

WRITTEN MEMORANDUM OF TERMS OF RE-APPOINTMENT
(Pursuant to Section 190(1)(b) of the Companies Act, 2013)

Name: **Mr. Apoorva Kumat**

Address: 16/4 Racecourse Road,
Indore – 452001, Madhya Pradesh, India.

Dear Apoorva Kumat,

Subject: Written Memorandum setting out the terms of the contract of employment

We are pleased to inform you that the members of Prataap Snacks Limited (the “**Company**”), in the Annual General Meeting (‘AGM’) held on Thursday, September 24, 2026 have approved your re-appointment as Chairman and Executive Director (Operations) of the Company pursuant to the provisions of Sections 2(94), 149, 152, 196, 197, 198, 203 and all other applicable provisions, if any, of the Act read with Schedule V thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(1C), Regulation 17(6)(e) and other applicable provisions of the SEBI Listing Regulations, Secretarial Standard-2 on General Meetings, the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force. As per the requirements of the Act, the above is being formalized through this written memorandum setting out your terms of re-appointment.

This written memorandum sets out the terms and conditions covering your re-appointment, which are as follows:

1. Pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. Apoorva Kumat (DIN: 02630764) as Chairman and Executive Director of the Company for a period of five (5) consecutive years commencing from November 2, 2026 and ending on November 1, 2031, liable to retire by rotation.
2. Salary: Gross salary of ₹ 1,29,60,000/- (Rupees One Crore Twenty Nine Lakh and Sixty Thousand only) per annum, with authority to the Board to increase the same from time to time, subject to an overall ceiling of ₹ 3,00,00,000/- (Rupees Three Crore only) per annum.
3. Performance Linked Pay (PLP): Such amount as may be approved by the Board of Directors based on performance metrics of the Company provided that the performance linked pay shall be always within the upper range of above gross salary i.e. ₹ 3,00,00,000/- (Rupees Three Crore only).
4. Perquisites and Allowances: As per the policy of the Company, as applicable from time to time.
5. Gratuity: Payable in accordance with applicable laws and Company policy.
6. Car Facility: Company maintained car with driver as per Company policy.
7. In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Apoorva Kumat, he shall be paid remuneration, perquisites, allowances and benefits as approved herein, subject to the provisions of Section 197 read with Schedule V and other applicable provisions of the Act, as amended from time to time.
8. The Board of Directors of the Company (including any Committee thereof) be and is hereby

authorised to alter, vary, revise or increase the remuneration and terms and conditions of appointment of Mr. Apoorva Kumat from time to time within the overall limits approved by the Members and in accordance with the applicable provisions of the Act, Schedule V thereto and the SEBI Listing Regulations.

9. Approval of the Members be and is hereby accorded in terms of Regulation 17(6)(e) of the SEBI Listing Regulations for payment of remuneration to Mr. Apoorva Kumat, being an Executive Director who is a promoter, notwithstanding that the annual remuneration payable to him may exceed 2.5% of the net profits of the Company calculated under Section 198 of the Act and/or the aggregate annual remuneration payable to all Executive Directors who are promoters or members of the promoter group may exceed 5% of the net profits of the Company in any financial year during the tenure of his re-appointment.
10. Mr. Apoorva Kumat, as Chairman and Executive Director (Operations) shall be considered as Whole-time Director and Key Managerial Personnel pursuant to the provisions of Section 196 and Section 203 of the Act and Rules made thereunder.
11. If at any time the Chairman and Executive Director (Operations) ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Chairman and Executive Director (Operations) and his appointment shall stand terminated forthwith. The appointment of Chairman and Executive Director (Operations) may be terminated either by the Company or by him by giving three months' notice in writing to the other party or the payment of salary in lieu thereof.
12. This memorandum is issued pursuant to Section 190(1)(b) of the Companies Act, 2013 and sets out the terms and conditions governing the re-appointment of Mr. Apoorva Kumat as Chairman and Executive Director of the Company. The appointment shall at all times remain subject to the provisions of the Companies Act, 2013, Schedule V thereto, the SEBI Listing Regulations, the Articles of Association of the Company and such other approvals, permissions and sanctions as may be applicable from time to time.

For Prataap Snacks Limited

Acknowledged and Accepted

Authorized Signatory

Mr. Apoorva Kumat
DIN: 02630764

Date: September 25, 2026

Registered Office:

Khasra No. 378/2, Nemawar Road, Near Makrand House,
Palda, Indore - 452020, Madhya Pradesh, India