



# PRATAAP SNACKS LIMITED

Our Company was incorporated as Prataap Snacks Private Limited on March 23, 2009 at Gwalior, Madhya Pradesh as a private limited company under the Companies Act, 1956. Pursuant to a special resolution passed by our Shareholders on September 9, 2016, our Company was converted into a public limited company and the name was changed to Prataap Snacks Limited and a fresh certificate of incorporation consequent upon change of name was issued on September 19, 2016 by the Registrar of Companies, Madhya Pradesh at Gwalior ("RoC"). For details pertaining to the changes in our name and the address of our Registered Office, see "History and Certain Corporate Matters" on page 192 of the Red Herring Prospectus dated September 12, 2017 ("RHP").

**Registered and Corporate Office:** Khasra No 378/2, Nemawar Road, Near Makrand House, Indore 452 020; Tel: (91 731) 243 7621; Fax: (91 731) 243 7605. **Contact Person:** Rishabh Kumar Jain, Company Secretary and Compliance Officer; **E-mail:** complianceofficer@yellowdiamond.in; **Website:** www.yellowdiamond.in. **Corporate Identity Number:** U15311MP2009PLC021746

**PROMOTERS OF OUR COMPANY: MR. ARVIND MEHTA, MR. AMIT KUMAR AND MR. APOORVA KUMAT, INDIVIDUALS IDENTIFIED AS PROMOTERS AND LISTED IN "OUR PROMOTERS AND PROMOTER GROUP" BEGINNING ON PAGE 218 OF THE RHP AND SCI GROWTH INVESTMENTS II**

**PUBLIC ISSUE OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹5 EACH (THE "EQUITY SHARES") OF PRATAAP SNACKS LIMITED (OUR "COMPANY") FOR CASH AT A PRICE OF ₹[•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[•] PER EQUITY SHARE) AGGREGATING UP TO ₹[•] MILLION (THE "ISSUE") CONSISTING OF A FRESH ISSUE OF [•] EQUITY SHARES AGGREGATING UP TO ₹2,000 MILLION\* AND AN OFFER FOR SALE OF UP TO 3,005,770 EQUITY SHARES INCLUDING UP TO 369,451 EQUITY SHARES BY SEQUOIA CAPITAL GFV MAURITIUS INVESTMENTS ("SCG") AND UP TO 94,266 EQUITY SHARES BY SEQUOIA CAPITAL INDIA GROWTH INVESTMENT HOLDINGS I ("SCI-GIH") (COLLECTIVELY REFERRED TO AS THE "INVESTOR SELLING SHAREHOLDERS"), UP TO 1,317,093 EQUITY SHARES BY SCI GROWTH INVESTMENTS II ("SCI"), UP TO 183,740 EQUITY SHARES BY ARVIND MEHTA, UP TO 139,200 EQUITY SHARES BY NAVEEN MEHTA, UP TO 139,200 EQUITY SHARES BY ARUN MEHTA, UP TO 361,920 EQUITY SHARES BY RAJESH MEHTA, UP TO 66,820 EQUITY SHARES BY KANTA MEHTA, UP TO 77,950 EQUITY SHARES BY PREMLATA KUMAT, UP TO 22,270 EQUITY SHARES BY SWATI BAPNA, UP TO 116,930 EQUITY SHARES BY APOORVA KUMAT AND UP TO 116,930 EQUITY SHARES BY AMIT KUMAT (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS", AND TOGETHER WITH THE INVESTOR SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS"). THE ISSUE INCLUDES A RESERVATION OF UP TO 42,000 EQUITY SHARES AGGREGATING TO [•] MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) ("EMPLOYEE RESERVATION PORTION"). THE ISSUE LESS EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [•]% AND [•]% RESPECTIVELY, OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

\* Employee Discount of ₹90 per Equity Share to the Issue Price is being offered to the Eligible Employees Bidding in the Employee Reservation Portion.

