

NOTICE

16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixteenth (16th) Annual General Meeting of the members of Prataap Snacks Limited ("the Company") will be held on Wednesday, August 6, 2025 at 4:00 P.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditor thereon.
2. To declare dividend on equity shares of the Company for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Arvind Mehta (DIN: 00215183), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Approval for Alteration in the Object Clause of the Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013, read with Rule 23 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the said Act (including any statutory modification(s), amendment(s), substitution(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Registrar of Companies (RoC), Ministry of Corporate Affairs (MCA), and such other regulatory or statutory authorities as may be applicable, the consent of the members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by inserting the following new sub-clause numbered (73) under Clause III(B) – Matters which are necessary for furtherance of the objects specified in Clause III(A):

73: "To carry on the business of generating, producing, refining, improving, buying, selling,

acquiring, using, transmitting, distributing, and accumulating power or electricity from renewable and other conventional/non-conventional energy sources, including but not limited to solar (rooftop and ground-mounted), wind, hydel, biomass, tidal energy, and energy derived from petroleum products and by-products such as petroleum coke, LNG, and vacuum residue pitch; and to undertake all related activities including the establishment, installation, commissioning, operation, and maintenance of power plants, substations, transmission systems, and associated infrastructure primarily for the purpose of captive consumption for the Company's operations or as may be incidental or conducive to the efficient conduct of the Company's main business activities, to engage in research, consultancy, and development of methods for energy efficiency, energy conservation, and improved productivity in connection with the Company's manufacturing, processing, packaging, and storage facilities."

RESOLVED FURTHER THAT Mr. Arvind Mehta (DIN: 00215183), Chairman and Executive Director, Mr. Amit Kumat (DIN: 02663687), Managing Director and Chief Executive Officer, Mr. Apoorva Kumat (DIN: 02630764), Executive Director (Operations), and Mr. Sanjay Chourey, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, including but not limited to making necessary filings with the Registrar of Companies, submission of documents, alteration of copies of the Memorandum of Association, and taking all steps in this regard to give effect to the foregoing resolution."

5. Approval for Alteration in Article of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members

of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new clauses after the relevant existing clauses:

Power Purchase Agreement and Wheeling Agreement (WA) or PPA/PPWA

Power Purchase Agreement and Wheeling Agreement (WA) or PPA/PPWA" shall mean the power purchase agreements and power purchase and wheeling agreements entered into between the Company, government companies, transmission companies, distribution companies, third party companies, and other government electricity companies/boards and Captive Users/third party power sales; and shall include all other power purchase agreements that may be entered into between the Company and Captive User/third party power sale, in the future and upon mutual written agreement, for supply of electricity by the Company to Captive User on a captive consumption basis or third party power sale basis.

Project/s

Project/s" means the solar, solar-wind hybrid, or any other power plants installed/established by the Company for supplying electricity to the Captive User on a captive consumption basis or sale of power to third party basis, and shall include all other projects that may be entered into between the Company and Captive User/third party power sale, in the future and upon mutual written agreement, for supply of electricity by the Company to Captive User on a captive consumption basis or third party power sale basis, whether set up on ownership/leased land provided by Captive User/third party for such project on lease, ownership, or otherwise.

RESOLVED FURTHER THAT Mr. Arvind Mehta (DIN: 00215183), Chairman and Executive Director, Mr. Amit Kumat (DIN: 02663687), Managing Director and Chief Executive Officer, Mr. Apoorva Kumat (DIN: 02630764), Executive Director (Operations) and Mr. Sanjay Chourey, Company Secretary and Compliance Officer of the Company is hereby authorized severally to do all such acts, deeds, matters, and things including filing of necessary forms with the Registrar of Companies and to make necessary entries in the statutory registers, and to settle any questions, difficulties, or doubts that may arise in this regard, to give effect to this resolution."

6. Adoption of new set of Memorandum of Association of the Company in the form of Table A of Schedule I of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 4 (which prescribes the form and content of the Memorandum of Association), Section 13 (which governs the alteration of Memorandum of Association), and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 19 of the Companies (Incorporation) Rules, 2014, including any statutory modification(s), amendment(s), substitution(s), or re-enactment(s) thereof for the time being in force, the consent of the members be and is hereby accorded to adopt a new set of Memorandum of Association of the Company in accordance with the format prescribed in Table A of Schedule I of the Companies Act, 2013, in substitution of the existing Memorandum of Association of the Company, to align it with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Arvind Mehta (DIN: 00215183), Chairman and Executive Director, Mr. Amit Kumat (DIN: 02663687), Managing Director and Chief Executive Officer, Mr. Apoorva Kumat (DIN: 02630764), Executive Director (Operations), and Mr. Sanjay Chourey, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including but not limited to filing of requisite forms and documents with the Registrar of Companies and making any modifications, amendments, or corrections as may be required by the statutory authorities or considered necessary in the interest of the Company."

7. Appointment of M/s. Ritesh Gupta & Co., Company Secretaries as Secretarial Auditor of the Company for a term of five (5) consecutive years.

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

"RESOLVED THAT pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rules made thereunder and Regulation 24A and other applicable provisions of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint M/s. Ritesh Gupta & Co., partnership firm as Secretarial Auditor of the Company to conduct the Secretarial audit for a term of five consecutive years with effect from April 1, 2025 to March 31, 2030 at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors.

RESOLVED FURTHER THAT Mr. Arvind Mehta (DIN: 00215183), Chairman and Executive Director, Mr. Amit Kumar (DIN: 02663687), Managing Director and Chief Executive Officer, Mr. Apoorva Kumar (DIN: 02630764), Executive Director (Operations), and Mr. Sanjay Chourey, Company Secretary and Compliance Officer, be and are hereby severally authorized to sign and submit/file requisite form as may be prescribed or any other document(s) as may be required with the concerned Registrar of Companies or other relevant authorities within the time prescribed therefore and to do all such acts, deeds and things to give effect to the resolution."

