

**TRANSCRIPT OF 12<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE PRATAAP SNACKS LIMITED (THE COMPANY) HELD ON THURSDAY, 5<sup>TH</sup> AUGUST, 2021 AT 03.30 P.M. IST THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM).**

Good afternoon everyone. I, Om Prakash Pandey, Company Secretary and Compliance Officer of Prataap Snacks Limited welcome you all at the 12<sup>th</sup> Annual General Meeting of the Company.

In view of ongoing continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its Circular no. 02 of 2021 dated 13<sup>th</sup> January, 2021 read with Circular nos. 14 of 2020 dated 8<sup>th</sup> April, 2020, 17 of 2020 dated 13<sup>th</sup> April, 2020 and 20 of 2020 dated 5<sup>th</sup> May, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting of companies through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of the members at a common venue.

Accordingly, in compliance with applicable provisions of the Companies Act, 2013 read with the aforesaid MCA Circulars, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circulars dated 15<sup>th</sup> January, 2021 and 12<sup>th</sup> May, 2020, the 12<sup>th</sup> Annual General Meeting of the Company is conducted through Video Conferencing. In accordance with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Clarification dated 15<sup>th</sup> April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since this AGM is being conducted through Video Conferencing, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members is not available for this AGM. The Members attending the AGM through Video Conferencing are counted for the purpose of the quorum under Section 103 of the Companies Act, 2013.

It's my pleasure to inform you that our Honorable Chairman, Mr. Arvind Mehta is present in this Annual General Meeting and chairing the Meeting as per Article 16(c) of the Articles of Association of the Company.

Now, I would like to introduce the Directors, Officers and Representatives present in this AGM through video conferencing from their respective office or residence:

1. Mr. Arvind Mehta – Chairman and Executive Director
2. Mr. Amit Kumat - Managing Director and Chief Executive Officer
3. Mr. Apoorva Kumat – Executive Director (Operations)
4. Mr. Chetan Mathur- Independent Director and Chairman of Audit Committee and Risk Management Committee
5. Mr. V. T. Bharadwaj – Independent Director and Chairman of Stakeholders Relationship Committee and Nomination and Remuneration Committee
6. Mr. Sumit Sharma – Chief Financial Officer
7. Mr. Subhashis Basu - Chief Operating Officer
8. Mr. Abhishek Agarwal and Mr. Manish Jain, Chartered Accountants, representing S R B C & CO., LLP, Statutory Auditor; and
9. Mr. Ritesh Gupta, Company Secretary, representing Ritesh Gupta & Co., Secretarial Auditor and Scrutinizer

The remaining Directors namely, Mrs. Anisha Motwani, Mr. Vineet Kapila and Mr. G.V. Ravishankar, expressed their inability to attend the Meeting due to their other prior commitments.

Now, I would like to invite our Honorable Chairman, Mr. Arvind Mehta to proceed further.

Namaste and good afternoon. We hope you and your families are keeping safe and continue to follow the recommended measures of distancing, sanitization and wearing a mask. I welcome you to Prataap Snacks Ltd.'s Annual General Meeting, which is being conducted virtually.

Since the quorum is present, I call the Meeting to order.

FY 2021 has been an extraordinary year and an unpredictable environment led to a new state of normalcy. We began the year with the national lockdown and as the year progressed, the decision making was passed on to State and local governments to implement and monitor regional lockdowns in the various states and cities with closures of markets, shops and stores to strictly implement social distancing norms. Restrictions on manufacturing facilities led to reduced availability of finished products while constrained movement of men and material caused temporary supply chain disruption.

During these volatile times, we placed emphasis on becoming a leaner organization and adapted to the changed circumstances. With Indore being a containment zone, our Guwahati and 3P contract manufacturing facilities were quicker to resume production and helped us restore supply in trade channels. After receiving the necessary approvals from the respective State Government, we moved with agility and revamped our operations. During the year, we also witnessed unprecedented volatility in the prices of key raw materials like palm oil which affected our margins. We undertook measures which helped to partially offset the impact and enabled us to maintain a stable financial performance.