\*\*Our Company has undertaken a private placement of 533,000 Equity Shares for a cash consideration of ₹500 million ("Pre-IPO"). The size of the Fresh Issue as disclosed in the Draft Red Herring Prospectus dated June 21, 2017 being ₹2,500 million has been reduced accordingly.

**Price Band: ₹ 930 to ₹ 938 per Equity Share of face value of ₹ 5 each.**

**The Floor Price is 186 times the face value and the Cap Price is 187.60 times the face value.**

**Bids can be made for a minimum of 15 Equity Shares and in multiples of 15 Equity Shares thereafter.**

**Risks to Investors**

- The 3 Managers associated with the Issue have handled 23 public issues in the past three years out of which 3 issues closed below the issue price on the listing date.
- The Price/Earnings ratio ("P/E Ratio") based on diluted EPS for Fiscal 2017 as per Restated Consolidated Financial Statements for the Company at the upper end of the Price Band is 196.65 compared to the NIFTY 50 price earnings ratio of 23.26 (as of March 31, 2017) and to the average industry peer group P/E ratio of 72.71.
- The average cost of acquisition\*\* of Equity Shares for^:
  - a) the Promoters (including Promoter Selling Shareholders) ranges from ₹0.89 to ₹192.64 per Equity Share; and
  - b) the Investor Selling Shareholders is ₹193.01 and ₹359.72 per Equity Share.

\*\*The average cost of acquisition per Equity Share by the Promoters has been calculated by taking the average of the amounts paid by each of our Promoters to acquire Equity Shares, and has not been adjusted for selling price of the Equity Shares sold by them.

^For further details, refer the section "Risk Factors - Prominent Notes" on page 50 of RHP.

**BASIS FOR ISSUE PRICE**

The Issue Price will be determined by our Company and the Selling Shareholders in consultation with the GCBLRMs and the BRLM (together known as the "Managers") on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹5 each and the Issue Price is 186 times the face value at the lower end of the Price Band and 187.60 times the face value at the higher end of the Price Band. Investors should see "Our Business", "Risk Factors" and "Financial Statements" beginning on pages 169, 18 and 234, of the RHP, respectively, to have an informed view before making an investment decision.

**Qualitative Factors**

We believe the following business strengths allow us to successfully compete in the industry

- Innovation driven diversified product portfolio
- Value proposition for consumers
- Strategic supply chain for a pan-India distribution network
- Strategically located manufacturing facilities
- Successful track record and professional management

For further details, see "Our Business", "Risk Factors" and "Financial Statements" beginning on pages 169, 18 and 234, respectively, of the RHP.

**Quantitative Factors**

Certain information presented below relating to our Company is based on the Restated Consolidated Financial Statements and Restated Unconsolidated Financial Statements prepared in accordance with Indian GAAP, the Companies Act, 2013 and restated in accordance with SEBI ICDR Regulations. For details, see "Financial Statements" beginning on page 234 of the RHP.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

**1. Basic and Diluted Earnings Per Share ("EPS"), as adjusted for changes in capital:**

As per Restated Unconsolidated Financial Statements:

Financial Period	Basic / Diluted EPS (in ₹)	Weight
March 31, 2017	5.04	3
March 31, 2016	14.78	2
March 31, 2015	4.84	1
<b>Weighted Average</b>	<b>8.25</b>	

As per Restated Consolidated Financial Statements:

Financial Period	Basic / Diluted EPS (in ₹)	Weight
March 31, 2017	4.77	3
March 31, 2016	13.32	2
March 31, 2015	4.83	1
<b>Weighted Average</b>	<b>7.63</b>	

The above figures have been computed after considering the impact of (i) the sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each and the subsequent consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each, (ii) the allotment of bonus equity shares in the ratio of 5 equity shares for every equity share held, to the then equity shareholders as approved by the Shareholders at their extraordinary general meeting held on September 24, 2016, (iii) the allotment of three Equity Shares for every Equity Share held, to the existing Shareholders as approved by the Shareholders at their extra-ordinary general meeting held on June 3, 2017 and (iv) 5,792,700 equity shares were allotted to SCI, 268,800 equity shares were allotted to SCG, and 868,740 equity shares were allotted to SCI-GIH pursuant to conversion of 96,545 CCPS held by SCI, 4,480 CCPS held by SCG and 14,479 CCPS held by SCI-GIH, respectively, pursuant to a resolution dated May 26, 2017 passed by our Board.