8. Payment of remuneration to Independent Directors of the Company in case of no profit or inadequate profit

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals, permissions and sanctions as may be necessary, consent of the members be and is hereby accorded for the payment of remuneration, in the nature of commission, to the Independent Directors of the Company, in addition to the sitting fees for attending meetings of the Board and/or its Committees, not exceeding in aggregate 1% (one percent) of the net profits of the Company for each financial year, as computed in the manner laid down under Section 198 of the Act, for a period of three financial years commencing from April 1, 2025 to March 31, 2028, and that such remuneration may be paid even in the event of no profit or inadequate profit, in accordance with the limits and conditions

prescribed under Section II of Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to determine the manner, quantum, periodicity and entitlement of such commission to each Independent Director, within the overall limit of 1% of the net profits, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

9. Payment of remuneration to Mr. Arvind Mehta (DIN:00215183), Chairman and Executive Director of the Company, in case of no profit or inadequate profit, in accordance with the provisions of Section 197 and Schedule V of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, 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 ("Listing Regulations") (including any statutory amendment, modification or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to pay the remuneration to Mr. Arvind Mehta (DIN: 00215183), who has been appointed as Executive Director of the Company for a period of five (5) years with effect from September 23, 2021 to September 22, 2026, be paid the following remuneration, perquisites, benefits etc. in excess of the limits as prescribed under Section 197 read with Schedule V of the Act, as amended from time to time, in case of no profit or inadequate profit in any financial year, for a period not exceeding three (3) years with effect from April 1, 2025 to March 31, 2028:

- a. Salary: Gross Salary in the scale of ₹ 1,08,00,000/- (Rupees One crore eight lakh only) per annum to ₹ 2,00,00,000/- (Rupees Two crore only) per annum.
- b. Performance Variable Pay: Such amount as may be approved by the Board of Directors based on performance metrics of the Company provided

that the variable pay shall be always within the upper range of above gross salary.

- c. Perquisites & other Benefits : As per the policy of the Company, applicable from time to time.
- d. Gratuity: As per statutory law and rules, as 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.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof including Nomination and Remuneration Committee, be and is hereby authorised to revise/increase the salary within the upper range as mentioned above, as considered appropriate from time to time and to do all such acts, deeds, matters and things as may be required or considered necessary, appropriate, expedient or desirable in regard to the payment of remuneration, as it may in its sole and absolute discretion deem fit."

10. Payment of remuneration to Mr. Amit Kumat(DIN:02663687), Managing Director and Chief Executive Officer of the Company, in case of no profit or inadequate profit, in accordance with the provisions of Section 197 and Schedule V of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, 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 ("Listing Regulations") (including any statutory amendment, modification or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to pay the remuneration to Mr. Amit Kumat (DIN: 02663687), who has been appointed as Managing Director and Chief Executive Officer of the Company for a period of five (5) years with effect from September 23, 2021 to September 22, 2026, be paid the following remuneration, perquisites,

benefits etc. in excess of the limits as prescribed under Section 197 read with Schedule V of the Act, as amended from time to time, in case of no profit or inadequate profit in any financial year, for a period not exceeding three (3) years with effect from April 1, 2025 to March 31, 2028:

- a. Salary: Gross Salary in the scale of ₹1,08,00,000/- (Rupees One crore eight lakh only) per annum to ₹ 2,00,00,000/- (Rupees Two crore only) per annum.
- b. Performance Variable Pay: Such amount as may be approved by the Board of Directors based on performance metrics of the Company provided that the variable pay shall be always within the upper range of above gross salary.
- c. Perquisites & other Benefits : As per the policy of the Company, applicable from time to time.
- d. Gratuity: As per statutory law and rules, as 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.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof including Nomination and Remuneration Committee, be and is hereby authorised to revise/increase the salary within the upper range as mentioned above, as considered appropriate from time to time and to do all such acts, deeds, matters and things as may be required or considered necessary, appropriate, expedient or desirable in regard to the payment of remuneration, as it may in its sole and absolute discretion deem fit."

11. Payment of remuneration to Mr. Apoorva Kumat(DIN:02630764), Executive Director (Operations) of the Company, in case of no profit or inadequate profit, in accordance with the provisions of Section 197 and Schedule V of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies



Act, 2013 ("Act") and the Rules made thereunder, 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 ("Listing Regulations") (including any statutory amendment, modification or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to pay the remuneration to Mr. Apoorva Kumar (DIN: 02630764), who has been appointed as Executive Director (Operations) of the Company for a period of five (5) years with effect from November 2, 2021 to November 1, 2026, be paid the following remuneration, perquisites, benefits etc. in excess of the limits as prescribed under Section 197 read with Schedule V of the Act, as amended from time to time, in case of no profit or inadequate profit in any financial year, for a period not exceeding three (3) years with effect from April 1, 2025 to March 31, 2028:

- a. Salary: Gross Salary in the scale of ₹1,08,00,000/- (Rupees One crore eight lakh only) per annum to ₹ 2,00,00,000/- (Rupees Two crore only) per annum.
- b. Performance Variable Pay: Such amount as may be approved by the Board of Directors based on

performance metrics of the Company provided that the variable pay shall be always within the upper range of above gross salary.

- c. Perquisites & other Benefits : As per the policy of the Company, applicable from time to time.
- d. Gratuity: As per statutory law and rules, as 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.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof including Nomination and Remuneration Committee, be and is hereby authorised to revise/increase the salary within the upper range as mentioned above, as considered appropriate from time to time and to do all such acts, deeds, matters and things as may be required or considered necessary, appropriate, expedient or desirable in regard to the payment of remuneration, as it may in its sole and absolute discretion deem fit."

By Order of the Board of Directors
For Prataap Snacks Limited

Sanjay Chourey
Company Secretary and Compliance Officer

Registered Office:
Khasra No. 378/2, Nemawar Road,
Near Makrand House,
Palda, Indore - 452020,
Madhya Pradesh, India
Place: Indore
Date: May 5, 2025

NOTES FOR MEMBERS' ATTENTION

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 16th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the 16th AGM of the Company is being held through VC/OAVM on Wednesday, August 06, 2025 at 4:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company i.e. Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore - 452020, Madhya Pradesh, India
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 4 to 11 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 4 to 11 set out above and the relevant details in respect of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.
5. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM hence, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members is not available for the AGM and hence, the proxy form and attendance slip are not annexed hereto. However, the Institutional/Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since, the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is also not annexed hereto.
6. Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility to attend the AGM through VC/OAVM will be made available for 1000 members on first-come-first-served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first-come-first-served basis.
7. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, July 31, 2025 to Wednesday, August 6, 2025, (both days inclusive) for the purpose of AGM and determining the name of members eligible for dividend on equity shares, if declared, at the Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM through VC/OAVM upon log-in to CDSL e-Voting system. All the above documents will also be available electronically for inspection upto the date of AGM. Members seeking to inspect such documents can send an e-mail to complianceofficer@yellowdiamond.in.
10. If the dividend as recommended by the Board of Directors is declared at the AGM, payment of such dividend will be made on or before September 1, 2025 as under:
 - (i) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on July 31, 2025; and
 - (ii) To all Members in respect of shares held in physical form as per Register of Members as of the close of business hours on July 31, 2025 after giving effect to valid transposition or transmission request, if any, lodged with the Company on or before July 31, 2025.
11. As you may be aware, in terms of the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of payment of dividend.

For Resident Shareholders:

- Tax will be deducted at source under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during FY 2025-26 provided PAN is submitted by

the shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961. However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him/her during FY 2025-26 does not exceed ₹ 5,000.

- Separately, in case where the shareholder submits Form 15G [Click here to download Form 15G](#) (applicable to any person other than a company or firm)/Form 15H [Click here to download Form 15H](#) (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no tax at source will be deducted.

