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

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POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given that pursuant to provisions of Section 110 and other applicable provisions of the Companies Act, 2013, ("Act") and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) amendment(s), or re-enactment(s) thereof, for the time being in force), General Circular Nos. 03/2025 dated 22nd September, 2025, 09/2024 dated 19th September, 2024, 9/2023 dated 25th September, 2023, 11/2022 dated 28th December, 2022, 3/2022 dated 5th May, 2022, 20/2021 dated 8th December, 2021, 10/2021 dated 23rd June, 2021, 39/2020 dated 31st December, 2020, 33/2020 dated 28th September, 2020, 22/2020 dated 15th June, 2020, 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020 and 14/2020 dated 8th April, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the resolutions set out below are proposed to be passed by the members of Prataap Snacks Limited ("Company") through Postal Ballot, only by way of remote e-voting ("e-voting") process.

Pursuant to provisions of Section 108 of the Act read with the Rules, the Listing Regulations and MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Further, in compliance with the MCA Circulars, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories.

The voting through remote e-voting begins from Thursday, November 19, 2026 at 9:00 a.m. (IST) and ends on Friday, December 18, 2026 at 5:00 p.m. (IST). Members are requested to carefully read the instructions mentioned in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions by following the procedure as stated in the Notes forming part of this Postal Ballot Notice for casting votes by e-voting not later than 5:00 p.m. (IST) on Friday , December 18, 2026, failing which it will be considered that no reply has been received from the member.

An Explanatory Statement pursuant to Section 102 of the Act, read with Rules setting out material facts relating to the proposed resolutions is annexed hereto.

SPECIAL BUSINESSES:

1. Appointment of Mr. Jitendra Nayyar (DIN:06492720) as a Non-Executive, Independent Director 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 149, 150, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to Regulations 16(1)(b), 17(1C), 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and in accordance with the Articles of Association of the Company, Mr. Jitendra Nayyar (DIN: 06492720), who was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from October 30, 2026, and who has submitted a declaration confirming that he meets the criteria of independence prescribed under the Act and the SEBI Listing Regulations and is eligible for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, based on the recommendation of Nomination and Remuneration Committee and approval of Board of Director, the approval of the Members be and is hereby accorded to appointed Mr. Jitendra Nayyar as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of three (3) consecutive years with effect from October 30, 2026 up to October 29, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act, the Rules made thereunder and the Listing Regulations, Mr. Jitendra Nayyar shall be entitled to receive sitting fees, commission, if any, and reimbursement of expenses, as may be approved by the Board and / or Members, as applicable, from time to time, in accordance with applicable law and the Company's policies.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, expedient or desirable for the purpose of giving effect to this Resolution."

2. Appointment of Mr. Sumit Sharma (DIN: 11451359) as an Executive Director (Whole-Time Director) 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 152, 196, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded for the appointment of Mr. Sumit Sharma (DIN: 11451359) as Executive Director (Whole-Time Director) of the Company for a period of three years with effect from October 30, 2026 to October 29, 2029, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sumit Sharma shall continue to hold office as the Chief Financial Officer of the Company and shall continue to be designated as a Key Managerial Personnel pursuant to Section 203 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Sumit Sharma shall not be entitled to receive any remuneration, commission, perquisites, allowances, benefits or sitting fees in his capacity as Executive Director (Whole-Time Director) and shall continue to receive remuneration only in his capacity as Chief Financial Officer of the Company, as may be approved from time to time in accordance with applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, instruments and writings and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

3. Re-classification of Promoter from "Promoter" Category to "Public" Category pursuant to Regulation 31A of the SEBI Listing Regulations

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

"RESOLVED THAT pursuant to the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and based on approval of the Board of Directors of the Company and pursuant to No objection received from National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on October 22, 2026 , the approval of the Members of the Company be and is hereby accorded to reclassify the following promoter / persons related to promoter(s) and forming part of Promoter Group (hereinafter, individually and jointly referred to as the "Outgoing Promoters") from 'Promoter & Promoter Group Category' to ' Public Category'.