As our business is highly geared towards impulse consumption, demand was impacted due to closure of schools, colleges as well as the sharp decline in travel by train and roads due to restrictions imposed. We responded to this challenge by ramping up our focus on non-metro centers and smaller towns as we saw that the urban centres were more significantly affected in the first wave. This enabled us to stage a smart recovery in the second half of the year even as key touchpoints like schools and railway stations remained closed.

We have also actively undertaken initiatives like tele-calling which has enabled us to enhance our distribution reach. As you are aware, a pilot of this model was initially introduced in 2019 and we have rolled it in few cities currently. This initiative will play a key role in building sales from our existing distribution network as this will enable us to push our product baskets at the retail outlets.

The other challenge that we faced during the year was the sharp rise in prices of inputs. Palm oil, a major raw material component, experienced a rise of 30% during the year, compared to its full-year average price in FY2020. However, the ongoing cost optimisation and process re-engineering initiatives taken up by the Company helped us mitigate the impact of higher palm oil prices to a large extent.

We have also made progress in our strategy to compress our distribution structure. The first step involves setting up of regional hubs at key locations across the country. We have established our own facility in Kolkata, which has commenced its operations in July, 2021. This facility will help us act as a hub for the Eastern Market. Similarly, we have converted our 3P facility in Bengaluru into an owned facility and this will serve as a hub for the southern markets. Further hubs in the North and West of the country will enable us to improve our distribution efficiency.

I am pleased to share that we further acquired a 10.48% stake in Avadh Snacks for an aggregate value of INR 3,300 lakhs. Post this acquisition, we cemented our holding in Avadh Snacks to 90.48% of its paid-up equity share capital. We also increased the capacity of Rajkot facility by 50%. Staying true to our strategy, we are planning to take Avadh products out of Gujarat to the neighbouring states of Madhya Pradesh, Maharashtra and Rajasthan. This will be achieved by leveraging the existing distribution network. In the coming years, we expect the brand to deliver good growth momentum. We anticipate exciting opportunities to expand Yellow Diamond products synergistically with Avadh and vice versa as the two baskets complement each other.

As I previously stated, the second wave presented new challenges, and this time we responded with agility and efficiency to ensure that our business operations were not further disrupted. We concentrated on resuming normal business operations while also positioning ourselves to capitalize on newer opportunities, such as entering alternate channels for untapped markets.

While these challenges are temporary in nature, the initiatives we undertook are structural in nature and will help in enhancing operational and financial efficiencies over the longer term. The cost optimization initiatives undertaken to hedge against the volatility in the raw material prices will help the company in delivering better margins in the future.

The pandemic is far from over and there are expectations of further waves but we believe we are prepared to face this challenge and overcome it. We remain confident that once the dust settles, we will emerge stronger and outlast the storm. There has been a shift in the consumer preference from buying 'loose snacks' to buying packaged food. The lessons learned in the pandemic regarding sanitisation and cleanliness are resulting in changed buyer behaviour. This serves as a further lever of growth as consumers increasingly rely on packaged snacks. We are confident that we will bounce back quicker once all restrictions are lifted and normalcy resumes.

In conclusion, I would like to deeply thank our Board of Directors, Employees, Shareholders, Channel Partner, Vendors, Bankers and Consumers for their continued support and belief in the Company. On the back of the initiatives, we undertook to enhance our distribution efficiency and new product launches we are confident to deliver more value to our investor and consumer community in the years to come.

Thank you Sir for giving an overview of the business and operation of the Company, its performance and the way forward.

With the permission of Chairman, I confirm the compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, applicable provisions of the Secretarial Standard on General Meetings issued under Section 118 (10) of the Companies Act, 2013, Ministry of Corporate Affairs Circulars dated 13<sup>th</sup> January, 2021, 5<sup>th</sup> May, 2020, 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circulars dated 15<sup>th</sup> January, 2021 and 12<sup>th</sup> May, 2020, with respect to calling, convening and conducting this 12<sup>th</sup> Annual General Meeting. I further confirm that all efforts feasible under the circumstances have indeed been made by the Company to enable members to participate and vote on the items being considered in the meeting.