Notes:

(1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights

(2) The figures disclosed above are based on the restated summary statements of our Company.

(3) The face value of each Equity Share is ₹ 5.

(4) Earnings per Share (₹) = Profit after tax attributable to equity shareholders for the year/Weighted Average No. of equity shares

(5) Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) "Earnings per Share", notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.

(6) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV beginning on page 234 of the RHP.

**2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ 930 to ₹ 938 per Equity Share:**

Particulars	P/E at Floor Price (no. of times)	P/E at Cap Price (no. of times)
Based on basic EPS for the year ended March 31, 2017 on a unconsolidated basis	184.52	186.11
Based on basic EPS for the year ended March 31, 2017 on a consolidated basis	194.97	196.65
Based on diluted EPS for the year ended March 31, 2017 on a unconsolidated basis	184.52	186.11
Based on diluted EPS for the year ended March 31, 2017 on a consolidated basis	194.97	196.65

**Industry P/E ratio**

	P/E Ratio	Name of the company	Face value of equityshares (₹)
Highest	87.81	DFM Foods	10.0
Lowest	56.62	Britannia Industries	2.0
Average	72.21		

Notes:

1. The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see "Basis for Issue Price - Comparison of Accounting Ratios with Listed Industry Peers" on page 126 of the RHP.

2. P/E figures for the peers are computed based on closing market price as on August 29, 2017 at BSE, divided by Diluted EPS (on consolidated basis) based on the Annual Reports of such companies for the Fiscal Year 2017.

**3. Return on Net Worth ("RoNW")**

As per Restated Unconsolidated Financial Statements of our Company:

Particulars	RoNW %	Weight
Year ended March 31, 2017	4.32	3
Year ended March 31, 2016	13.80	2
Year ended March 31, 2015	5.23	1
<b>Weighted Average</b>	<b>7.63</b>	

As per Restated Consolidated Financial Statements of our Company:

Particulars	RoNW %	Weight
Year ended March 31, 2017	4.15	3
Year ended March 31, 2016	12.60	2
Year ended March 31, 2015	5.22	1
<b>Weighted Average</b>	<b>7.15</b>	

Notes:

(1) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights

(2) Return on Net Worth (%) = Net Profit after Tax (as restated) divided by Net worth at the end of the year/period (excluding revaluation reserve).

(3) Net worth for ratios mentioned represents sum of paid-up share capital, reserves and surplus (securities premium, capital reserve and surplus in the Statement of Profits and Losses as per the Restated Financial Information.

**4. Minimum Return on Increased Net Worth after the Issue (including Pre-IPO Placement) needed to maintain Pre-Issue EPS for the year ended March 31, 2017:**

Particulars	At Floor Price	At Cap Price
<b>To maintain pre-issue basic EPS (after adjusting bonus shares)</b>		
On unconsolidated basis	2.41%	2.40%
On consolidated basis	2.29%	2.29%
<b>To maintain pre-issue diluted EPS (after adjusting bonus shares)</b>		
On unconsolidated basis	2.41%	2.40%
On consolidated basis	2.29%	2.29%

**5. Net Asset Value per Equity Share of face value of ₹ 5 each (as adjusted for changes in capital)**

(i) Net asset value per Equity Share as on March 31, 2017 on an unconsolidated basis is ₹ 116.33.

