



Ref. No.: PSL/2022-23/CS/SE/59

Date: 24<sup>th</sup> November, 2022

To, Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051  Symbol: DIAMONDYD	To, Corporate Relationship Department <b>BSE Limited</b> P.J. Towers, Dalal Street, Mumbai - 400 001  Security Code: 540724 Security ID: DIAMONDYD
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Dear Sir/Madam,

**Subject: Postal Ballot Notice to shareholders**

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Postal Ballot Notice sent to the members of the Company only through e-mail seeking their approval only by way of remote e-voting on the resolution set out in the Postal Ballot Notice.

This is for your information and record.

Thanking You,

Yours Faithfully,

For **Prataap Snacks Limited**

**Om Prakash Pandey**  
Company Secretary and Compliance Officer

Encl.: As above

**Prataap Snacks Limited**

CIN : L15311 MP2009PLC021746



**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](mailto:complianceofficer@yellowdiamond.in); **Website:** [www.yellowdiamond.in](http://www.yellowdiamond.in)

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**POSTAL BALLOT NOTICE**

**Dear Member(s),**

NOTICE is hereby given pursuant to provisions of Section 110 and other applicable provisions of the Companies Act, 2013, (the “Act”) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the “Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “Listing Regulations”) (including any statutory modification(s) amendment(s), or re-enactment(s) thereof, for the time being in force), General Circular Nos. 3/2022 dated 5<sup>th</sup> May, 2022, 20/2021 dated 8<sup>th</sup> December, 2021, 10/2021 dated 23<sup>rd</sup> June, 2021, 39/2020 dated 31<sup>st</sup> December, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 14/2020 dated 8<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (the “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, that the resolution set out below is proposed to be passed as an Ordinary Resolution by the Members of Prataap Snacks Limited (the “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 resolution 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 / depository participant(s).

The voting through remote e-voting begins from Saturday, 26<sup>th</sup> November, 2022 at 9:00 a.m. (IST) and ends on Sunday, 25<sup>th</sup> December, 2022 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 resolution 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 Sunday, 25<sup>th</sup> December, 2022, 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 framed thereunder and the relevant information required under Regulation 36(3) of the Listing Regulations, setting out material facts relating to the proposed resolution is annexed hereto.

**SPECIAL BUSINESS:**

**1. Appointment of Mr. Bharat Singh (DIN: 08222884) as a Director (Non-Executive, Nominee Director), liable to retire by rotation**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules framed thereunder and Regulations 17(1) and 17(1C) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), Mr. Bharat Singh (DIN: 08222884), who was appointed as an Additional Director (Non-Executive, Nominee Director) of the Company with effect from 3<sup>rd</sup> November, 2022 by the Board of Directors and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive, Nominee Director) of the Company, liable to retire by rotation.”

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: 3<sup>rd</sup> November, 2022

**Om Prakash Pandey**  
Company Secretary and Compliance Officer



## NOTES FOR MEMBERS' ATTENTION

1. In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs has vide its Circular No. 3/2022 dated 5<sup>th</sup> May, 2022 read with Circular Nos. 20/2021 dated 8<sup>th</sup> December, 2021, 10/2021 dated 23<sup>rd</sup> June, 2021, 39/2020 dated 31<sup>st</sup> December, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 14/2020 dated 8<sup>th</sup> April, 2020 (the "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 3<sup>rd</sup> November, 2022 has approved the issuance of this Postal Ballot Notice. An Explanatory Statement pursuant to Section 102 of the Act, read with Rules framed thereunder and the relevant information required under Regulation 36(3) of the Listing Regulations, setting out material facts relating to the proposed resolution 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 / depository participant(s) as on the cut-off date i.e. Friday, 18<sup>th</sup> November, 2022. A person who is not a member as on the cut-off date should treat this Postal ballot Notice for information purpose only.
4. Member may kindly note that the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 has issued common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. In compliance with the above Circular, the Company has already sent the necessary communication to all the shareholders holding shares in physical form and the following forms are available on the Company's website at [www.yellowdiamond.in](http://www.yellowdiamond.in) and on Share Transfer Agent's website at <https://www.kfintech.com>:
  - (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).
5. 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](mailto:einward.ris@kfintech.com). For more details, kindly contact our Share Transfer Agent, KFin Technologies Limited at 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](mailto:einward.ris@kfintech.com). The website of the Share Transfer Agent is <https://www.kfintech.com>.
6. This Postal Ballot Notice will also be available on the website of the Company at [www.yellowdiamond.in](http://www.yellowdiamond.in), websites of the stock exchanges where the equity share of the Company are listed, i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com). Document referred in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting i.e. 25<sup>th</sup> December, 2022. Members seeking to inspect such document may send an email to [complianceofficer@yellowdiamond.in](mailto:complianceofficer@yellowdiamond.in).
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, the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, the manner of voting on the proposed resolution is 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 would 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, as on Friday, 18<sup>th</sup> November, 2022 i.e. the cut-off date can cast their vote only through remote e-voting in respect of the resolution as set out in this Postal Ballot Notice.