Sr. No.	Name of Shareholder	Type	No. of shares held	% of Paid up Capital
1	Mr. Arvind Mehta	Promoter	1,00,000	0.42
2	Mr. Naveen Mehta	Promoter	1,83,960	0.77
3	Mr. Arun Kumar Mehta	Promoter	0	0.00
4	Mrs. Rita Mehta	Promoter	2,27,176	0.95
5	Mrs. Kanta Mehta	Promoter	0	0.00
6	Mr. Rajesh Kumar Mehta	Promoter	0	0.00

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in subclause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations was complied with and also confirmed that at all times from the date of such approval by the shareholders, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter" Shareholder to "Public" Shareholder.

RESOLVED FURTHER THAT after notifying the Stock Exchanges about the receipt of approval of members for reclassification of the above promoter/promoter group, the Company shall effect such reclassification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the SEBI Listing Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

RESOLVED FURTHER THAT Mr. Apoorva Kumat, Chairman and Executive Director (Operations), Mr. Amit Kumat, Managing Director and Chief Executive Officer, Mr. Sumit Sharma, Chief Financial Officer and Whole Time Director and Mr. Sanjay Chourey, Company Secretary and Compliance Officer of the Company, be and are hereby authorized to do all such acts, deeds, mattersand things, and to execute all such documents, writings and filings as may be necessary or expedient, including settling any questions, difficulties or doubts that may arise, for the purpose of giving effect to this resolution."

By Order of the Board of Directors
For **Prataap Snacks Limited**

SANJAY CHOUREY

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: October 30, 2026

NOTES FOR MEMBERS' ATTENTION

1. Pursuant to the General Circular No. 3/2025 dated September 22, 2025 read with Circular Nos. 9/2024 dated September 19, 2024, 9/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, 3/2022 dated May 5, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 ("MCA Circulars"), allowed the companies to hold General Meetings/conduct the Postal Ballot process through electronic means (e-voting) only i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, in compliance with the provisions of the Act and Rules framed thereunder, the Listing Regulations and MCA Circulars, the Postal Ballot is being conducted through remote e-voting only.

2. The Board of Directors of the Company at its Meeting held on October 30, 2026 has approved the issuance of this Postal Ballot Notice. An Explanatory Statement pursuant to Section 102 of the Act, read with Rules framed thereunder setting out material facts relating to the proposed resolutions is annexed hereto.

3. The Postal Ballot Notice is being sent only by electronic mode to the members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email addresses are registered with the Company / Depositories as on the cut-off date i.e. Thursday, November 12, 2026. A person who is not a member as on the cut-off date should treat this Postal ballot Notice for information purpose only.

4. 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 Form ISR-1 dully filled and signed to KFin Technologies Limited (formerly known as KFin Technologies Private Limited), the Share Transfer Agent of the Company at einward.ris@kfintech.com. For more details, kindly contact our Share Transfer Agent, KFin Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telangana, India or send an email to einward.ris@kfintech.com. The website of the Share Transfer Agent is https://www.kfintech.com.

5. This Postal Ballot Notice will also be available on the website of the Company at www.yellowdiamond.in, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited at www.evotingindia.com.

6. The documents referred to in the Notice will be available for inspection electronically, during business hours (9:00 a.m. IST to 5:00 p.m. IST) on all working days except Saturday, without any fee by the members, from the date of circulation of this Notice up to the closure of the e-voting period. Members seeking to inspect such documents may send a request to complianceofficer@yellowdiamond.in at least 3 working day before the date on which they intend to inspect the document.

7. Information relating to e-voting:

   a) Pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Master Circular No. SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the manner of voting on the proposed resolutions are only through remote e-voting i.e., by casting votes electronically. The physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The assent or dissent of the members will be only through the remote e-voting. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") the authorised e-voting agency to provide the e-voting facility.

   b) The Scrutinizer's decision on the validity of votes shall be final. Once the vote on a resolution is cast by e-voting, the members shall not be allowed to change it subsequently or cast the vote again.

   c) During the e-voting period, members of the Company holding shares either in physical form or dematerialized form, on Thursday, November 12, 2026 i.e. the cut-off date can cast their vote only through remote voting in respect of the resolutions as set out in this Postal Ballot Notice.

   d) The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Friday, December 18, 2026. The resolutions passed by the members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a General Meeting of the members.

