

**Disclosure under Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 ('SEBI Regulations') read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16<sup>th</sup> June, 2015 and Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital & Debentures) Rules, 2014**

**A.** Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time: Please refer to Note No 2.2 (L) of Notes to standalone financial statements form part of the Annual Report.

**B.** Diluted Earnings per Share (EPS) on issue of equity shares on exercise of ESARs calculated in accordance with Indian Accounting Standard (Ind AS) 33 'Earnings per Share': Rs.13.16

**C. Details related to SAR**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Prataap Snacks Limited Employee Stock Appreciation Rights Plan 2018 (ESARP 2018)</b>
(i)	A description of each SAR scheme that existed at any time during the year, including the general terms and conditions of each SAR scheme, including -	
a)	Date of shareholders' approval	28 <sup>th</sup> September, 2018
b)	Total number of shares approved under the SAR scheme	3,51,000 equity shares
c)	Vesting requirements	ESARs granted under ESARP 2018 would vest after a minimum period of 1 year but not later than a maximum period of 5 years from the grant date of such ESARs.
d)	SAR Price or Pricing Formula	Price per ESAR: Rs. 775.00 (Rupees Seven hundred seventy five only)
e)	Maximum term of SAR granted	5 years from the grant date.
f)	Method of settlement (whether in cash or equity)	Equity (Further, if the settlement results in fractional shares, then the consideration for fractional shares shall be settled in cash or in the manner as may be decided by the Nomination and Remuneration Committee.)
g)	Choice of settlement (with the company or the employee or combination)	With the employee.
h)	Source of shares (primary, secondary or combination)	Primary
i)	Variation in terms of scheme	There is no variation.
(ii)	Method used to account for SAR - Intrinsic or fair value.	Fair value
(iii)	Where the company opts for expensing of SAR using the intrinsic value of SAR, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been	Not Applicable

	recognized if it had used the fair value of SAR, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.					
(iv)	SAR movement during the year					
a)	Number of SARs outstanding at the beginning of the year	Nil				
b)	Number of SARs granted during the year	3,47,000				
c)	Number of SARs forfeited / lapsed during the year	Nil				
d)	Number of SARs vested during the year	Nil				
e)	Number of SARs exercised / settled during the year	Nil				
f)	Number of SARs outstanding at the end of the year	3,47,000				
g)	Number of SARs exercisable at the end of the year	3,47,000				
h)	Total number of shares arising as a result of exercise of SARs	Total number of shares covered and to be allotted upon exercise as under: Number of shares to be allotted = (Appreciation per ESAR x Number of ESARs exercised) / Market price with reference to date of exercise				
i)	Exercise price	ESAR grantee shall pay the face value of a share prevailing at the time of such allotment per share allotted subject to additional payment/ recovery of applicable taxes. The present face value of share is Rs. 5.00 per share.				
j)	Money realised by exercise of SARs	Nil				
k)	Total number of SARs in force	3,47,000				
(v)	Employee wise details (name of employee, designation, number of SAR granted during the year, exercise price) of SAR granted to:					
a)	Senior managerial personnel (including key managerial personnel);	<table border="1"> <thead> <tr> <th>Name &amp; Designation</th> <th>No. of ESARs granted</th> </tr> </thead> <tbody> <tr> <td>Mr. Subhashis Basu, Chief</td> <td>1,03,939</td> </tr> </tbody> </table>	Name & Designation	No. of ESARs granted	Mr. Subhashis Basu, Chief	1,03,939
Name & Designation	No. of ESARs granted					
Mr. Subhashis Basu, Chief	1,03,939					

		Operating Officer	
		Mr. Sumit Sharma, Chief Financial Officer	33,333
		Mr. Subhash Bhatt, Vice President – Operation	11,111
		Mr. Deepak Brahme, Vice President – Production	11,111
		Mr. Awadh Bihari Singh, General Manager Sales – East	12,222
		Mr. Rajkumar Kalra, General Manager Sales – North	11,111
		Mr. Mahesh Purohit, General Manager Sales – West	11,111
		Mr. D.V. Praveen Kumar, General Manager Sales – South	4,444
		Mrs. Pooja Pandey, Head - HR	1,111
b)	any other employee who receives a grant in any one year of amounting to 5% or more of SAR granted during that year; and	Nil	
c)	identified employees who were granted SAR, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil	
(vi)	Disclosures in respect of grants made in three years prior to IPO under each SAR scheme Until all SARs granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such SARs shall also be made	Not Applicable	