For Resident Shareholders other than Individuals:

No tax will be deducted at source provided sufficient documentary evidence thereof, to the satisfaction of the Company is submitted. This illustratively includes providing the following:

- **Insurance Companies:** A declaration that they are beneficial owners of the shares held alongwith with self-attested copy of PAN.
- **Mutual Funds:** Self-declaration that they are specified and covered under Section 10(23D) of the Income Tax Act, 1961 alongwith a self-attested copy of PAN and registration certificate.
- **Alternative Investment Fund (AIF) established/ incorporated in India:** Self-declaration that its income is exempt under Section 10(23FBA) of the Income Tax Act, 1961 and they are established as Category I or Category II AIF under SEBI Regulations alongwith a self-attested copy of PAN and registration certificate.
- **Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income:** Self-declaration specifying the specific Central Act under which such corporation is established and that their income is exempt under the provisions of Income Tax Act, 1961 alongwith a self-attested copy of PAN and registration certificate.
- **Other Resident Non Individual Shareholders:** Shareholders who are exempted from the provisions of TDS as per Section 194 of the Income Tax Act, 1961 and who are covered under Section 196 of the Income Tax Act, 1961 shall also not be subjected to any TDS, provided they submit an attested copy of PAN alongwith the documentary evidence in relation to the same.

For Non-resident Shareholders: Taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax will be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
- Self-declaration in Form 10F ([Click here to download Form 10F](#)) if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of Permanent Account Number (PAN) allotted by the Indian Income Tax authorities.
- Self-declaration in the attached format ([Click here to download form](#)), certifying the following points:
 - i. Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2024-25;
 - ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - v. Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2024-25.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by

the Company of the documents submitted by Non-Resident shareholder.

Notwithstanding as mentioned above, tax will be deducted at source at the rate of 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI). Such TDS rate will not be reduced on account of the application of favorable DTAA rate, if any.

TDS to be deducted at higher rate in case of non-filers of return of income: Section 206AB of the Income Tax Act, 1961 effective from July 1, 2021 provides that where tax is required to be deducted at source on any sum or income or amount paid, or payable or credited, by a person to a specified person, the tax shall be deducted at the higher of the following rates, namely:

- (i) at twice the rate specified in the relevant provision of the Income Tax Act, 1961; or
- (ii) at twice the rate or rates in force; or
- (iii) at the rate of 5%.

If the provisions of Section 206AA of the Income Tax Act, 1961 is applicable to a specified person, in addition to the provisions of Section 206AB of the Income Tax Act, 1961, the tax shall be deducted at higher of the two rates provided in Section 206AB and Section 206AA of the Income Tax Act, 1961.

The “specified person” means a person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of Section 139 of the Income Tax Act, 1961 has expired and the aggregate of tax deducted at source and tax collected at source in his case is ₹ 50,000 or more in the said previous year.

The specified person shall not include:

- (i) a non-resident who does not have a permanent establishment in India; or
- (ii) a person who is not required to furnish the return of income for the assessment year relevant to the said previous year and is notified by the Central Government in the Official Gazette in this behalf.

All the above referred tax rates will be enhanced by the applicable surcharge and cess, wherever applicable.

To enable us to determine the appropriate TDS/withholding tax rate applicable, the aforementioned documents are required to be uploaded with the Share Transfer Agent viz. KFin Technologies Limited at <https://ris.kfintech.com/form15> or e-mail to einward.ris@kfintech.com on or before July 28, 2025.

No communication on the tax determination/deduction shall be entertained after July 31, 2025.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents on time, you would still have an option of claiming refund of the higher tax paid at the time of filing your income tax return. No claim shall lie against the Company for such tax deducted.

We will arrange to e-mail the soft copy of TDS Certificate, if any, to your registered e-mail ID in due course, post payment of dividend.

12. Members holding shares in dematerialised form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend. The Company or its Share Transfer Agent will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialised form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants. Members holding shares in physical form are requested to inform any change in their address or bank mandates to the Company/Share Transfer Agent. In the event the Company is unable to pay dividend to certain members directly in their bank account through Electronic Clearing Service (ECS) or any other means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Dividend Warrant/Bankers Cheque/Demand Draft to such Members.
13. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Share Transfer Agent. In respect of shares held in

dematerialised form the nomination form may be filed with the respective Depository Participant. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14.

14. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
 - For shares held in dematerialised form to their Depository Participant for making necessary changes.
 - For shares held in physical form by submitting to Share Transfer Agent the forms given below along with requisite supporting documents:
 - (i) Form ISR-1 (Register/Change PAN & KYC Details);
 - (ii) Form ISR-2 (Confirmation of Signature of securities holder by Bank);
 - (iii) Form ISR-3 (Declaration to Opting out Nomination);
 - (iv) Form SH-13 (Nomination Form);
 - (v) Form SH-14 (Cancellation of Nomination).

The aforesaid forms are available on the Company's website at www.yellowdiamond.in and on Share Transfer Agent's website at <https://ris.kfintech.com/>. Shareholders holding shares in physical form are requested to use the said forms for updating their PAN, KYC, Nomination etc.

15. Members may please note that SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Company /Share Transfer Agent shall issue a letter of confirmation in lieu of the share certificate while processing any of the aforesaid investor service request. Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be

downloaded from the Company's website at www.yellowdiamond.in and on Share Transfer Agent's website at <https://ris.kfintech.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form.

Further, SEBI vide its Master Circular dated May 7, 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, has mandated for the holders of physical securities to furnish PAN linked with Aadhaar, Choice of Nomination (optional) and other KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the Company/ Share Transfer Agent, the member shall not be eligible to lodge grievance or avail any service request from the Share Transfer Agent until they furnish complete KYC details/ documents. Further, with effect from April 1, 2024, any payment of dividend shall only be made in electronic mode to such members. Further, SEBI has mandated that securities of listed companies can be transferred only in demat form. Therefore members are advised to dematerialise shares held by them in physical form for ease in portfolio management.

16. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023 read with SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 28, 2023, introduced a common Online Dispute Resolution (ODR) Portal, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.
17. Non-resident Indian shareholders are requested to inform Share Transfer Agent, immediately of:
 - (i) the change in the residential status on return to India for permanent settlement; and
 - (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members who have so far not encashed their dividend warrants for the dividend for the year(s) ended March 31, 2018, March 31, 2019, March 31, 2020, March 31, 2021, March 31, 2022, March 31, 2023 and March 31, 2024 are requested to write to the Company or its Share Transfer Agent, viz. KFin Technologies Limited for issuance of demand draft/ bankers cheque in lieu of unencashed/unclaimed dividend warrant. The details of such unpaid and unclaimed dividends have been uploaded on the website of the Company at www.yellowdiamond.in.
19. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only by e-mail to the members whose e-mail address are registered with the Company/Depositories. The Notice and Annual Report 2024-25 has been uploaded on the website of the Company at www.yellowdiamond.in. The Notice can also be accessed from the 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. The same is also available on the website of CDSL at www.evotingindia.com. However, hard copy of the Annual Report will be sent to members on request. Members, who wish to update or register their e-mail address, in case of demat holding, may please contact their Depository Participant (DP) and register their e-mail address, as per the process advised by their DP and in case of physical holding, may send a request to KFin Technologies Limited, the Share Transfer Agent of the Company at einward.ris@kfintech.com.
20. Members seeking any information or clarification regarding the financial statements or any matter to be placed at the AGM are requested to write to the Company, on or before July 25, 2025 through e-mail on complianceofficer@yellowdiamond.in.
21. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from NSDL and CDSL and equity shares of the Company may be held in dematerialised form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is INE393P01035. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agent of the Company.

22. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company or to the Share Transfer Agent at einward.ris@kfintech.com.
23. Information pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking re-appointment at the AGM is furnished in Annexure-I, which is annexed to the Notice and forms part of the Notice. The Director has furnished the requisite consent/declaration for his re-appointment.
24. KFin Technologies Limited, Selenium Building, Tower – B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telangana, India is the Share Transfer Agent for physical shares of the Company. KFin Technologies Limited is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences to the said Share Transfer Agent or write e-mail at their e-mail address at einward.ris@kfintech.com. The website of the Share Transfer Agent is <https://www.kfintech.com/>.
25. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and in compliance with MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. In addition, the facility of voting through e-voting system shall also be made available during the AGM for members of the Company participating in the AGM through VC/OAVM and who have not cast their vote by remote e-voting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM in case of a member participating in the AGM through VC/OAVM will be provided by CDSL.
26. **Instructions for remote e-voting, e-voting and joining the virtual AGM are as follows:**

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING THE VIRTUAL MEETING ARE AS UNDER:
 1. The voting period begins on Sunday, August 3, 2025 at 9:00 a.m. and ends on Tuesday, August 5, 2025 at 5:00 p.m. 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. July 31, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 2. Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
 3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations, 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.

4. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 meeting for individual shareholders holding securities in Demat mode with CDSL/NSDL is as under:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select Myeasi New (Token) Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting 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 are 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/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration as the case may be or visit www.cdslindia.com and click on Login icon and select My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting 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 Depository	<ol style="list-style-type: none"> 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website 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.

Type of shareholders	Login Method
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 website 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: Members 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	Members 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 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.

- 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.
- 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

- 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 csriteshgupta@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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending Meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. 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.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who wish to express their views or ask questions during the meeting may register themselves as speakers by sending a request to complianceofficer@yellowdiamond.in on or before July 28, 2025, mentioning their name, demat account number/folio number, email ID, and mobile number.

Shareholders who do not wish to speak during the meeting but have queries may also send their questions to complianceofficer@yellowdiamond.in on or before July 28, 2025, along with their name, demat account number/folio number, email ID, and mobile number. The Company will respond to the queries appropriately via email.

8. Those Shareholders who have registered themselves as a speaker will only be allowed

to express their views/ask questions during the Meeting.

9. Only those shareholders, who are present in the AGM 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 AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM 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 E-MAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. 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 e-mail to einward.ris@kfintech.com.
2. For Demat shareholders – Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
3. 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 AGM & 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 21 09911.

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 Futurax, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

27. The voting rights of the members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date, i.e. July 31, 2025.
28. The Company has appointed Mr. Ritesh Gupta, Partnership firm, as Scrutinizer to scrutinize the remote e-voting process and e-voting system at the AGM in a fair and transparent manner.
29. The Scrutinizer shall after the conclusion of e-voting at the Meeting, first count the votes cast at the Meeting through e-voting system, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, within two days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
30. The result shall be declared on or after the date of the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The result declared, alongwith the Report of the Scrutinizer shall be placed on the website of the Company i.e. www.yellowdiamond.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing in that behalf. The result shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

The following Statement sets out all material facts relating to the special businesses mentioned in the Notice dated May 5, 2025:

Item No. 4 and 5

The Board of Directors of the Company has approved the purchase of land admeasuring up to 2.5 Hectare (approximately 12.5 Bigha) in a solar park located at Village Khadi, Tehsil Polaykalan, District Shajapur, Madhya Pradesh, for the purpose of setting up a 2.5 MWp DC (1.80 MW AC) solar power plant through M/s. Pickrenew Energy Private Limited. The proposed solar power plant is intended to generate electricity for captive consumption at the Company's manufacturing facility situated at Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore – 452020, Madhya Pradesh.

Pursuant to the applicable provisions of the Electricity Act, 2003, and guidelines issued by the Government of Madhya Pradesh and other relevant authorities governing captive power generation, it is a mandatory requirement that the Memorandum of Association (MOA) and, where necessary, the Articles of Association (AOA) of the consumer company include enabling provisions for generation and consumption of electricity for captive use.

"To carry on the business of generating, producing, refining, improving, buying, selling, acquiring, using, transmitting, distributing, and accumulating power or electricity from renewable and other conventional/non-conventional energy sources, including but not limited to solar (rooftop and ground-mounted), wind, hydel, biomass, tidal energy, and energy derived from petroleum products and by-products such as petroleum coke, LNG, and vacuum residue pitch; and to undertake all related activities including the establishment, installation, commissioning, operation, and maintenance of power plants, substations, transmission systems, and associated infrastructure primarily for the purpose of captive consumption for the Company's operations or as may be incidental or conducive to the efficient conduct of the Company's main business activities, to engage in research, consultancy, and development of methods for energy efficiency, energy conservation, and improved productivity in connection with the Company's manufacturing, processing, packaging, and storage facilities."

Accordingly, the Board of Directors at its meeting held on May 5, 2025, approved the proposal to amend the Object Clause (Clause III(A) – Main Objects) of the Memorandum

of Association of the Company by inserting a new sub-clause to explicitly enable captive power generation using renewable and conventional energy sources. It is also proposed to amend the Articles of Association suitably to reflect the same, subject to the approval of the shareholders by way of Special Resolution(s).

In terms of Sections 13, 14, and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, approval of the members of the Company is required by way of special resolution for amending the Memorandum and Articles of Association.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at Item No. 4 and 5 of this Notice.

The Board of Directors recommend the special resolution set out at Item No. 4 and 5 of this Notice for approval of the members of the Company.

Item No. 6

In terms of Sections 4, 13, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s), amendment(s), substitution(s), or re-enactment(s) thereof for the time being in force), the consent of the members of the Company by way of special resolution is required to amend the Memorandum of Association ("MOA") of the Company.

Further, as per Section 4(6) of the Act, the MOA of a company shall be in the respective form specified in Tables A, B, C, D, and E in Schedule I, as may be applicable. A company limited by shares is required to adopt the form specified in Table A in Schedule I.

