-	-	-	-	-	-
Against the Subsidiary	-	1	-	-	-	0.50

B. **Brief details of top 5 material outstanding litigations against ASPL and amount involved**

There are no outstanding litigations against ASPL.

C. **Regulatory action, if any – disciplinary action taken by SEBI or Stock Exchanges against the promoters in last 5 financial years, including outstanding action, if any**

There are no disciplinary action taken by SEBI or Stock Exchanges against the promoters in last 5 financial years.

D. **Brief details of outstanding criminal proceedings against promoters**

There are no outstanding criminal proceedings against the promoters.

AVADH SNACKS PRIVATE LIMITED NIKAVA

ANY OTHER IMPORTANT INFORMATION OF ASPL

- The Scheme was approved by the Board of Directors of PSL, ASPL and RRPL on 29/09/2021. The Scheme is subject to approvals from SEBI, Shareholders, Creditors, Stock Exchanges, National Company Law Tribunal, Regional Director, Registrar of Companies and other authorities, as may be applicable.
- Expert opinion obtained, if any – Valuation Report and Fairness Opinion
- Material Contracts and Documents for Inspection :
  - Memorandum and Articles of Association
  - Financial Statement and latest shareholding pattern
  - Draft Scheme of Amalgamation
  - Valuation Report and Fairness Opinion pursuant for the Scheme

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956 & Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true & correct.

For **Avadh Snacks Private Limited**

AVADH SNACKS PRIVATE LIMITED NIKAVA

Arvind Mehta
Director
DIN : 00215183

Place : Indore
Date : July 6, 2022

Annexure-15

July 6, 2022

To

The Board of Directors **Prataap Snacks Limited** Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452 020	The Board of Directors **Red Rotopack Private Limited** Survey No. 128, Plot No. 3, Opp Supertech, Nikava, TA. Kalawad – 361 162, Gujarat

Dear Sir / Madam,

Sub : **Due Diligence Certificate – Scheme of Amalgamation under Section 230 to 232 of the Companies Act read with other applicable provisions and rules thereunder involving Avadh Snacks Private Limited ("ASPL" or the "Transferor Company 1"), Red Rotopack Private Limited ("RRPL" or "Transferor Company 2") and Prataap Snacks Limited ("PSL" or "Company" or "Transferee Company") and their respective shareholders and creditors ("the Scheme")**

This is with reference to our engagement letter dated June 10, 2022 entered with the Company for certifying the accuracy and adequacy of disclosures pertaining to ASPL and RRPL made in the abridged prospectus prepared by the Company, ASPL and RRPL, to be sent to the shareholders of the Company, pursuant to the Scheme.

The Scheme provides for the amalgamation of the Transferor Companies into the Transferee Company in the manner set out in the Scheme Document. Accordingly, we have been provided with the Abridged Prospectus of RRPL dated July 6, 2022 ("Abridged Prospectus" enclosed as Annexure I), as prepared by the Company and RRPL. The Abridged Prospectus will be circulated to the members of the Company at the time of seeking their approval to the Scheme as part of the explanatory statement to the shareholders' notice.

Based on the information, undertakings, certificates, confirmations and documents provided to us by the Company, we hereby confirm that the information contained in the Abridged Prospectus is accurate and adequate, in terms of the Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circulars"), as prepared by the Company and the format specified for Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, to the extent applicable / relevant.