- d) The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 25<sup>th</sup> December, 2022. The resolution passed by the members through Postal Ballot shall be deemed to have been passed as if the same has 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. 18<sup>th</sup> November, 2022.
- f) The Board of Directors has appointed Mr. Kaushal Dalal, Proprietor, Kaushal Dalal & Associates, Practicing Company Secretaries (Membership No. FCS 7141 and C.P. No. 7512) 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 Tuesday, 27<sup>th</sup> December, 2022 at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, 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](http://www.yellowdiamond.in) and on the website of CDSL <https://www.evotingindia.com>.

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

- a) The e-voting period begins on Saturday, 26<sup>th</sup> November, 2022 at 9:00 a.m. (IST) and ends on Sunday, 25<sup>th</sup> December, 2022 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. Friday, 18<sup>th</sup> November, 2022 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 9<sup>th</sup> 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 9<sup>th</sup> 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi 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.



	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 &amp; voting during the meeting.</p>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat form</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (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](http://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](mailto: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 [kaushaldalalcs@gmail.com](mailto:kaushaldalalcs@gmail.com) and to the Company at [complianceofficer@yellowdiamond.in](mailto: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](mailto: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.

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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.



**ANNEXURE TO POSTAL BALLOT NOTICE**

**EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION OF THE POSTAL BALLOT NOTICE DATED 3<sup>RD</sup> NOVEMBER, 2022 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AND REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The following statement sets out material facts relating to the special business mentioned in the Postal Ballot Notice dated 3<sup>rd</sup> November, 2022:

**Item No. 1**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the “Act”), Article 21 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its Meeting held on 3<sup>rd</sup> November, 2022 has appointed Mr. Bharat Singh (DIN: 08222884) as an Additional Director (Non-Executive, Nominee Director) of the Company with effect from 3<sup>rd</sup> November, 2022. Mr. Bharat Singh is a nominee director of Sequoia Capital.

Further, as per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors or as a Manager is taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of shareholders is sought for appointment of Mr. Bharat Singh as Director (Non-Executive, Nominee Director) of the Company, liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Bharat Singh as a Director of the Company.

Brief Profile and other details of Mr. Bharat Singh (DIN: 08222884) 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 appointment are as under:

Name of Director	Mr. Bharat Singh
DIN	08222884
Date of Birth	10 <sup>th</sup> November, 1977
Age	45 years
Nationality	Indian
Date of first appointment on the Board	a) 20 <sup>th</sup> May, 2022 (As Alternate Director for Mr. G.V. Ravishankar, DIN: 02604007) b) 3 <sup>rd</sup> November, 2022 (As Additional Director)
Qualifications & Experience (including nature of expertise in specific functional areas)/Brief resume	Mr. Bharat Singh is an Operating Partner of Sequoia Capital in India. He is having over 22 years of experience in finance and business management. He currently serves as a member of the Board of Directors of various consumer, healthcare and technology companies. Before joining Sequoia Capital, he was CFO of redBus and he also served in various leadership roles in GE, including CFO of GE-SBI Credit cards venture. Mr. Bharat Singh is an alumni of GE’s leadership program, Corporate Audit Staff (CAS) and Financial Management Program (FMP). He is a member of the Institute of Chartered Accountants of India and a Commerce graduate from Delhi University.
Number of shares held in the Company, including shares held as a beneficial owner	Nil
Directorships held in other companies (including listed companies)	a) LA Renon Healthcare Private Limited b) Wildcraft India Limited c) Koye Pharmaceuticals Private Limited d) Kids Clinic India Limited
Chairman/Member of the Committees of the Board of Company(s) in which he is a Director	Member: Prataap Snacks Limited: a) Audit Committee b) Risk Management Committee





Listed companies from where he has resigned in the past three years	Stove Kraft Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of meetings of Board of Directors attended during the year ended 31 <sup>st</sup> March, 2022	Not Applicable
Terms and conditions of appointment/re-appointment	Appointment as a Director (Non-Executive, Nominee Director), liable to retire by rotation.
Remuneration last drawn by him, if applicable and remuneration sought to be paid	Nil

Mr. Bharat Singh is eligible for appointment as a Director. He will bring his immense experience to the Board, inter alia, in the areas of finance, management, corporate governance etc. Accordingly, the Board of Directors recommend the resolution as set out at Item No. 1 of this Notice to be passed as an ordinary resolution by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mr. Bharat Singh and his relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at Item No. 1 of this Notice.

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: 3<sup>rd</sup> November, 2022

**Om Prakash Pandey**  
Company Secretary and Compliance Officer