



Date: September 29, 2018

To  
The Manager,  
Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra ( E), Mumbai - 400051  
Symbol: DIAMONDYD

To,  
The Secretary,  
Listing Department,  
BSE Limited,  
1<sup>st</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai- 400 001  
Security Code: 540724  
Security ID: DIAMONDYD

**Sub: Remote E-voting and Poll results for 9th Annual General Meeting (AGM) on Friday, September 28, 2018 pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Scrutinizer's Report along with the results of remote e-voting and poll for the 9<sup>th</sup> Annual General Meeting (AGM) of members of the Company held on Friday, September 28, 2018.

It may be noted that all the Resolutions placed before the meeting as per the Notice of the Annual General Meeting were approved by the Members with requisite majority.

This is for your kind information and record purpose.

Thanking you,

Yours truly,

For Prataap Snack Limited

  
**Rishabh Kumar Jain**

Company Secretary & Compliance Officer\*

Place: Indore



Enclosure: As above

**Prataap Snacks Limited**

(Formerly known as Prataap Snacks Pvt. Ltd.)

Office : Khasra No. 378/2, 378/1/4, Nemawar Road, Near Makrand House, Gram : Palda, Dist. : Indore (M.P.) India  
Phone: ++91-731-2437600, 2437602-10 E-mail: info@yellowdiamond.in CIN No. L 15311MP2009PLC021746

**COMBINED SCRUTINIZER'S REPORT**

**(VOTING THROUGH REMOTE E-VOTING & POLL AT THE  
9<sup>TH</sup> ANNUAL GENERAL MEETING OF F.Y. 2017-18)**

To,  
The Chairman  
M/s. Prataap Snacks Limited  
CIN: L15311MP2009PLC021746  
Khasra No 378/2, Nemawar Road,  
Near Makrand House Indore MP 452020

Sub: Passing of Resolution through remote e-voting and poll conducted at the 9<sup>TH</sup> Annual General Meeting of F.Y. 2017-18 of Prataap Snacks Limited (The Company) held on 28<sup>th</sup> September, 2018.

Dear Sir,

1. I, Ritesh Gupta, Proprietor of Ritesh Gupta & Co., Company Secretaries Indore, have been appointed as scrutinizer on 07<sup>th</sup> August, 2018 pursuant to the authority granted by the Board of Directors of M/s. Prataap Snacks Limited (The Company) having the CIN: L15311MP2009PLC021746 for the purpose of:
  - i. Scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and the provisions of regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015
  - ii. Scrutinizing the Ballot Form at the 9<sup>th</sup> Annual General Meeting of F.Y. 2017-18 under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 on the resolutions contained in the notice of the 9<sup>th</sup> Annual General Meeting of F.Y. 2017-18 of the members of the Company, held on 28<sup>th</sup> September, 2018 at 11:00 A.M. at The Grand Bhagwati Palace, Omaxe City, Bypass Road, Mayakhedi, Indore - 452016 Madhya Pradesh, India.

2. The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act 2013, and rules relating to voting through remote e-voting and poll at the Annual General Meeting for the resolutions proposed in the notice to the 9<sup>th</sup> Annual General Meeting of F.Y. 2017-18 of the Equity Shareholder of the Company dated 22<sup>nd</sup> August, 2018. My responsibility as a scrutinizer for the process of voting through remote e-voting and ballot form at the Annual General Meeting is to ensure that the voting process is conducted in A fair and transparent manner and is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "in against" on the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the agency authorized under the Rules and engaged by the company to provide e- voting facilities for voting through electronic means.
3. The Member who were on record of the Company as on the "Cut - off" date i.e; Thursday, 20<sup>th</sup> September, 2018 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting of F.Y. 2017-18 of Company.
4. The Company had appointed Central Depository Services Limited (CDSL) as service provider for extending the facility of remote e-voting to the Shareholders of the Company from Monday 24<sup>th</sup> September at 10:00 AM to Thursday 27<sup>th</sup> September, 2018 at 5:00 PM and the members were requested to cast their votes electronically conveying their assent and dissent in respect of the resolution on the e-voting platform.
5. At the end of the voting period on Thursday 27<sup>th</sup> September, 2018 at 5:00 PM, the voting portals of the service provider was blocked forthwith.
6. The votes cast through remote e-voting were unblocked on 28<sup>th</sup> September, 2018 at 01:35 pm after the conclusion of the voting cast at the annual general meeting in the presence of two witnesses, Ms. Palak Shrishrimal and Mr. Mohammed Suhail, who are not in the employment of the Company.
7. At the 9<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018 the Chairman of the meeting had suo-motto called for poll to facilitate the members present in the meeting and the members who could not participate in remote e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as scrutinizer for the same.

The brief analysis of the results of remote e-voting and Ballot Forms are as under:

**"VOTING RESULTS"**

| Item of Notice<br>Particulars of<br>Business                                                                                                                                                                                                                     | Type<br>of<br>Votes | Votes in Favour<br>of<br>Resolution |            | Votes against<br>the<br>Resolution |          | Invalid<br>Votes |          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-------------------------------------|------------|------------------------------------|----------|------------------|----------|
|                                                                                                                                                                                                                                                                  |                     | No. of<br>shares                    | (%)        | No. of<br>shares                   | (%)      | No. of<br>shares | (%)      |
| <b>Item No.1</b><br><b>Ordinary Resolution:</b><br><br>The Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon;  | Remote E-voting     | 16940402                            | 100        | 0                                  | 0        | 0                | 0        |
|                                                                                                                                                                                                                                                                  | Ballot Form         | 4664345                             | 100        | 0                                  | 0        | 0                | 0        |
|                                                                                                                                                                                                                                                                  | <b>Total</b>        | <b>21604747</b>                     | <b>100</b> | <b>0</b>                           | <b>0</b> | <b>0</b>         | <b>0</b> |
| <b>Item No. 2</b><br><b>Ordinary Resolution:</b><br><br>To declare dividend for the financial year ended March 31, 2018.                                                                                                                                         | Remote E-voting     | 17059954                            | 100        | 0                                  | 0        | 0                | 0        |
|                                                                                                                                                                                                                                                                  | Ballot Form         | 4664345                             | 100        | 0                                  | 0        | 0                | 0        |
|                                                                                                                                                                                                                                                                  | <b>Total</b>        | <b>21724299</b>                     | <b>100</b> | <b>0</b>                           | <b>0</b> | <b>0</b>         | <b>0</b> |
| <b>Item No. 3</b><br><b>Ordinary Resolution:</b><br><br>To appoint a Director in place of Mr. Arvind Mehta (DIN:00215183), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment. | Remote E-voting     | 17059939                            | 100        | 0                                  | 0        | 0                | 0        |
|                                                                                                                                                                                                                                                                  | Ballot Form         | 4664345                             | 100        | 0                                  | 0        | 0                | 0        |
|                                                                                                                                                                                                                                                                  | <b>Total</b>        | <b>21724284</b>                     | <b>100</b> | <b>0</b>                           | <b>0</b> | <b>0</b>         | <b>0</b> |

|                                                                                                                                                                                                                                                      |                 |                 |              |               |             |          |          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--------------|---------------|-------------|----------|----------|
| <p><b>Item No. 4</b><br/><b>Ordinary Resolution:</b></p> <p>To consider the ratification of appointment of M/s. S R B C &amp; Co. LLP, Chartered Accountants, (Firm Registration No.: 324982E/E300003) as the Statutory Auditors of the Company.</p> | Remote E-voting | 17059939        | 100          | 0             | 0           | 0        | 0        |
|                                                                                                                                                                                                                                                      | Ballot Form     | 4664345         | 100          | 0             | 0           | 0        | 0        |
|                                                                                                                                                                                                                                                      | <b>Total</b>    | <b>21724284</b> | <b>100</b>   | <b>0</b>      | <b>0</b>    | <b>0</b> | <b>0</b> |
| <p><b>Item No. 5</b><br/><b>Ordinary Resolution:</b></p> <p>Revision in remuneration of Mr. Apoorva Kumat, President-Operations.</p>                                                                                                                 | Remote E-voting | 13791889        | 93.59        | 943915        | 6.41        | 0        | 0        |
|                                                                                                                                                                                                                                                      | Ballot Form     | 4664345         | 100          | 0             | 0           | 0        | 0        |
|                                                                                                                                                                                                                                                      | <b>Total</b>    | <b>18456234</b> | <b>95.13</b> | <b>943915</b> | <b>4.87</b> | <b>0</b> | <b>0</b> |
| <p><b>Item No. 6</b><br/><b>Special Resolution:</b></p> <p>Variation in terms of Objects of the Issue.</p>                                                                                                                                           | Remote E-voting | 17059924        | 100          | 15            | 0           | 0        | 0        |
|                                                                                                                                                                                                                                                      | Ballot Form     | 4664345         | 100          | 0             | 0           | 0        | 0        |
|                                                                                                                                                                                                                                                      | <b>Total</b>    | <b>21724269</b> | <b>100</b>   | <b>15</b>     | <b>0</b>    | <b>0</b> | <b>0</b> |



|                                                                                                                                                                                                                                                         |                 |          |       |         |      |   |   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------|-------|---------|------|---|---|
| <p><u>Item No. 7</u><br/>Special Resolution:<br/><br/>Approval of 'Prataap Employees Stock Appreciation Rights Plan 2018.</p>                                                                                                                           | Remote E-voting | 15026080 | 90.06 | 1659199 | 9.94 | 0 | 0 |
|                                                                                                                                                                                                                                                         | Ballot Form     | 4664345  | 100   | 0       | 0    | 0 | 0 |
|                                                                                                                                                                                                                                                         | Total           | 19690425 | 92.23 | 1659199 | 7.77 | 0 | 0 |
| <p><u>Item No.8</u><br/>Special Resolution:<br/><br/>To approve grant of employee stock appreciation rights to the employees/ Directors of the Subsidiary Company (ies) of the Company under Prataap Employees Stock Appreciation Rights Plan 2018.</p> | Remote E-voting | 15093580 | 90.10 | 1659199 | 9.90 | 0 | 0 |
|                                                                                                                                                                                                                                                         | Ballot Form     | 4664345  | 100   | 0       | 0    | 0 | 0 |
|                                                                                                                                                                                                                                                         | Total           | 19757925 | 99.17 | 165199  | 0.83 | 0 | 0 |
| <p><u>Item No. 9:</u><br/><u>Ordinary Resolution</u><br/><br/>Appointment of Mr. Chetan Kumar Mathur (DIN 00437558) as an Independent Director:</p>                                                                                                     | Remote E-voting | 16752764 | 100   | 15      | 0    | 0 | 0 |
|                                                                                                                                                                                                                                                         | Ballot Form     | 4664345  | 100   | 0       | 0    | 0 | 0 |
|                                                                                                                                                                                                                                                         | Total           | 21417109 | 100   | 15      | 0    | 0 | 0 |

All the Resolution under remote e-voting and ballot form shall be deemed to have been passed with the requisite majority

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of votes cast through remote e-voting and Ballot paper by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You.

Issued at Indore dated 29<sup>th</sup> of September, 2018



Countersigned by:

For Prataap Snacks Limited

  
Chairman/ Company Secretary