ARIHANT CAPITAL MARKETS LTD.
MERCHANT BANKING DIVISION
Corporate Office : 1011, Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai - 400 093
Tel.: 4225 4800 • Fax : 4225 4880 • E-mail : mbd@arihantcapital.com • Website : www.arihantcapital.com
Registered Office : E/5 Ratlam Kothi Area, Indore - 452 001 **CIN :** L67120MP1992PLC007182
ISO 9001:2015 CERTIFIED COMPANY

The above confirmation is based on the information furnished and explanations provided to us by the management of the Company about itself and the Transferor Company, assuming the same is complete and accurate in all material aspects on as is basis with an underlying fundamental assumption of responsible ownership and competent management. We have relied upon the financials, information and representations furnished to us on as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus or any opinion on the current and future solvency of the Company and fulfilling its financial obligations as may be envisaged in the Scheme. Our opinion on the Abridged Prospectus is based on data provided to us and we assume no liability towards any decision based on our opinion by any third party. This certificate is based on the information as at July 6, 2022. This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all regarding the Company's underlying decision to effect the Scheme or as to how the holders of Equity Shares of the Company and RRPL should vote at their respective meeting held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We express no opinion whatsoever and make no recommendations at all as to whether shareholders/investors should buy, sell or hold any stake in the company or any of its related parties.

Thanking you,

Yours faithfully,
For **Arihant Capital Markets Limited**

ARIHANT CAPITAL MARKETS LTD. MERCHANT BANKING DIVISION MUMBAI

Amol Kshirsagar
Vice President – Merchant Banking

Encl : Abridged Prospectus of RRPL as Annexure I

ARIHANT CAPITAL MARKETS LTD.
MERCHANT BANKING DIVISION
Corporate Office : 1011, Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai - 400 093
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DISCLOSURE DOCUMENT COMPRISING OF APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS

This disclosure document ("Document") contains applicable information pertaining to the unlisted company, i.e. Red Rotopack Private Limited ("RRPL"), a wholly owned subsidiary of Avadh Snacks Private Limited ("ASPL") which in turn is the subsidiary of Prataap Snacks Limited ("PSL" / "the Company") and the proposed Scheme of Amalgamation of ASPL and RRPL with PSL and their respective shareholders and creditors ("Scheme").

This Document has been prepared in connection with the above Scheme, pursuant to the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circulars"). This Document should be read together with the Scheme.

THIS DOCUMENT CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

THE EQUITY SHARES TO BE ISSUED BY PSL TO THE EQUITY SHAREHOLDERS OF ASPL (EXCEPT PSL) WILL BE, SUBJECT TO REQUISITE APPROVALS, LISTED AND ADMITTED FOR TRADING ON STOCK EXCHANGES.

You may download the Scheme from the website of PSL i.e. www.yellowdiamond.in or the website of the Stock Exchanges where the equity shares of PSL is listed i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com (together hereinafter referred to as the "Stock Exchanges").

(*Capitalised terms not defined herein shall have their meaning ascribed to them under the Scheme*)

RED ROTOPACK PRIVATE LIMITED

CIN : U25199GJ2015PTC085423
Date of Incorporation : 17/12/2015
Regd Off : Survey No. 128, Plot No. 3, Opp Supertech, Nikava, TA. Kalawad – 361 162, Gujarat
Tel : 9426202632; **Website** : No website created; **Contact Person** : Mr. Neel Rasikbhai Jagani

PROMOTER : AVADH SNACKS PRIVATE LIMITED

DETAILS OF THE SCHEME, LISTING AND PROCEDURE

SCHEME DETAILS

In order to achieve various benefits including inter alia, business synergies, market access, unified platform for growth, access to customer base and cost effectiveness, the Scheme of Amalgamation of Avadh Snacks Private Limited ("ASPL") and Red Rotopack Private Limited ("RRPL") with Prataap Snacks Limited ("PSL") and their respective shareholders and creditors provides for merger of ASPL and RRPL, the Transferor Companies with PSL, the Transferee Company, followed by dissolution without winding up of the Transferor Companies. The Scheme also provides for various other matters consequent and incidental thereto.

Rationale for the Scheme, inter alia, as provided in the Scheme is given below :

(a) The proposed amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme would enable all the companies to realize benefits of greater synergies between their businesses. Further it would make available to them - financial resources, technological upgradation, technological resources as well as the managerial, technical, distribution and marketing resources of each other in the interest of maximizing shareholder and stakeholder value as the Transferor Companies and Transferee Company's business activities are similar and complement each other.