The following documents are open for inspection in electronic mode during the Meeting:

- a) Register of Directors and Key Managerial Personnel and their shareholding;
- b) Register of Contracts or Agreements in which Directors are interested;
- c) Audited standalone and consolidated financial statements for the financial year ended 31<sup>st</sup> March, 2021;
- d) Independent Auditor Report on the audited standalone and consolidated financial statements;
- e) Secretarial Audit Report;
- f) Independent Auditor Report on the Prataap Employees Stock Appreciation Rights Plan 2018, as required under the SEBI (Share Based Employee Benefits) Regulations, 2014;
- g) Eligibility letter of BSR & Co., LLP, Chartered Accountants for proposed appointment as Auditor of the Company;
- h) Draft re-appointment letter of Mr. Chetan Kumar Mathur, Independent Director;
- i) Draft written memorandum setting out the terms and conditions of employment of Mr. Arvind Mehta as Executive Director, Mr. Amit Kumat as Managing Director and Chief Executive Officer and Mr. Apoorva Kumat as Executive Director (Operations);and

j) Memorandum and Articles of Association of the Company.

The Auditor's Report(s) do not contain any qualification, observation or adverse remark on financial transactions or matters, which have any adverse effect on the functioning of the Company.

The Secretarial Audit Report also do not contain any qualification, observation, or other remark, which have any adverse effect on the functioning of the Company.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM, Board's Report, Audited financial statements for the year ended 31<sup>st</sup> March, 2021, Report(s) of Auditor and Secretarial Auditor and other required documents have sent through email to the members and others. With the permission of members present in the Meeting, I would like to take the Notice of meeting as read.

As members are aware that the Notice of the Meeting covers 8 (eight) business items to be transacted at this Annual General Meeting. Briefly, the items deal with:

Ordinary Business:

(i) Adoption of :

- the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditor thereon; and
- the audited consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the Report of Auditor thereon;

(ii) Declaration of dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2021;

(iii) Re-appointment of Mr. Apoorva Kumat (DIN: 02630764), as Director, who retires by rotation at this Meeting.

(iv) Appointment of B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022) as Auditor of the Company for a period of five (5) consecutive years.

Special Business:

(v) Re-appointment of Mr. Chetan Kumar Mathur (DIN: 00437558) as an Independent Director of the Company for a period of five (5) consecutive years.

(vi) Re-appointment of Mr. Arvind Mehta (DIN: 00215183) as Executive Director of the Company for a period of five (5) years.

(vii) Re-appointment of Mr. Amit Kumat (DIN: 02663687) as Managing Director and Chief Executive Officer of the Company for a period of five (5) years.

(viii) Re-appointment of Mr. Apoorva Kumat (DIN: 02630764) as Executive Director (Operations) of the Company for a period of five (5) years.

The Company has extended to the members the facility to exercise their right to vote by electronic means through remote e-voting. The remote e-voting period began on 1<sup>st</sup> August, 2021 at 9.00 a.m. and ended on 4<sup>th</sup> August, 2021 at 5.00 p.m.

Further, the facility for voting through e-voting system is available for all those members, who are present in this Meeting and did not cast their votes by remote e-voting and otherwise not barred from doing so. Members, who have already cast their votes through remote e-voting are not entitled to vote again and vote, if any, cast in the Meeting shall be treated as invalid.

Mr. Ritesh Gupta, Company Secretary, Proprietor of M/s. Ritesh Gupta & Co., Company Secretaries, has been appointed by the Board of Directors as Scrutinizer to scrutinize the remote e-voting and e-voting in the Meeting.

Now, I invite the members who have registered themselves as a speaker upon having sent their request as such in advance as per procedure prescribed in the Notice of AGM.

I request the members who have registered themselves as speakers at this AGM that the comments must be restricted to the business of the Annual General Meeting and relating only to the Company and not to any other matter.

Our First speaker: Mr. Vishal Jain

Thank you. Good afternoon everyone, My question is about new strategy of direct distribution. As the Company is switching to direct distribution model from a Super stockiest model, I wanted to understand, if there is any negative impact Company has experienced due to this change in distribution model, like lower revenue due to this change?

