



Ref. No.: PSL/2024-25/CS/SE/38

Date: 27th September, 2024

To, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: DIAMONDYD	To, Corporate Relationship Department BSE Limited P.J. Towers, Dalal Street, Mumbai - 400 001 Security Code: 540724 Security ID: DIAMONDYD
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Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 and Regulation 30A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) read with Clause 5A of Para A of Part A of Schedule III of the Listing Regulations, we write to inform you that Peak XV Partners Growth Investments II, Peak XV Partners Growth Investment Holdings I and Sequoia Capital GFIV Mauritius Investments, part of Promoter and Promoter Group of the Company (hereinafter collectively referred to as ‘**Sellers**’) have entered into a Share Purchase Agreement on 26th September, 2024 with Authum Investment and Infrastructure Limited and Ms. Mahi Madhusudan Kela (hereinafter collectively referred to as ‘**Buyers**’) under which the Buyers propose to acquire 1,13,48,582 (One crore thirteen lakh forty eight thousand five hundred and eighty two) fully paid-up equity shares representing 46.85% of the paid-up equity share capital of the Company at Rs. 746/- per equity share, amounting to a total consideration of Rs. 8,46,60,42,172/- (Rupees Eight hundred forty six crore sixty lakh forty two thousand one hundred seventy two only).

By entering into the aforesaid share purchase agreement, the Buyers have triggered the requirement to make an open offer to the public shareholders of the Company in accordance with the Regulation 3(1) and Regulation 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SAST Regulations”). Further, we also write to inform you that the Company received a Public Announcement regarding an open offer under the SAST Regulations on 27th September, 2024 through Manager to the open offer, JM Financial Limited, on behalf of the Acquirer. The copy of the Public Announcement has already been submitted to the exchange(s).

The requisite details as required under Regulation 30 of the Listing Regulations read with Schedule III thereof and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/CIR/2023/123 dated 13th July, 2023 are enclosed.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For **Prataap Snacks Limited**

Parag Gupta

Company Secretary and Compliance Officer

Prataap Snacks Limited

CIN : L15311MP2009PLC021746

Registered Office : Khasra No. 378/2, Nemawar Road, Near Makrand House, Palda, Indore, Madhya Pradesh - 452 020, India
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Annexure

Disclosure under Part A of Schedule III of Regulation 30 of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/CIR/2023/123 dated 13th July, 2023

Sr. No.	Particulars	
a)	if the listed entity is a party to the agreement, i. details of the counterparties (including name and relationship with the listed entity)	Prataap Snacks Limited (“ Company ”) is not a party to the share purchase agreement.
b)	if listed entity is not a party to the agreement, i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); iii. date of entering into the agreement.	i. Peak XV Growth Investment Holdings I, Peak XV Growth Investments II and Sequoia Capital GFIV Mauritius Investments (“ Sellers ”) holding 1,13,48,582 (one crore thirteen lakh forty eight thousand five hundred and eighty two) fully paid-up equity shares representing 46.85% of the share capital of the Company have entered into a share purchase agreement (“ SPA ”) with Authum Investment and Infrastructure Limited (“ AAIL ”) and Ms. Mahi Madhusudan Kela (“ Ms. Mahi Kela ”) (collectively referred to as “ Buyers ”) for the sale of 1,13,48,582 (one crore thirteen lakh forty eight thousand five hundred and eighty two) equity shares. ii. Details of the counterparties are as follows: (a) AAIL is a listed Non-Banking Financial Company, acquiring 1,02,48,582 equity shares of the Company from the Sellers. (b) Ms. Mahi Kela is an Individual acquiring 11,00,000 equity shares of the Company from the Sellers. iii. September 26, 2024
c)	purpose of entering into the agreement	Sellers have entered into the SPA with the Buyers for acquisition of substantial shares and control over the Company.
d)	shareholding, if any, in the entity with whom the agreement is executed;	Not applicable.
e)	significant terms of the agreement (in brief);	The significant terms of the SPA include- (i) The Sellers shall sell to the Buyers and the Buyers shall buy from the Sellers the shares held by them in the listed entity for a cash consideration of Rs. 8,46,60,42,172/- (Rupees Eight hundred forty six crore sixty lakh forty two thousand one hundred seventy two only), subject to the terms set out in the SPA, and on completion of the conditions set out thereunder including the successful completion of the Open Offer (<i>detailed in (ii) below</i>). (ii) Upon the execution of the SPA, the Buyers shall make an Open Offer to the public shareholders of the listed entity in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
f)	extent and the nature of impact on management or control of the listed entity;	Pursuant to completion of open offer the AAIL and Ms. Mahi Kela will be classified as a promoter. Pursuant to the Closing under the SPA (which is subject to the terms set out thereunder), the Sellers will no longer hold any shares in the Company. The intent of the Sellers is to be reclassified as part of the public category of our Company in terms of the Regulation 31A (10) of SEBI (LODR) Regulations, 2015.

g)	details and quantification of the restriction or liability imposed upon the listed entity	No, the Company is not party to the agreement.
h)	whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No, Buyers are not related to promoter/promoter group/group companies in any manner.
i)	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length	No, the transaction would not fall within related party transactions.
j)	in case of issuance of shares to the parties, details of issue price, class of shares issued;	Not applicable.
k)	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not applicable.
l)	in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not applicable