RED ROTO PACK PVT. LTD. NIKAVA

(b) Amalgamation will result in better integration, financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.

(c) Improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

Synergies of Business of the entities involved in the Scheme

(a) The amalgamation would result in synergy benefits arising out of single value chain and greater sustainable operations of a value adding business line by manufacturing potato chips, wafers, extruded snacks, pellets, various type of namkeens and sweet snacks with greater operational flexibility.

(b) Synergy of operations will be achieved, resulting in optimization of the common facilities such as manpower, office space, administration etc. Other infrastructure could also be better utilized, and duplication of facilities could be avoided resulting in optimum use of facilities and cost savings and thus achieving economies of scale.

Impact of the Scheme on the Shareholders

The amalgamation shall not in any manner be prejudicial to the interests of the concerned shareholders, creditors, employees and/ or general public at large. The proposed scheme will have no detrimental effect on the shareholders of either the Transferor companies or Transferee company.

Consideration under the Scheme

ASPL, is a subsidiary of the PSL and PSL holds 6,79,986 Equity Shares (including 1,01,563 partly paid-up Equity Shares) in ASPL constituting 90.48% of the issued share capital of ASPL. On amalgamation of ASPL with PSL, no shares (whether equity or preference shares) of PSL shall be issued or allotted in respect of the equity shares held by PSL in ASPL.

RRPL is a wholly owned subsidiary of ASPL and ASPL together with its nominee holds all the shares issued by RRPL. Given that ASPL is a subsidiary of PSL (as mentioned above), on amalgamation of RRPL with PSL, no shares (whether equity or preference shares) of PSL shall be issued or allotted in respect of the equity shares held by PSL (indirectly through ASPL) in RRPL.

Upon coming into effect of the Scheme, and in consideration of the amalgamation of each of the Transferor Companies (i.e. ASPL and RRPL) into the Transferee Company (i.e. PSL) in terms of the Scheme, all Equity Shares issued by the respective Transferor Companies and held by PSL (in ASPL) and ASPL (in RRPL) and/or their respective nominees shall stand cancelled and extinguished without any further application, act or deed and in lieu thereof, no allotment of shares in PSL, the Transferee Company, shall be made to any person whatsoever.

Amalgamation Consideration for Shareholders other than PSL, the Transferee Company

Upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies into the Transferee Company (PSL) in terms of the Scheme, PSL shall, without any application or deed, issue and allot 4,06,556 Equity Shares of face value of Rs. 5/- credited as fully paid-up, to the shareholders of ASPL (except PSL) whose names appear in the register of members as member of ASPL, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of PSL, on the Record Date in the share exchange ratio of 568 Equity Shares of PSL of Rs. 5/- each as fully paid-up to be issued and allotted for every 100 Equity Shares of the face value of Rs. 10/- each held by the shareholders (other than PSL) in ASPL.

Appointed Date : Appointed date for the Scheme means 1st April, 2021 or such other date as may be mutually agreed between ASPL, RRPL and PSL, and approved by the Tribunal.

RED ROTO PACK PVT. LTD. NIKAVA

GENERAL RISKS

For taking any decision of making investments / disposal of investments, investors must rely on their own examination of PSL, ASPL and RRPL and the Scheme, including the risk involved. Specific attention of the readers is invited to the section titled "Scheme Details" above and "Indicative Timeline" below and "Internal Risk Factors" at page 5 of this Document. SEBI does not guarantee the accuracy or adequacy of the contents of this Document.

PROCEDURE

The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares to public at large. The issue of equity shares by PSL is only to the shareholders of ASPL (except PSL) in accordance with the Scheme. Hence, the procedure with respect to GID (General Information Document) is Not Applicable.