The existing MOA of the Company is based on the provisions of the erstwhile Companies Act, 1956. Accordingly, in order to align the MOA with the provisions of the Companies Act, 2013, and as per the provisions of Section 13 and other applicable provisions of the Act and rules framed thereunder, it is proposed to adopt a new set of MOA in the format prescribed under the Companies Act, 2013.

The Board of Directors, at its meeting held on May 5, 2025, approved the adoption of the revised MOA in conformity with Table A of Schedule I of the Companies Act, 2013, subject to approval of the members of the Company by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

The Board of Directors recommends the special resolution set out at Item No. 6 of this Notice for the approval of the members of the Company.

Item No. 7

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), every listed company is required to annex a Secretarial Audit Report issued by a Practicing Company Secretary to its Board's Report.

Furthermore, pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, every listed entity and its material unlisted subsidiaries in India are required to undertake secretarial audit and annex the Secretarial Audit Report to the annual report. In addition, a listed entity is mandated to appoint a Secretarial Auditor firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 5, 2025, approved the appointment of M/s Ritesh Gupta & Co., a partnership firm having Firm Registration No. P2025MP106200, as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030, subject to approval of the Members at the Annual General Meeting.

M/s Ritesh Gupta & Co. has provided confirmation that:

They have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate;

They are not disqualified from being appointed as Secretarial Auditors;

They have no conflict of interest in the appointment;

They have not undertaken any prohibited non-secretarial audit assignments for the Company, its holding, or subsidiary companies.

While recommending the appointment, the Board and the Audit Committee evaluated various factors including the firm's expertise in handling complex secretarial assignments, knowledge of the FMCG industry, technical competence, past experience in listed companies, and commitment to best governance practices.

M/s Ritesh Gupta & Co. is a well-established and peer-reviewed firm of Practicing Company Secretaries, known for its strong track record in corporate governance, secretarial audits, legal compliance, advisory services, and regulatory representation. The firm is led by qualified partners and associates who bring vast experience and professional acumen aligned with the Company's values of integrity, compliance, and transparency.

The terms and conditions of appointment include a tenure of five years, with a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) for FY2025-26, and such remuneration for subsequent years as may be mutually agreed between the Board and the Secretarial Auditors. Any additional fees for certifications or professional services will be determined separately in consultation with the firm and subject to requisite approvals.

The firm has given its consent to act as Secretarial Auditors and confirmed that the proposed appointment, if made, would be in compliance with applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

Accordingly, the approval of shareholders is sought for the appointment of M/s Ritesh Gupta & Co., as Secretarial Auditors of the Company for the period stated above.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommend the Ordinary Resolution set out in Item No.7 of the Notice for approval of the members.

Item No. 8

The Independent Directors of the Company play a significant role in providing strategic direction, governance oversight, and safeguarding stakeholder interests. In recognition of their valuable contributions, the Board of Directors proposes to pay remuneration, in the nature of commission, to the Independent Directors,

in addition to sitting fees for attending meetings of the Board and its Committees.

As per the provisions of Section 197 of the Companies Act, 2013 ("the Act"), such commission is payable within the overall ceiling of 1% of the net profits of the Company, computed in accordance with Section 198 of the Act. However, where the Company has no profits or inadequate profits in any financial year, such payment is permissible only if it complies with the limits and conditions specified under Section II of Part II of Schedule V to the Act, and is approved by the shareholders through a special resolution.

The Board recommends that the Company be authorised to pay such commission to Independent Directors, for each of the three financial years commencing from April 1, 2025 to March 31, 2028, even in the event of no or inadequate profits, subject to the prescribed limits under Schedule V.

The quantum, manner and periodicity of distribution of such commission among the Independent Directors will be determined by the Board or its Committee.

This proposal aligns with good governance practices and reinforces the Company's commitment to fairly compensating Independent Directors for their time and expertise.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution, except the Independent Directors to the extent of the remuneration that may be payable to them.

The Board recommend the Ordinary Resolution set out in Item No. 8 of the accompanying Notice for the approval of the members.

Item No. 9

Mr. Arvind Mehta was re-appointed as the Executive Director of the Company for a period of five years from September 23, 2021 to September 22, 2026, pursuant to the approval of the members at the 12th Annual General Meeting held on August 5, 2021, and on the terms and conditions, including remuneration, as approved therein.

In accordance with the provisions of Sections 197, 198, and Schedule V of the Companies Act, 2013 ("the Act"), listed companies may pay remuneration to executive directors in the event of no profit or inadequate profit, subject to member approval by special resolution and compliance with conditions prescribed in Section II of Part II of Schedule V to the Act.

Considering the dynamic and competitive nature of the industry and the leadership role played by Mr. Mehta in driving strategic initiatives, innovation, operational excellence, and long-term stakeholder value, the Board of Directors at its meeting held on May 5, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the payment of remuneration to Mr. Mehta, in the range mentioned below, even in the event of no profit or inadequate profit, for a period of 3 (three) years effective from April 1, 2025 to March 31, 2028:

- Salary: Gross Salary in the scale of ₹ 1,08,00,000/- (Rupees One crore eight lakh only) per annum to ₹ 2,00,00,000/- (Rupees Two crore only) per annum.
- Performance Variable Pay: Such amount as may be approved by the Board of Directors based on performance metrics of the Company provided that the variable pay shall be always within the upper range of above gross salary.
- Perquisites & other Benefits : As per the policy of the Company, applicable from time to time.
- Gratuity: As per statutory law and rules, as applicable, from time to time.

As per the approved terms of re-appointment, the Board of Directors are authorised to revise/increase the salary within the range as mentioned above, as considered appropriate from time to time, subject to the limit as prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule V of the Act.

Members may note that Mr. Mehta's remuneration was earlier approved in the range of ₹ 75,00,000 to ₹ 2,00,00,000 per annum, along with other benefits as per Company policy. Based on the Nomination and Remuneration Committee's recommendation, the Board has revised his remuneration from ₹ 90,00,000 to ₹ 1,08,00,000 per annum with effect from July 1, 2023. His current gross salary is ₹ 1,08,00,000 per annum.

In view of the prevailing business environment and cost pressures, it is anticipated that the Company may incur no profit or inadequate profit during the financial year 2025-26 or in subsequent financial years. Accordingly, Mr. Mehta shall be paid the above remuneration notwithstanding that the same may exceed the limits prescribed under Section 197 read with Schedule V of the Act, as amended from time to time.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mr. Mehta and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at Item no. 9 of this Notice.