   e) 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 the cut-off date, i.e. Thursday, November 12, 2026.

f) The Board of Directors has appointed Mr. Ritesh Gupta, from M/s. Ritesh Gupta & Co., Company Secretaries (Membership No. FCS 5200 and C.P. No. 3764) as Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

g) After completion of scrutiny, the Scrutinizer will submit his Report to the Chairman and Executive Director or Managing Director and Chief Executive Officer or Company Secretary and Compliance Officer of the Company duly authorised, who will countersign the same and declare the e-voting result forthwith. The result of remote e-voting will be declared on or before Sunday, December 20, 2026 at the Registered Office of the Company. The said result will be displayed at the Registered Office of the Company, will be intimated to the Stock Exchanges where the Company's equity shares are listed and shall also be displayed along with the Scrutinizer's Report on the Company's website www.yellowdiamond.in and on the website of CDSL https://www.cdslindia.com.

8. **INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:**

a) The e-voting period begins on Thursday, November 19, 2026 at 9:00 a.m. (IST) and ends on Friday, December 18, 2026 at 5:00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, November 12, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

Pursuant to aforesaid SEBI Circular, Login method for e-voting **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**	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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon My Easi 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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 toll free no.: 4886 7000 and 022 - 2499 7000

d) Login method for Remote e-Voting for **Physical shareholders and shareholder other than individual holding shares in Demat form**.

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

(ii) Click on "Shareholders" module

(iii) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field.

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

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

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

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

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

the Resolution and option NO implies that you dissent to the Resolution.

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

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

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

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

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

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer at 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.

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 email 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 through Depository.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 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 Futurex, 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.

ANNEXURE TO POSTAL BALLOT 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 material facts relating to the special businesses mentioned in the Postal Ballot Notice dated October 30, 2026:

Item No. 1: Appointment of Mr. Jitendra Nayyar as Non Executive -Independent Director of the Company

The Board of Directors of the Company, at its meeting held on October 30, 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Mr. Jitendra Nayyar (DIN: 06492720) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from October 30, 2026, pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act"), subject to the approval of the Members.

Mr. Jitendra Nayyar is a seasoned business leader with extensive experience in corporate management, strategy, business transformation, operations, finance and governance. He has held leadership positions across reputed organizations and has contributed significantly towards driving business growth, operational excellence and value creation. The Board believes that his vast experience, strategic insight and diverse perspective will be of considerable value to the Company and will further strengthen the effectiveness of the Board.

The Board, after taking into account the performance evaluation, skills matrix, experience, knowledge, integrity and substantial contribution expected from Mr. Nayyar, considers that his continued association as an Independent Director would be of immense benefit to the Company and its stakeholders and that his appointment would strengthen the overall composition, diversity and effectiveness of the Board.

The Company has received from Mr. Nayyar:

- Consent to act as a Director in Form DIR-2 pursuant to the provisions of the Act;
- Declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act;
- Disclosure of interest in Form MBP-1;
- Declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations");
- Confirmation that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority;
- Confirmation regarding inclusion of his name in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs, wherever applicable.

In the opinion of the Board, Mr. Nayyar fulfils the conditions specified under the Act, the Rules made thereunder and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of the Members is being sought for his appointment. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director is required to be approved by the Members by way of a Special Resolution.

The Board has approved the appointment of Mr. Nayyar as a Non-Executive Independent Director, not liable to retire by rotation, for a first term of three (3) consecutive years commencing from October 30, 2026 and ending on October 29, 2029 (both days inclusive).

A brief profile of Mr. Nayyar and other disclosures as required under the Companies Act, 2013, the SEBI Listing Regulations and Secretarial Standard-2 form part of this Postal Ballot Notice.

The Board of Directors is of the opinion that the appointment of Mr. Jitendra Nayyar as an Independent Director is in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 1 of this Notice for approval by the Members.

Except Mr. Jitendra Nayyar and his relatives, none of the Directors or Key Managerial Personnel of the Company or their

relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice.

Item No. 2: Appointment of Mr. Sumit Sharma as Executive Director (Whole Time Director) of the Company

The Board of Directors of the Company, at its meeting held on October 30, 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Sumit Sharma (DIN: 11451359) as an Additional Director designated as Executive Director (Whole-Time Director) of the Company with effect from October 30, 2026, pursuant to the provisions of Sections 161, 196 and other applicable provisions of the Companies Act, 2013 ("Act"), subject to the approval of the Members of the Company.

