



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE Q2-2018-2019- 2ND MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF PRATAAP SNACKS LIMITED (THE "COMPANY") HELD ON WEDNESDAY, 22ND DAY OF AUGUST, 2018 AT ARIA TOWERS, 3RD FLOOR, UNIT 3B, JW MARRIOTT, ASSET AREA, NEW DELHI-4, INDIA

Approval of Scheme of amalgamation of Pure N Sure Food Bites Private Limited, Wholly Owned Subsidiary with the Company

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other related/applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules, Circulars and notifications made thereunder (including any statutory modification or re-enactments thereof for the time being in force) and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, NCLT Rules as may be applicable and other applicable laws and subject to applicable provisions of the Memorandum of Association and Articles of Association of the Company and requisite approvals/consents/sanctions of the Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench and/or any other Statutory Authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include its Committee constituted/to be constituted, if any, for this purpose) and that of the Shareholders / Creditors approval, as applicable, of the Company, the consent of the Board of Directors ("**Board**") be and is hereby accorded to the Scheme of Amalgamation between the Company, Prataap Snacks Limited (hereinafter "**PSL**" or "**Transferee Company**") and Pure N Sure Food Bites Private Limited (hereinafter "**PNSFBPL**" or "**Transferor Company**"), wholly owned subsidiary of the Company, and respective shareholders and creditors involving amalgamation of PNSFBPL with the Company as per the terms and conditions mentioned in the scheme placed before the Board with effect from **April 1, 2019 ("Appointed date")** or such other date as may be fixed by the NCLT or such other competent authority.

FURTHER RESOLVED THAT the Scheme be filed with relevant regulatory authorities, including Stock Exchange/s where the shares of the Company are listed and thereafter with the NCLT for directions and approval.

FURTHER RESOLVED THAT since the PNSFBPL is a wholly owned subsidiary of the Company, no consideration/ shares shall be paid/ issued pursuant to the Scheme and the shares held by the Company in the Transferor Company shall stand cancelled and extinguished pursuant to the said amalgamation without any further act, application or deed.

FURTHER RESOLVED THAT Mr. Arvind Kumar Mehta, Chairman and Executive Director, Mr. Amit Kumat, Managing Director and CEO, Mr. Sumit Sharma, CFO and Mr. Rishabh Kumar Jain, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to oversee and monitor the process connected with the Scheme and to deal with all matters connected, consequential and incidental to obtain sanction, implementation and execution of the scheme and in particular take all the necessary steps including:



Prataap Snacks Limited
(Formerly known as Prataap Snacks Pvt. Ltd.)

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CIN No. L15311MP2009PLC021746



- a) to sign and file the Scheme and / or any other information/ details with the concerned stock exchange(s), BSE and NSE or any other body or regulatory authority or agency in order to obtain approval or sanction of the Scheme as required or for giving effect thereto in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant Circulars and to co-ordinate with relevant authorities for providing clarifications on the Scheme, wherever required;
- b) to file application(s) with the NCLT seeking directions as to convening/ dispensing with the requirement of the meeting of the shareholders and / or creditors of the Company and where necessary, to take steps to convene and hold such meetings as per the directions of the NCLT and other usual directions with respect to the Scheme;
- c) filing of petitions for the confirmation of the Scheme by the concerned NCLT;
- d) to prepare, verify, swear, affirm, declare, execute, sign and file affidavits, pleadings, applications, petitions, declarations, notices, forms, rejoinders, replies or other documents incidental or necessary in connection with the above proceedings and to engage counsels, advocates, solicitors, pleaders, chartered accountants, Company Secretaries and other professionals, to sign and execute Vakalatnama /Memorandum of Appearances, whenever necessary and sign and issue public advertisement and notices;
- e) obtaining approval from such other authorities and parties including the shareholders, term loan lenders, financial institution, government authorities as may be considered necessary, to the said Scheme;
- f) in accordance with the directions of the NCLT, if any, hold and do all necessary actions in connection with holding meeting of the shareholders, creditors of the Company and to pass and to do all acts necessary to give effect to the resolutions that may be passed in the meetings;
- g) to incur such expenses as may be necessary with regard to getting approval to the Scheme including fees to various professionals and agencies and such other expenses that may be incidental to the above.
- h) to settle any question or difficulty that may arise with regard to the implementation of the Scheme or with regard to and of the meaning or interpretation of the Scheme therefor in any manner whatsoever connected therewith or to review position relating to the satisfaction of various conditions of the Scheme and to give effect to the above resolution;
- i) to make alteration to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme;
- j) to delegate authority to another person(s) by a valid power of attorney or other appropriate authorizations; and
- k) to do all such acts, deeds, matters and things as may be considered necessary or incidental and considered appropriate with regard to the above applications and petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same.

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FURTHER RESOLVED THAT the nominees of the Company holding shares on behalf of the Company in PNSFBPL be instructed to sign and submit necessary consent for the waiver of the meeting of the shareholders of PSFBPL while moving the application for approval of the Scheme before the Hon'ble NCLT Ahmedabad Bench, under the provisions of section 230 to 232 and other applicable provisions for seeking an order for holding/ dispensing with the meeting(s) of the holders of the equity shares of PNSFBPL and such other meetings as the aforesaid Hon'ble NCLT may direct, for the purpose of considering and approving the aforesaid draft Scheme.

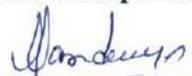
FURTHER RESOLVED THAT further to the approval of the Board of Directors of the Company to the Scheme, the Company in its capacity as Equity Shareholder of the Transferor Company, hereby gives its consent to the Scheme and /or modifications thereof.

FURTHER RESOLVED THAT the Company hereby conveys its "no objection" to the Transferor Company in seeking from the NCLT, dispensation from the requirement of holding meeting of the Equity Shareholders of the Transferor Company, to approve the Scheme and waives its right to receive any notice of the meeting of the Equity Shareholders and/ or Creditors of the Transferor Company and/ or any other proceedings before the NCLT in connection with obtaining approval / sanction to the Scheme.

FURTHER RESOLVED THAT the Common Seal of the Company, if required, be affixed as per the provisions contained in Articles of Association of the Company, in presence of any two Directors of the Company and the Company Secretary of the Company, who shall sign the same in token thereof.

FURTHER RESOLVED THAT Mr. Arvind Kumar Mehta, Chairman and Executive Director, Mr. Amit Kumat, Managing Director and CEO, Mr. Sumit Sharma, CFO and Mr. Rishabh Kumar Jain, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper in respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may in their absolute direction, deem appropriate and to deal all questions or difficulties that may arise in the course of implementing the above mentioned resolution and to sign any copy of this resolution as a certified true copy thereof and issue the same to whomsoever concerned wherever necessary."

For Prataap Snacks Limited


Om Prakash Pandey
Company Secretary and Compliance Officer



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