Now, I request Mr. Subhashis Basu, Chief Operating Officer to address the query raised by the member.

One of the key focus areas for us is to move to a direct distribution model from our current multi-layered distribution model. We have already implemented this in certain markets in North India and we are expanding this steadily in other markets. With the commissioning of our new Kolkata factory, we are also creating a hub there to reduce layers in the channels in West Bengal.

We have tested this model in the geographies where we have launched this. The results are encouraging and there is no disruption in the sales, therefore, we do not expect sales to be affected with this new model. Along with this we are also implementing tele calling in these areas so the sales is only increasing. There are other benefits of direct distribution which is helping sales. The stock handling gets reduced so damage costs are reduced. Also the distributors and retailers get fresher stock due to direct distribution so the product off take is better. Channel inventory has reduced and our current outstanding has also come down in areas where we have implemented this model.

Does that answer your question?

Thank you Sir.

Our Second speaker: Mr. Manoj Joshi

Thank you. Good afternoon sir, my question is about the inflation in raw material particularly in palm oil. I want to understand the steps being taken by the Company to mitigate the adverse impact on commodity pricing. How Company will protect the margin if the oil price remains at this kind of higher level?

I request Mr. Subhashis Basu, Chief Operating Officer to address the query raised by the member.

We have experienced a sharp inflation in palm oil during the financial year 2020-21, which is a key raw material for us. The average price of palm oil in financial year 20-21 is more than 30% higher as compare to full year average price of financial year 2019-20. This has made a severe negative impact on our gross margins. However, with our consistent efforts towards cost optimisation and process re-engineering we could able to mitigate this negative impact to a large extent.

Over the past year, we have taken massive steps to improve our productivity both at the front end and back end of our business. In back end, we have reinvented our recipes with lower oil percentage in Rings and Chulbule without compromising in the taste. We have also worked on developing our flavours in-house which has resulted in savings. We have also rationalised weight per packet to improve our bottom line (wherever feasible). We have also worked on optimising our laminate sizes and quality, worked on box optimisations and packing configurations. All these have enabled us to mitigate the increase in cost of oil to a large extent. In the front end, we have optimised our channel margins and worked on reducing our S&D costs. We continue to do such process reengineering and cost optimisation programs on an ongoing basis. Further, we are also working on compressing our distribution channel by delivering goods directly to distributors which brings down the overall distribution cost. This we have initiated in few markets and steadily expanding this to other territories. All these efforts will help us to improve our margins.

Hope I have answered to your question.

Thank you Sir.

I thank both the members for their observations.

Now, with the permission of Chairman, I read out the resolutions of business items to be transacted in the Meeting.

Resolution No.1 as an Ordinary Resolution:

**“RESOLVED THAT** the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and Reports of the Board of Directors and Auditor thereon, be and are hereby considered, approved and adopted.

**RESOLVED FURTHER THAT** the audited consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and Report of Auditor thereon, be and are hereby considered, approved and adopted.”

Resolution No.2 as an Ordinary Resolution:

**“RESOLVED THAT** a dividend of INR 0.50 per equity share (i.e. 10%) on 2,34,53,036 equity shares of Rs. 5/- each fully paid-up, be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2021 and the same be paid to all those members whose names appear in the Register of Members or Beneficial Owners Record as on 29<sup>th</sup> July, 2021, the date fixed for the purpose.”

Resolution No.3 as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Apoorva Kumat (DIN: 02630764), Director, who retires by rotation at the Annual General Meeting in terms of Section 152 (6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

Resolution No.4 as an Ordinary Resolution:

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

remuneration of Rs. 39,00,000/- (Rupees Thirty nine lakhs only) per annum for statutory audit of financial statements for the year ending 31<sup>st</sup> March, 2022 plus applicable tax and reimbursement of out-of-pocket expenses incurred and that the Board of Directors of the Company be and is hereby authorised to fix the remuneration for the subsequent financial years during their term as Auditor of the Company.”