Mr. Sharma is presently serving as the Chief Financial Officer ("CFO") of the Company and has been associated with the Company in a key leadership position. He has extensive experience in the areas of finance, treasury, strategic planning, fund raising, corporate governance, risk management, investor relations and business operations. During his tenure with the Company, he has played a significant role in strengthening the Company's financial and governance framework and in supporting its growth and expansion initiatives.

Considering his rich experience, leadership capabilities and valuable contribution to the growth and operations of the Company, the NRC and the Board were of the view that it would be in the best interests of the Company and its stakeholders to appoint Mr. Sharma as an Executive Director (Whole-Time Director) and induct him on the Board.

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the Members is being sought for his appointment as Executive Director (Whole-Time Director).

Mr. Sharma shall continue to hold office as the Chief Financial Officer of the Company and shall continue to be designated as a Key Managerial Personnel pursuant to Section 203 of the Act.

The Board has approved his appointment as Executive Director (Whole-Time Director) for a period of three (3) years commencing from October 30, 2026 and ending on October 29, 2029. He shall be liable to retire by rotation.

It is further proposed that Mr. Sharma shall not receive any remuneration, salary, commission, perquisites, allowances, benefits or sitting fees in his capacity as Executive Director (Whole-Time Director) and shall continue to receive remuneration only in his capacity as Chief Financial Officer of the Company, as may be approved from time to time in accordance with applicable laws and the policies of the Company.

The appointment is proposed primarily from a governance and board representation perspective and does not result in any increase in the overall managerial remuneration being paid by the Company.

The Company has received:

- Consent in Form DIR-2 to act as a Director;
- Declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under the Act;
- Disclosure of interest in Form MBP-1;
- Confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

In the opinion of the Board, Mr. Sharma possesses the requisite integrity, expertise, knowledge and experience for being appointed as an Executive Director (Whole-Time Director) of the Company.

A brief profile of Mr. Sharma, together with the disclosures required under the Companies Act, 2013, the SEBI Listing Regulations and Secretarial Standard-2, forms part of this Postal Ballot Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of this Notice for approval of the Members.

Except Mr. Sumit Sharma and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of this Notice.

Item No. 3: Re-classification of Promoter/Promoter group to Public

Regulation 31A the SEBI listing regulation, has provided a regulatory mechanism for reclassification of Promoter Shareholder

to 'Public' Shareholder.

In this regard, the Company has received request from following Promoters of the Company ("Outgoing Promoters") vide their letter dated August 1, 2026 for reclassification from the 'promoter' category to 'public' category shareholder of the Company ("Request Letters"). The Company intimated the aforesaid requests for re-classification to BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") on August 1, 2026 within 24 hours of receipt of Request Letters.

Sr. No.	Name of Shareholder	Type	No. of shares held	% of Paid up Capital
1	Mr. Arvind Mehta	Promoter	1,00,000	0.42
2	Mr. Naveen Mehta	Promoter	1,83,960	0.77
3	Mr. Arun Kumar Mehta	Promoter	0	0.00
4	Mrs. Rita Mehta	Promoter	2,27,176	0.95
5	Mrs. Kanta Mehta	Promoter	0	0.00
6	Mr. Rajesh Kumar Mehta	Promoter	0	0.00

Based on the Request Letters received from Outgoing Promoters and pursuant to the provision of Regulation 31A(3)(b) of the SEBI listing regulation, the Outgoing Promoters confirmed that:

1. Their shareholding in the Company, neither individually nor collectively exceeds 10% of the total voting rights in the Company;
2. They are not controlling affairs of the Company directly or indirectly;
3. They are not having special rights in the Company through formal or informal arrangements including through any shareholder agreements;
4. They do not have any representation on the Board of Directors (including not having nominee directors) of the Company;
5. They are not acting as key managerial person in the Company;
6. They are neither a wilful defaulter as per RBI Guidelines nor a fugitive economic offender.