The information required pursuant to Section II of Part II of Schedule V of the Act, is mentioned hereunder:

I. General Information				
1.	Nature of Industry	Snacks Food Industry		
2.	Date or expected date of commencement of commercial production	The Company commenced operations in fiscal 2009.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
4.	Financial performance based on given indicators	(₹ in Lakhs)		
		Particulars	F.Y. 2024-25	F.Y. 2023-24
		Revenue from Operations	1,70,770.42	1,61,793.12
		Other income	965.58	855.79
		Total income	1,71,736.00	1,62,648.91
		Profit before depreciation and tax	5,153.95	14,377.53
		Profit before tax	(4,305.49)	7,645.28
		Profit after tax	(3,427.45)	5,312.26
		Earnings per equity share (₹)	(14.36)	22.26
5.	Foreign investments or collaborations, if any	The Company has not entered into any foreign collaborations or made any direct foreign investments. However, foreign investment exists in the form of shareholding, as detailed below (as on March 31, 2025):		
		Category	No. of equity shares held	Percentage (%)
		Foreign Portfolio Investors Category I	9,51,322	3.98
		Foreign Portfolio Investors Category II	6,81,710	2.86
		Non-resident Indians and others	4,84,240	2.03
		Total	21,17,272	8.87
II. Information about the appointee				
1.	Background details	Mr. Arvind Mehta is the Chairman and Executive Director and a Promoter of the Company. He has been associated with the Company since its inception. He holds a Bachelor's degree in Commerce from Devi Ahilya Vishwavidyalaya, Indore.		
2.	Past remuneration	Gross Annual Salary: ₹ 1,08,00,000 Gratuity: As per statutory laws and Company policy Perquisites: As per the Company's policy Car Facility: Company-provided car with driver, as per policy		
3.	Recognition or awards	As a founding member and long-standing promoter, Mr. Mehta has been instrumental in the growth and strategic direction of the Company.		
4.	Job profile and his suitability	Mr. Mehta brings over 36 years of experience in the real estate sector and over 22 years in the snacks food and financing industry. His leadership has played a vital role in expanding the Company's market presence and building its brand in a competitive sector.		
5.	Remuneration proposed	As detailed in the explanatory statement to the special resolution at Item No. 9 of the Notice.		
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the size and nature of the Company's business, the complexity of operations, and Mr. Mehta's vast industry experience and leadership in strategic direction and governance, the proposed remuneration is commensurate with the remuneration paid to similarly placed executive chairpersons in the packaged snacks food sector. His long-standing contribution and role in steering the Company's vision are appropriately recognised in the proposed remuneration.		

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Apart from receiving remuneration and dividend as a shareholder, Mr. Mehta has no other pecuniary relationship with the Company, its managerial personnel, or Directors.
III. Other Information	
1. Reasons of loss or inadequate profits	During the financial year 2024-25, the Company experienced a decline in profitability due to multiple external and internal factors. Key raw materials such as potatoes and palm oil witnessed significant inflationary pressure, while the reinstatement of import duties on palm oil further escalated input costs.
2. Steps taken or proposed to be taken for improvement	The Company has implemented advanced data analytics and sales force automation to improve decision-making and sales efficiency. Production automation through ERP and grammage control has enhanced operational productivity. Cost optimization efforts including recipe and packaging adjustments, margin rationalisation, and granular cost reviews have helped mitigate inflation impacts. Distribution channels have been expanded with a focus on modern trade and digital platforms, while the product portfolio is being strengthened with a focus on high-margin, innovative products such as pellet-based snacks.
3. Expected increase in productivity and profits in measurable terms	These measures are expected to improve profitability by increasing sales through expanded market reach and product innovation, improving operational efficiency through automation, and controlling costs effectively. As a result, the Company anticipates better margins, higher revenue growth, improved productivity, and increased operating leverage as fixed costs are spread over higher volumes.
IV. Disclosures	
The details of remuneration of Directors/Key Managerial Personnel and other information/details, as applicable, are disclosed under the Report of Corporate Governance in the Annual Report of the Company.	

The Board of Directors recommend the Ordinary resolution set out at Item no. 9 of this Notice for approval of members of the Company.

Item No. 10

Mr. Amit Kumat was re-appointed as the Executive Director of the Company for a period of five years from September 23, 2021 to September 22, 2026, pursuant to the approval of the members at the 12th Annual General Meeting held on August 5, 2021, and on the terms and conditions, including remuneration, as approved therein.

In accordance with the provisions of Sections 197, 198, and Schedule V of the Companies Act, 2013 ("the Act"), listed companies may pay remuneration to executive directors in the event of no profit or inadequate profit, subject to member approval by special resolution and compliance with conditions prescribed in Section II of Part II of Schedule V to the Act.

In view of the dynamic business environment and the instrumental role played by Mr. Amit Kumat as Managing Director and Chief Executive Officer in steering the Company's strategic direction, enhancing operational capabilities, and driving consistent business performance, the Board of Directors, at its meeting held on May 5, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved

the payment of remuneration to Mr. Amit Kumat within the range specified below, even in the event of no profit or inadequate profit, for a period of three (3) years, effective from April 1, 2025, to March 31, 2028.

- Salary: Gross Salary in the scale of ₹ 1,08,00,000/- (Rupees One crore eight lakh only) per annum to ₹ 2,00,00,000/- (Rupees Two crore only) per annum.
- Performance Variable Pay: Such amount as may be approved by the Board of Directors based on performance metrics of the Company provided that the variable pay shall be always within the upper range of above gross salary.
- Perquisites & other Benefits : As per the policy of the Company, applicable from time to time.
- Gratuity: As per statutory law and rules, as applicable, from time to time

As per the approved terms of re-appointment, the Board of Directors are authorised to revise/increase the salary within the range as mentioned above, as considered appropriate from time to time, subject to the limit as prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule V of the Act.

Members may note that Mr. Kumat's remuneration was earlier approved in the range of ₹ 75,00,000 to ₹ 2,00,00,000 per annum, along with other benefits as per Company policy. Based on the Nomination and Remuneration Committee's recommendation, the Board has revised his remuneration from ₹ 90,00,000 to ₹ 1,08,00,000 per annum with effect from July 1, 2023. His current gross salary is ₹ 1,08,00,000 per annum.

In view of the prevailing business environment and cost pressures, it is anticipated that the Company may incur no profit or inadequate profit during the financial year

2025-26 or in subsequent financial years. Accordingly, Mr. Kumat shall be paid the above remuneration notwithstanding that the same may exceed the limits prescribed under Section 197 read with Schedule V of the Act, as amended from time to time.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mr. Kumat and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at Item no. 10 of this Notice.