PRICE INFORMATION OF LEAD MANAGER

Not Applicable

INDICATIVE TIMELINE

This Document should not be deemed to be an offer to the public. The Scheme requires approval of the National Company Law Tribunal, Ahmedabad Bench, ("NCLT") and no exact time frame can be given when the Scheme will become effective. However, the appointed date of the Scheme is 1st April, 2021 or such other date as may be mutually agreed between ASPL, RRPL and PSL, and approved by the Tribunal.

PROMOTERS OF RED ROTOPACK PRIVATE LIMITED

RRPL is a wholly owned subsidiary of Avadh Snacks Private Limited. ASPL was incorporated on 25/08/2017 under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat - 361162 and is engaged in the manufacturing and selling of branded packaged snacks under brand name "Avadh". Avadh has a diversified and strong product portfolio of namkeens like bhujia, chevda, fafda, gathiya, etc. and extruded pellets like wheels, cups, pasta, etc. with strong presence in the state of Gujarat and expanding to Maharashtra, Rajasthan and Uttar Pradesh. ASPL is a subsidiary of Prataap Snacks Limited (PSL) which holds 90.48% of ASPL's Equity Capital.

BUSINESS OVERVIEW AND STRATEGY

Company overview

RRPL was incorporated on 17/12/2015 under the Companies Act, 2013 with an object to engage in manufacturing, processing, buying, selling, importing, exporting and other wise dealing with all kinds of card-board packing, plastic packing, roto printing, polythene packing, gunny bags, containers, bottles, hollow wares, whether made of leather, plastic, and all types of packing solutions.

RRPL was incorporated to supply packaging material for ASPL products. RRPL is the wholly owned subsidiary of Avadh Snacks Private Limited.

RRPL was actively carrying out the business operations till FY 2018-19. During FY 2018-19, Prataap Snacks Limited acquired 80% stake in ASPL and also assumed control over RRPL (by virtue of RRPL

RED ROTO PACK PVT. LTD. NIKAVA

being wholly owned subsidiary of ASPL). Keeping in mind economies of scale and cost efficiency, the packaging support to ASPL was provided by the vendors of PSL and the manufacturing activities in RRPL were suspended and they continue to be so as of date.

Product / Service Offering, Geographies served, Key performance indicators, Intellectual Property, Market Share etc.

RRPL was incorporated to supply packaging material for ASPL products. However, post-acquisition of ASPL by PSL in FY 2018-19, the manufacturing activities at RRPL continue to remain suspended as a matter of operational efficiency and economic prudence.

Industries served

Packaging industry.

Manufacturing plant

The manufacturing Unit of RRPL is located at Survey No. 128 Plot No. 3, Opp. Super Tech Industries, Nikava – 361162, Gujarat, India. However, no manufacturing activity is being carried out at present.

Employee Strength

There are no employees in RRPL.

BOARD OF DIRECTORS

Sl.	Name	Designation	Educational Qualifications & Experience	Other Directorships
1	Mr. Arvind Mehta	Non-Executive Director	B.Com. Has over 32 years of experience in real estate business along with over 19 years of experience in snacks food industry and in the financing business.	• Prakash Snacks Private Limited • Prataap Snacks Limited • Orange Infracon Private Limited • Avadh Snacks Private Limited
2	Mr. Amit Kumat	Non-Executive Director	Master's degree in science from the University of Southwestern Louisiana. Has over 25 years of experience in snacks food industry.	• Prataap Snacks Limited • Avadh Snacks Private Limited
3	Mr. Rajeshbhai Mansukhbhai Savani	Non-Executive Director	HSC. He has over 30 years of experience in the field of Production and Marketing of Food Items and Packaging.	• Avadh Snacks Private Limited
4	Mr. Neel Rasikbhai Jagani	Non-Executive Director	B.Com. Has over 10 years of experience in the field of Production and Marketing of Food Items and Packaging.	• Avadh Snacks Private Limited

RED ROTO PACK PVT. LTD. NIKAVA

OBJECTS OF THE PROPOSED SCHEME

The proposed Scheme of Amalgamation of Avadh Snacks Private Limited ("ASPL") and Red Rotopack Private Limited ("RRPL") with Prataap Snacks Limited ("PSL") and their respective shareholders and creditors, provides for merger of ASPL and RRPL (the Transferor Companies) with PSL (the Transferee Company) followed by dissolution without winding up of the Transferor Companies. The Scheme also provides for various other matters consequent and incidental thereto.