Further, the Outgoing Promoter has confirmed that subsequent to reclassification, it would continue to comply with the requirements as mentioned in Regulation 31A of the SEBI listing regulation.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of SEBI (LODR) Regulations the board of directors at their meeting held on August 01, 2026 analysed the requests received from above mentioned persons for reclassification and approved the same subject to approval by the members and relevant regulatory authorities.

Further, board confirms that Company post reclassification will be compliant with the requirement for minimum public shareholding as required under regulation 38 of SEBI (LODR) Regulations, and trading in the shares of the Company has not been suspended by the stock exchanges, nor are there any outstanding dues to the SEBI Board, the stock exchanges or the depositories.

None of the Directors or the Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution.

The Board of Directors recommend the ordinary resolution set out at item no. 3 of this notice for approval of members of the company.

Annexure – I

Details as per Regulation 36(3) of the SEBI listing regulation, Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) seeking appointment is as under:

Name of Director	Mr. Jitendra Nayyar	Mr. Sumit Sharma
DIN	06492720	11451359
Date of Birth	February 25, 1968	April 24, 1977
Age	58 years	49 years
Nationality	Indian	Indian
Date of first appointment on the Board	October 30, 2026	October 30, 2026
Qualifications & Experience (including nature of expertise in specific functional areas)/brief resume	Mr. Jitendra Nayyar is a Chartered Accountant and finance leader with over 30 years of experience across FMCG and beverages, insurance, fintech, electric mobility and pharmaceuticals. He was most recently the Chief Financial Officer and Executive Director of Oister Global. Prior to that, he was the Chief Financial Officer and Whole-time Director of Acko General Insurance. Before Acko, he was the Chief Financial Officer of Aviva Life Insurance India. He has also been CFO or Group CFO at Euler Motors, Zupee and Acme Solar Holdings. Mr. Nayyar began his career at PepsiCo India and Coca-Cola India, including a stint with the Asia-Pacific Financial Impact Team in Singapore. He is a Chartered Accountant from the Institute of Chartered Accountants of India and has completed the Oxford Senior Executive Programme at Said Business School, University of Oxford.	Mr. Sumit Sharma is a Member of the Institute of Chartered Accountants of India (ICAI) with over 25 years of experience in finance, accounts, audit, risk management, capital markets, private equity, and general management. He has been associated with Prataap Snacks Limited for the last 15 years and currently serves as the Chief Financial Officer (CFO). He has played a key role in the Company's IPO, acquisitions, implementation of financial processes and SAP systems, MIS development, and fund raising from private equity investors. Prior to joining Prataap Snacks Limited, he worked with L&T-CASE Equipment Private Limited, where he held various finance leadership positions and contributed significantly in the areas of taxation, costing, and accounting. He was recognized as the “Emerging CFO of the Year” by CII in the Consumer Products sector and was also awarded by L&T under the “Merit” category for his commendable contributions. He possesses extensive expertise in financial management, strategic planning, corporate governance, fund raising, mergers & acquisitions, and business transformation.
Number of Shares held in the Company, including shares held as a beneficial owner	Nil	99,997 Equity Shares
List of Directorships held in other companies	Nil	RLOP Food Processing Private Limited - Director
Chairman/Member of the Committees of the Boards of Company(s) in which he is a Director	Nil	Nil
Listed companies from where he has resigned in the past three years	Nil	Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Number of Meetings of Board of Directors attended during the year ended 31st March, 2026	Not Applicable	Not Applicable
Terms and conditions of re-appointment	Appointment as an Independent Director, not liable to retire by rotation on the terms and conditions as mentioned in the resolution at Item no. 1 and its explanatory statement.	Appointment as an Executive Director(whole Time), liable to retire by rotation on the terms and conditions as mentioned in the resolution at Item no. 2 and its explanatory statement.
Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming part of this Notice.	Not Applicable
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	Not Applicable	Mr. Sumit Sharma shall not be paid any remuneration, salary, perquisites, allowances, or sitting fees in his capacity as an Executive Director (Whole-Time) of the Company, and he shall continue to draw his existing remuneration solely in his capacity as the Chief Financial Officer (CFO) of the Company, as approved from time to time.

By Order of the Board of Directors
For **Prataap Snacks Limited**

SANJAY CHOUREY

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: October 30, 2026