The information required pursuant to Section II of Part II of Schedule V of the Act, is mentioned hereunder:

I. General Information																																	
1. Nature of Industry	Snacks Food Industry																																
2. Date or expected date of commencement of commercial production	The Company commenced operations in fiscal 2009.																																
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																																
4. Financial performance based on given indicators	<div>(₹ in Lakhs)</div> <table><tr><th>Particulars</th><th>F.Y. 2024-25</th><th>F.Y. 2023-24</th><th>F.Y. 2022-2023</th></tr><tr><td>Revenue from Operations</td><td>1,70,770.42</td><td>1,61,793.12</td><td>1,65,293.22</td></tr><tr><td>Other income</td><td>965.58</td><td>855.79</td><td>770.98</td></tr><tr><td>Total income</td><td>1,71,736.00</td><td>1,62,648.91</td><td>1,66,064.20</td></tr><tr><td>Profit before depreciation and tax</td><td>5,153.95</td><td>14,377.53</td><td>6,527.01</td></tr><tr><td>Profit before tax</td><td>(4,305.49)</td><td>7,645.28</td><td>(243.93)</td></tr><tr><td>Profit after tax</td><td>(3,427.45)</td><td>5,312.26</td><td>285.91</td></tr><tr><td>Earnings per equity share (₹)</td><td>(14.36)</td><td>22.26</td><td>1.22</td></tr></table>	Particulars	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2022-2023	Revenue from Operations	1,70,770.42	1,61,793.12	1,65,293.22	Other income	965.58	855.79	770.98	Total income	1,71,736.00	1,62,648.91	1,66,064.20	Profit before depreciation and tax	5,153.95	14,377.53	6,527.01	Profit before tax	(4,305.49)	7,645.28	(243.93)	Profit after tax	(3,427.45)	5,312.26	285.91	Earnings per equity share (₹)	(14.36)	22.26	1.22
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Earnings per equity share (₹)	(14.36)	22.26	1.22																														
5. Foreign investments or collaborations, if any	<div>The Company has not entered into any foreign collaborations or made any direct foreign investments. However, foreign investment exists in the form of shareholding, as detailed below (as on March 31, 2025):</div> <table><tr><th>Category</th><th>No. of equity shares held</th><th>Percentage (%)</th></tr><tr><td>Foreign Portfolio Investors Category I</td><td>9,51,322</td><td>3.98</td></tr><tr><td>Foreign Portfolio Investors Category II</td><td>6,81,710</td><td>2.86</td></tr><tr><td>Non-resident Indians and others</td><td>4,84,240</td><td>2.03</td></tr><tr><td>Total</td><td>21,17,272</td><td>8.87</td></tr></table>	Category	No. of equity shares held	Percentage (%)	Foreign Portfolio Investors Category I	9,51,322	3.98	Foreign Portfolio Investors Category II	6,81,710	2.86	Non-resident Indians and others	4,84,240	2.03	Total	21,17,272	8.87																	
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Non-resident Indians and others	4,84,240	2.03																															
Total	21,17,272	8.87																															
II. Information about the appointee																																	
1. Background details	Mr. Amit Kumat is the Managing Director and the Chief Executive Officer of the Company. Being our Promoter, he has been associated with our Company since its incorporation. He holds a master's degree in science from the University of Southwestern Louisiana.																																

2. Past remuneration	Gross Annual Salary: ₹ 1,08,00,000 Gratuity: As per statutory laws and Company policy Perquisites: As per the Company's policy Car Facility: Company-provided car with driver, as per policy
3. Recognition or awards	As a founding member and seasoned leader, Mr. Kumat has played a pivotal role in shaping the Company's journey, driving its expansion, and strengthening its market position through strategic foresight and operational excellence.
4. Job profile and his suitability	He has over 29 years of experience in the snacks food industry. He has rich and varied experience of the snacks food industry and has contributed in the overall performance and growth of the Company during his tenure as Managing Director and Chief Executive Officer of the Company.
5. Remuneration proposed	As detailed in the explanatory statement to the special resolution at Item No. 10 of the Notice.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Given the scale of the Company's operations, the competitive nature of the snacks food industry, and Mr. Kumat's pivotal role in driving growth, innovation, and business transformation, the proposed remuneration aligns with the compensation offered to MDs and CEOs in comparable companies in the sector. His strategic leadership and performance-oriented approach justify the proposed remuneration package.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Apart from receiving remuneration and dividend as a shareholder, Mr. Kumar has no other pecuniary relationship with the Company, its managerial personnel, or Directors, except that he is the brother of Mr. Apoorva Kumar, Executive Director – Operations.

III. Other Information

1. Reasons of loss or inadequate profits	During the financial year 2024-25, the Company experienced a decline in profitability due to multiple external and internal factors. Key raw materials such as potatoes and palm oil witnessed significant inflationary pressure, while the reinstatement of import duties on palm oil further escalated input costs.
2. Steps taken or proposed to be taken for improvement	The Company has implemented advanced data analytics and sales force automation to improve decision-making and sales efficiency. Production automation through ERP and grammage control has enhanced operational productivity. Cost optimization efforts including recipe and packaging adjustments, margin rationalisation, and granular cost reviews have helped mitigate inflation impacts. Distribution channels have been expanded with a focus on modern trade and digital platforms, while the product portfolio is being strengthened with a focus on high-margin, innovative products such as pellet-based snacks.
3. Expected increase in productivity and profits in measurable terms	These measures are expected to improve profitability by increasing sales through expanded market reach and product innovation, improving operational efficiency through automation, and controlling costs effectively. As a result, the Company anticipates better margins, higher revenue growth, improved productivity, and increased operating leverage as fixed costs are spread over higher volumes.

IV Disclosures

The details of remuneration of Directors/Key Managerial Personnel and other information/details, as applicable, are disclosed under the Report of Corporate Governance in the Annual Report of the Company.

The Board of Directors recommend the Ordinary resolution set out at Item no. 10 of this Notice for approval of members of the Company.

Item No. 11

Mr. Apoorva Kumat was re-appointed as the Executive Director of the Company for a period of five years from September 23, 2021 to September 22, 2026, pursuant to the approval of the members at the 12th Annual General Meeting held on August 5, 2021, and on the terms and conditions, including remuneration, as approved therein.

In accordance with the provisions of Sections 197, 198, and Schedule V of the Companies Act, 2013 ("the Act"), listed companies may pay remuneration to executive directors in the event of no profit or inadequate profit, subject to member approval by special resolution and compliance with conditions prescribed in Section II of Part II of Schedule V to the Act.

Considering the dynamic nature of the snack food industry and the valuable leadership of Mr. Apoorva Kumat as Executive Director (Operations), which has

played a crucial role in enhancing operational efficiency, driving manufacturing excellence, and supporting the Company's strategic initiatives, the Board of Directors, at its meeting held on May 5, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the payment of remuneration to Mr. Kumat within the range specified below, even in the event of no profit or inadequate profit, for a period of three (3) years, effective from April 1, 2025, to March 31, 2028.

- Salary: Gross Salary in the scale of ₹ 1,08,00,000/- (Rupees One crore eight lakh only) per annum to ₹ 2,00,00,000/- (Rupees Two crore only) per annum.
- Performance Variable Pay: Such amount as may be approved by the Board of Directors based on performance metrics of the Company provided that the variable pay shall be always within the upper range of above gross salary.
- Perquisites & other Benefits : As per the policy of the Company, applicable from time to time.
- Gratuity: As per statutory law and rules, as applicable, from time to time.