(ii) Net asset value per Equity Share as on March 31, 2017 on a consolidated basis is ₹ 114.66.

(iii) After the Issue on an unconsolidated basis:

(a) At the Floor Price: ₹ 209.54 (b) At the Cap Price: ₹ 209.71

(iv) After the Issue on a consolidated basis:

(a) At the Floor Price: ₹ 208.06 (b) At the Cap Price: ₹ 208.22

Notes:

(1) Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

(2) Net Asset Value Per Equity Share = Net worth as per the restated financial information/Total number of equity shares outstanding as at the end of year/period

(3) Net worth has been computed by aggregating paid up share capital and reserves and surplus (securities premium, general reserve and surplus in the Statement of Profits and Losses) as per the restated financial information. There is no revaluation reserve or miscellaneous expenditure (to the extent not written off).

(4) Net worth for ratios mentioned represents sum of paid-up share capital, reserves and surplus (securities premium, capital reserve and surplus in the Statement of Profits and Losses as per the Restated Financial Information.

(5) The above figures have been computed after considering the impact of (i) the sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each and the subsequent consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each, (ii) the allotment of bonus equity shares in the ratio of 5 equity shares for every equity share held, to the then equity shareholders as approved by the Shareholders at their extra-ordinary general meeting held on September 24, 2016, (iii) the allotment of three Equity Shares for every Equity Share held, to the existing Shareholders as approved by the Shareholders at their extra-ordinary general meeting held on June 3, 2017 and (iv) 5,792,700 equity shares were allotted to SCI, 268,800 equity shares were allotted to SCG, and 868,740 equity shares were allotted to SCI-GIH pursuant to conversion of 96,545 CCPS held by SCI, 4,480 CCPS held by SCG and 14,479 CCPS held by SCI-GIH, respectively, pursuant to a resolution dated May 26, 2017 passed by our Board.

**6. Comparison of Accounting Ratios with Listed Industry Peers**

Name of Company	Face Value (₹ Per Share)	Closing price on August 29, 2017 (₹)	Revenue, for the Fiscal 2017 (in ₹ million)	EPS (₹) Basic Diluted <sup>(i)</sup>	NAV <sup>(ii)</sup> (₹ per share)	P/E <sup>(ii)</sup>	RONW <sup>(iii)</sup> (%)	
Prataap Snacks Limited	5.0	-	9,039.17	4.77	4.77	114.66	-	4.15
Peer Group								
Britannia Industries	2.0	4,173.1	93,241.1	73.72	73.71	224.92	56.62	32.78
DFM Foods	10.0	1,392.6	3,448.9	15.87	15.86	80.75	87.81	19.65

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the Annual Reports of the respective company for the year ended March 31, 2017

Source for Prataap Snacks Limited: Based on the Restated Consolidated Financial Statements for the year ended March 31, 2017

Notes:

(1) Diluted EPS refers to the Diluted EPS sourced from the audited financial results of the respective company for the year ended March 31, 2017

(2) P/E Ratio has been computed based on the closing market price of equity shares on the BSE on August 29, 2017, divided by the Diluted EPS provided under Note 1.

(3) RoNW is computed as net profit after tax divided by closing net worth. Net worth has been computed as sum of share capital and reserves and surplus (including capital reserve and excluding debenture redemption reserve, if any)

(4) NAV is computed as the closing net worth divided by the closing outstanding number of equity shares

The Issue Price of ₹ [•] has been determined by our Company and the Selling Shareholders in consultation with the GCBLRMs and the BRLM, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" beginning on pages 18, 169, 369 and 234, of the RHP, respectively, to have a more informed view. The trading price of Equity Shares could decline due to factors mentioned in "Risk Factors" beginning on page 18 of the RHP and you may lose all or part of your investments.



## BID/ISSUE PERIOD

**OPENS ON FRIDAY, SEPTEMBER 22, 2017\* | CLOSING ON TUESDAY, SEPTEMBER 26, 2017**

\* Our Company and the Selling Shareholders may, in consultation with the GCBLRMs and the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.