For details, please see section "Scheme Details" on page 1 of this Document.

SHAREHOLDING PATTERN

The shareholding pattern of RRPL is as under :

Category	Pre Issue number of shares	% Holding of Pre issue
Promoter and promoter group		
- Avadh Snacks Private Limited	7,49,990	100.00
- Other	10	-
Public	Nil	N.A.
Total	**7,50,000**	100.00

STANDALONE AUDITED FINANCIALS OF RRPL

(Rs. in lakhs)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Total income from operations (net)	4.02	13.07	14.36
Net profit / (loss) before tax and extraordinary items	(5.19)	(26.14)	(64.56)
Net profit / (loss) after tax and extraordinary items	(3.88)	(21.22)	(48.65)
Equity Share Capital	75.00	75.00	75.00
Reserves and Surplus	62.99	66.87	88.09
Networth	137.99	141.87	163.09
Basic EPS (Rs.)	(0.52)	(2.83)	(6.49)
Diluted EPS (Rs.)	(0.52)	(2.83)	(6.49)
Return on networth (%)	(2.82)	(14.96)	(29.83)
NAV per Share (Rs.)	18.40	18.92	21.75

INTERNAL RISK FACTORS

Implementation of the Scheme completely depends upon the approval of the regulatory authorities. Any modification / revision by the competent authorities may delay the completion of the process.

RED ROTO PACK PVT. LTD. NIKAVA

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. **Total number of outstanding litigations against RRPL and amount involved**

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges	Material civil litigations	Aggregate amount involved (Rs. in crores)
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	1	-	-	-	0.50
Directors						
By the Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
Promoters						
By the Promoters	-	-	-	-	-	-
Against the Promoters	-	-	-	-	-	-
Subsidiaries						
By the Subsidiary	-	-	-	-	-	-
Against the Subsidiary	-	-	-	-	-	-

B. **Brief details of top 5 material outstanding litigations against RRPL and amount involved**

Serial No.	Particulars	Litigations filed by	Current status	Amount involved (Rs. in crores)
1.	Order in original has issued towards migration of transitional Credit from Central Excise.	Assistant Commissioner – GST Division-Jamnagar	Appeal has been filed by RRPL and personal hearing awaited.	0.50

C. **Regulatory action, if any – disciplinary action taken by SEBI or Stock Exchanges against the promoters in last 5 financial years, including outstanding action, if any**

There are no disciplinary action taken by SEBI or Stock Exchanges against the promoters in last 5 financial years.

D. **Brief details of outstanding criminal proceedings against promoters**

There are no outstanding criminal proceedings against the promoters.

RED ROTO PACK PVT. LTD. NIKAVA

ANY OTHER IMPORTANT INFORMATION OF RRPL

- The Scheme was approved by the Board of Directors of PSL, ASPL and RRPL on 29/09/2021. The Scheme is subject to approvals from SEBI, Shareholders, Creditors, Stock Exchanges, National Company Law Tribunal, Regional Director, Registrar of Companies and other authorities, as may be applicable.
- Expert opinion obtained, if any – Valuation Report and Fairness Opinion
- Material Contracts and Documents for Inspection :
  - Memorandum and Articles of Association
  - Financial Statement and latest shareholding pattern
  - Draft Scheme of Amalgamation
  - Valuation Report and Fairness Opinion pursuant for the Scheme

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956 & Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this abridged prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true & correct.

For **Red Rotopack Private Limited**

RED ROTO PACK PVT. LTD. NIKAVA

Arvind Mehta
Director
DIN : 00215183

Place : Indore
Date : July 6, 2022