



Ref No.: PSL/2021-22/CS/SE/45

Date: 30th September, 2021

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
--	--

Dear Sir/Madam,

Subject: Intimation of Scheme of Amalgamation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company in its meeting held on 29th September, 2021 have inter alia considered and approved the Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferee Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act.

The Scheme of Amalgamation is subject to further approval of the stock exchange, SEBI, NCLT and other competent authorities.

The requisite details as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III thereof and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed as **Annexure A**.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Prataap Snacks Limited**

Om Prakash Pandey
Company Secretary and Compliance Officer



Encl: As above

Prataap Snacks Limited

CIN : L15311MP2009PLC021746

ANNEXURE A

Disclosure under Clause (1) of Para A of Part A of Schedule III of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1"), Red Rotopack Private Limited ("Transferee Company 2") and Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors:

1. Name of the entity(ies) forming part of the amalgamation, details in brief such as size, turnover etc.:

1.1 Details of Transferor Company 1

AVADH SNACKS PRIVATE LIMITED is a company incorporated under the Companies Act, 2013 having its registered office at R.S. No. 123/P3, New R.S. No. 128, Ind. Plot No. 1, Nikava, Jamnagar, Gujarat – 361 162 (hereinafter referred to as the "**Transferor Company 1**"). The Transferor Company 1 is engaged, *inter alia*, in the business of manufacture, sale, trading and distribution of savoury items including but not limited to natural and flavored like snacks, pellets, fryums, namkeen, farsan, salted foods including all kind of baby and diabetic food and all natural, artificial, synthetic, or chemical edible foods, jams, jelly, pickle, cider, chutney, carbonated and non-carbonated drinks, ice-creams, fast foods, frozen foods etc. and confectionery items including but not limited to breads, roti, pizza, cakes, pastries, wafers. The Transferor Company 1 is a subsidiary of the Transferee Company, with the Transferee Company holding 90.48% (Ninety Point Four Eight per cent) of the issued share capital of the Transferor Company 1.

Size:

Authorised Share Capital: ₹1,000.00 lakhs

Paid-up Share Capital: ₹71.09 lakhs

Turnover: ₹17,005.85 lakhs as on 31st March, 2021

1.2 Details of Transferor Company 2

RED ROTOPACK PRIVATE LIMITED is a company incorporated under the Companies Act, 2013 having its registered office at Survey No. - 128, Plot No.- 3, Opp. Supertech, Nikava, Kalawad Gujarat 361162 (hereinafter referred to as the "**Transferor Company 2**"). The Transferor Company 2 is engaged, *inter alia* in manufacturing, processing, buying, selling, importing, exporting and other wise dealing all kinds of cardboard packing, plastic packing, roto printing, polythene packing gunny bags, containers, bottles, hollow wares, whether made of leather plastic, and all types of packing solutions. The Transferor Company 2 is the wholly owned subsidiary of the Transferor Company 1.

Size:

Authorised Share Capital: ₹75.00 lakhs

Paid-up Share Capital: ₹75.00 lakhs

Turnover: ₹13.07 lakhs as on 31st March, 2021



1.3 Details of Transferee Company

PRATAAP SNACKS LIMITED is a company incorporated under the Companies Act, 1956 having its registered office at Khasra No 378/2, Nemawar Road, Near Makrand House, Palda, Indore, 452020 (hereinafter referred to as the “**Transferee Company**”). The Transferee Company is, inter alia, authorized to and is engaged in the business of manufacture, producer, processors, stockiest of and dealers in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers puffs, various namkeens and to run cold storage for storage of vegetables, fruits, food products.

Size:

Authorised Share Capital: ₹1,600.00 lakhs

Paid-up Share Capital: ₹1,172.65 lakhs

Turnover: ₹1,01,037.57 lakhs as on 31st March, 2021

2. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”:

- (i) The Transferor Company 1 is a subsidiary of the Transferee Company, and the Transferor Company 2 is the wholly owned subsidiary of the Transferor Company 1.
- (ii) The Scheme of Amalgamation of Avadh Snacks Private Limited (“Transferor Company 1”), Red Rotopack Private Limited (“Transferee Company 2”) and Prataap Snacks Limited (“Transferee Company”) and their respective shareholders and creditors does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated 17th July, 2014 issued by the Ministry of Corporate Affairs.
- (iii) The consideration of the proposed amalgamation will be discharged at an “arm’s length” basis. Equity shares to be allotted to the shareholders of the Transferor Company 1 (except Transferee Company) as consideration for the amalgamation, are based on the valuation report and fairness opinion, which have been duly considered and taken on record by the Board of Directors of the Company.

3. Area of business of the entity(ies):

- (i) The Transferor Company 1 is engaged, *inter alia*, in the business of manufacture, sale, trading and distribution of savoury items including but not limited to natural and flavored like snacks, pellets, fryums, namkeen, farsan, salted foods including all kind of baby and diabetic food and all natural, artificial, synthetic, or chemical edible foods, jams, jelly, pickle, cider, chutney, carbonated and non-carbonated drinks, ice-creams, fast foods, frozen foods etc. and confectionery items including but not limited to breads, roti, pizza, cakes, pastries, wafers.
- (ii) The Transferor Company 2 is engaged, *inter alia* in manufacturing, processing, buying, selling, importing, exporting and other wise dealing all kinds card-board packing, plastic packing, roto printing, polythene packing gunny bags, containers, bottles, hollow wares, whether made of leather plastic, and all types of packing solutions.



- (iii) The Transferee Company is, inter alia, authorized to and is engaged in the business of manufacture, producer, processors, stockiest of and dealers in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers puffs, various namkeens and to run cold storage for storage of vegetables, fruits, food products.

4. Rationale for amalgamation:

- i. The proposed amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme would enable all the companies to realize benefits of greater synergies between their businesses. Further it would make available to them - financial resources, technological upgradation, technological resources as well as the managerial, technical, distribution and marketing resources of each other in the interest of maximizing shareholder and stakeholder value as the Transferor Companies and Transferee Company's business activities are similar and complement each other.
- ii. amalgamation will result in better integration; financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.
- iii. Improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

5. In case of cash consideration – amount or otherwise share exchange ratio:

There shall not be any cash consideration in the proposed scheme.

The Share Exchange ratio proposed in the Scheme of Amalgamation is given below:

The Transferee Company shall, without any application or deed, issue and allot 4,06,556 (Four lakhs six thousand five hundred fifty six) equity shares of face value of Rs. 5/- (Rupees Five only), credited as fully paid-up, to the shareholders of the Transferor Company 1 (except the Transferee Company) whose names appear in the register of members as member of the Transferor Company 1, including records of beneficial owners maintained by a depository or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company, on the Record Date in the following share exchange ratio:

568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5 (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 1.



6. Brief details of change in shareholding pattern (if any) of listed entity:

Below is the pre and post amalgamation shareholding pattern for the Transferee Company:

Category	Pre		Post	
	No. of equity shares	% of equity shares	No. of equity shares	% of equity shares
A) Promoter	1,67,67,462	71.49	1,67,67,462	70.28
B) Public	66,85,574	28.51	70,92,130	29.72
C) Non-Promoter Non-Public				
C1) Shares underlying DR's	0		0	0
C2) Shares held by Employee Trust	0		0	0
Total	2,34,53,036	100	2,38,59,592	100