Resolution No.5 as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule IV to the Act and Regulation 17(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification or re-enactment thereof for the time being in force), Mr. Chetan Kumar Mathur (DIN: 00437558), who was appointed as an Independent Director of the Company and hold office as such upto 6<sup>th</sup> August, 2021 and being eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years with effect from 7<sup>th</sup> August, 2021 to 6<sup>th</sup> August, 2026.”

Since the Chairman of the Meeting is interested in the next resolution as it pertains to his re-appointment as Executive Director. Hence, with the consent of Chairman and Directors present in the Meeting, I request Mr. Amit Kumat, Managing Director and Chief Executive Officer to chair the Meeting and conduct the proceeding in respect of next item of business.

Sir.

Thank you.

Now, I move the Resolution No.6 as Special Resolution

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

- a) Salary: Gross Salary Rs. 75,00,000/- (Rupees Seventy five lakhs only) per annum but not exceeding Rs.2,00,00,000/- (Rupees Two crore only) per annum.
- b) Gratuity: As per statutory law and rules, as applicable, from time to time.
- c) Perquisites: As per the policy of the Company, applicable from time to time.
- d) Car facility: Company’s car with driver as per the policy of the Company, applicable from time to time.

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

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

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

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

Now, I request Mr. Arvind Mehta to resume the Chair for the remaining proceeding of the Meeting.

Thank you Sir.

With the permission of Chairman, now I read out the resolutions for the remaining business items to be transacted in the Meeting.

Resolution No.7 as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 2(54), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory amendment, modification or re-enactment thereof, for the time being in force), Mr. Amit Kumat (DIN: 02663687) be and is hereby re-appointed as Managing Director and Chief Executive Officer of the Company for a period of five (5) years with effect from 23<sup>rd</sup> September, 2021 to 22<sup>nd</sup> September, 2026 on the following terms and conditions:

- a) Salary: Gross Salary Rs.75,00,000/- (Rupees Seventy five lakhs only) per annum but not exceeding Rs. 2,00,00,000/- (Rupees Two crore only) per annum.
- b) Gratuity: As per statutory law and rules, as applicable, from time to time.
- c) Perquisites: As per the policy of the Company, applicable from time to time.
- d) Car facility: Company’s car with driver as per the policy of the Company, applicable from time to time.

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

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

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



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

Resolution No.8 as Special Resolution:

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

- a) Salary: Gross Salary Rs.75,00,000/- (Rupees Seventy five lakhs only) per annum but not exceeding Rs. 2,00,00,000/- (Rupees Two crore only) per annum.
- b) Gratuity: As per statutory law and rules, as applicable, from time to time.
- c) Perquisites: As per the policy of the Company, applicable from time to time.
- d) Car facility: Company’s car with driver as per the policy of the Company, applicable from time to time.

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

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

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

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

Now, I request Members, who are present in the Meeting and did not cast their votes by remote e-voting and otherwise not barred from doing so may cast their votes through e-voting system now. The voting will be allowed till 15 minutes after the conclusion of the AGM.

Now, I invite our Managing Director and Chief Executive Officer, Mr. Amit Kumat for vote of thanks.

Sir.

Dear Chairman, with your permission I would like to propose a vote of thanks.

All the milestones that were achieved today is the result of joint efforts. On this note, I wish to thank the Directors for their continuous guidance and support, the Shareholders for their faith in the Company, thanks to the Vendors, Suppliers, Customers, Consumers and Bankers for their support and last but not the least thanks to Employees, who are part of the Prataap family for their untiring efforts and contribution in the performance of the Company during this pandemic time.

Thank you everyone for being part of this Annual General Meeting. Hope to see you next year.

Thank you Sir.

Based on consolidated Scrutinizer's Report the combine result of remote e-voting and e-voting in the Meeting will be declared on 6<sup>th</sup> August, 2021 at the Registered Office of the Company at Khasra No. 378/2, Nemawar Road, Near Makrand House, Indore – 452 020 Madhya Pradesh.

The Meeting stands concluded at 04.15 p.m. Thank you all.