As per the approved terms of re-appointment, the Board of Directors are authorised to revise/increase the salary

within the range as mentioned above, as considered appropriate from time to time, subject to the limit as prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule V of the Act.

Members may note that Mr. Kumat's remuneration was earlier approved in the range of ₹ 75,00,000 to ₹ 2,00,00,000 per annum, along with other benefits as per Company policy. Based on the Nomination and Remuneration Committee's recommendation, the Board has revised his remuneration from ₹ 90,00,000 to ₹ 1,08,00,000 per annum with effect from July 1, 2023. His current gross salary is ₹ 1,08,00,000 per annum.

In view of the prevailing business environment and cost pressures, it is anticipated that the Company may incur no profit or inadequate profit during the financial year 2025-26 or in subsequent financial years. Accordingly, Mr. Kumat shall be paid the above remuneration notwithstanding that the same may exceed the limits prescribed under Section 197 read with Schedule V of the Act, as amended from time to time.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mr. Kumat and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at Item no. 11 of this Notice.

The information required pursuant to Section II of Part II of Schedule V of the Act, is mentioned hereunder:

I. General Information																																	
1. Nature of Industry	Snacks Food Industry																																
2. Date or expected date of commencement of commercial production	The Company commenced operations in fiscal 2009.																																
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5. Foreign investments or collaborations, if any or The Company has not entered into any foreign collaborations or made any direct foreign investments. However, foreign investment exists in the form of shareholding, as detailed below (as on March 31, 2025):

Category	No. of equity shares held	Percentage (%)
Foreign Portfolio Investors Category I	9,51,322	3.98
Foreign Portfolio Investors Category II	6,81,710	2.86
Non-resident Indians and others	4,84,240	2.03
Total	21,17,272	8.87

II. Information about the appointee

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| 1. Background details | Mr. Apoorva Kumat is the Executive Director (Operations) and Promoter of the Company. He has been associated with the Company since its inception. He holds a Bachelor's degree in Commerce from Devi Ahilya Vishwavidyalaya, Indore, and has over 29 years of experience in the snacks food industry. |
| 2. Past remuneration | Gross Annual Salary: ₹ 1,08,00,000
Gratuity: As per statutory laws and Company policy
Perquisites: As per the Company's policy
Car Facility: Company-provided car with driver, as per policy |
| 3. Recognition or awards | Mr. Kumat's long-standing contributions in scaling up operations, enhancing production efficiencies, and strengthening the supply chain have been integral to the Company's growth journey. |
| 4. Job profile and his suitability | Mr. Kumat, as Executive Director (Operations), is responsible for overseeing the Company's end-to-end operations, including production, procurement, supply chain management, and quality assurance. With over 29 years of experience in the snacks food industry, he possesses deep domain expertise and a strong understanding of market dynamics. His strategic inputs and executional capability have significantly contributed to improving operational metrics, cost efficiencies, and product quality, making him highly suitable for the role. |
| 5. Remuneration proposed | As detailed in the explanatory statement to the special resolution at Item No. 11 of the Notice |
| 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | Taking into consideration the operational responsibilities handled by Mr. Apoorva Kumat, including production, supply chain, and sales functions, as well as his deep experience in the snacks food industry, the proposed remuneration is in line with what is paid to executives with similar functional leadership roles in the sector. His role is critical in ensuring operational efficiency and driving the Company's market presence. |
| 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any | Apart from receiving remuneration as Executive Director (Operations) and dividend in his capacity as a shareholder, Mr. Apoorva Kumat does not have any other pecuniary relationship with the Company. He is the brother of Mr. Amit Kumat, Managing Director and Chief Executive Officer of the Company. |

III. Other Information

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| 1. Reasons of loss or inadequate profits | During the financial year 2024-25, the Company experienced a decline in profitability due to multiple external and internal factors. Key raw materials such as potatoes and palm oil witnessed significant inflationary pressure, while the reinstatement of import duties on palm oil further escalated input costs. |
| 2. Steps taken or proposed to be taken for improvement | The Company has implemented advanced data analytics and sales force automation to improve decision-making and sales efficiency. Production automation through ERP and grammage control has enhanced operational productivity. Cost optimization efforts including recipe and packaging adjustments, margin rationalisation, and granular cost reviews have helped mitigate inflation impacts. Distribution channels have been expanded with a focus on modern trade and digital platforms, while the product portfolio is being strengthened with a focus on high-margin, innovative products such as pellet-based snacks. |

3.	Expected increase in productivity and profits in measurable terms	These measures are expected to improve profitability by increasing sales through expanded market reach and product innovation, improving operational efficiency through automation, and controlling costs effectively. As a result, the Company anticipates better margins, higher revenue growth, improved productivity, and increased operating leverage as fixed costs are spread over higher volumes.
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IV. Disclosures

The details of remuneration of all the Directors/Key Managerial Personnel and other information/details, as applicable, are disclosed under the Report of Corporate Governance in the Annual Report of the Company.

The Board of Directors recommend the Ordinary resolution set out at Item no. 11 of this Notice for approval of members of the Company.



Annexure – I

Brief Profile and other details of Mr. Arvind Mehta (DIN: 00215183) as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) seeking re-appointment at the Annual General Meeting as referred to in the Notice:

Name of Director	Mr. Arvind Mehta
DIN	00215183
Date of Birth	August 31, 1967
Age	57 years
Nationality	Indian
Date of first appointment on the Board	May 12, 2011
Qualifications & Experience (including nature of expertise in specific functional areas)/Brief resume	Mr. Arvind Mehta holds a bachelor's degree in commerce from Devi Ahilya Vishwavidyalaya, Indore. He has over 36 years of experience in real estate business along with over 22 years in the snacks food industry and financing business.
Number of shares held in the Company, including shares held as a beneficial owner	1,47,784 equity shares
Directorships held in other companies (including listed companies)	a) Prakash Snacks Private Limited b) Orange Infracon Private Limited
Chairman/Member of the Committees of the Board of Company(s) in which he is a Director	Member: Prataap Snacks Limited: a) Stakeholders Relationship Committee b) Corporate Social Responsibility Committee c) Nomination and Remuneration Committee
Listed companies from where he has resigned in the past three years	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of meetings of Board of Directors attended during the year ended March 31, 2025	4
Terms and conditions of re-appointment	Re-appointment as a Director, liable to retire by rotation.
Remuneration last drawn by him/her, if applicable and remuneration sought to be paid	Last Remuneration drawn: ₹ 108.00 lakhs.

By Order of the Board of Directors
For Prataap Snacks Limited

Registered Office:
Khasra No. 378/2, Nemawar Road,
Near Makrand House,
Palda, Indore – 452020,
Madhya Pradesh, India
Place: Indore
Date: May 5, 2025

Sanjay Chourey
Company Secretary and Compliance Officer