**Simple, Safe, Smart way of Application - Make use of it!!!**

**Mandatory in public issue from January 1, 2016. No cheque will be accepted.**

\*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the BSE and NSE by issuing a press release, and also by indicating the change on the respective websites of the GCBLRMs and the BRLM and the terminals of the Syndicate Members and by intimation to SCSBs, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") and in compliance with Regulation 26(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, as amended (the "SEBI ICDR Regulations"), this Issue is being made through the Book Building Process, wherein 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company and the Selling Shareholders may, in consultation with the GCBLRMs and the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (the "Anchor Investor Portion"), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, 42,000 Equity Shares will be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received from them at or above the Issue Price, after the Employee Discount. All potential investors, other than Anchor Investors, are required to mandatorily use the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs"), to participate in this Issue. Anchor Investors are not permitted to participate in the Issue through ASBA process. For details, see "Issue Procedure" beginning on page 435 of the RHP.

**Bidders/Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicants may be deemed to have authorised the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to the Issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk. Bidders/Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the PAN, DP ID and Client ID available in the depository database, otherwise, the Bid cum Application Form is liable to be rejected.**

**Contents of the Memorandum of the Company as regards its Objects:** For information on the main objects and other objects of the Company, see "History and Certain Corporate Matters" on page 192 of the RHP and Clause III of the Memorandum of Association of the Company. The Memorandum of Association of the Company is a material document for inspection in relation to the Issue. For further details, see the section "Material Contracts and Documents for Inspection" on page 502 of the RHP.

GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS		BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
				<div>Rishabh Kumar Jain Khasra No 378/2, Nemawar Road, Near Makrand House, Indore 452 020 Tel: (91 731) 243 7621, Fax: (91 731) 243 7605 <b>E-mail:</b> <a href="mailto:complianceofficer@yellowdiamond.in">complianceofficer@yellowdiamond.in</a>; <b>Website:</b> <a href="http://www.yellowdiamond.in">www.yellowdiamond.in</a>.</div>
<div>Edelweiss Financial Services Limited 14th Floor, Edelweiss House, Off CST Road, Kalina, Mumbai 400 098 Tel: (91 22) 4009 4400, Fax: (91 22) 4086 3610 E-mail: <a href="mailto:prataap.ipo@edelweissfin.com">prataap.ipo@edelweissfin.com</a> Investor Grievance E-mail: <a href="mailto:customerservice.mib@edelweissfin.com">customerservice.mib@edelweissfin.com</a> Website: <a href="http://www.edelweissfin.com">www.edelweissfin.com</a> Contact Person: Siddharth Shah/Sudhanshu Bhasin SEBI Registration Number: INM0000010650</div>	<div>JM Financial Institutional Securities Limited 7th Floor, Cnergy Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Tel: (91 22) 6630 3030, Fax: (91 22) 6630 3330 E-mail: <a href="mailto:prataap.ipo@jmfi.com">prataap.ipo@jmfi.com</a> Investor grievance e-mail: <a href="mailto:grievance.ibd@jmfi.com">grievance.ibd@jmfi.com</a> Website: <a href="http://www.jmfi.com">www.jmfi.com</a> Contact person: Prachee Dhuri SEBI Registration Number: INM000010361</div>	<div>Spark Capital Advisors (India) Private Limited No.2 Reflections', Leith Castle Centre Street Santhome High Road, Chennai 600 028 Tel: (91 44) 4344 0000, Fax: (91 44) 4344 0090 E-mail: <a href="mailto:prataap.ipo@sparkcapital.in">prataap.ipo@sparkcapital.in</a> Investor Grievance E-mail: <a href="mailto:investorgrievance@sparkcapital.in">investorgrievance@sparkcapital.in</a> Website: <a href="http://www.sparkcapital.in">www.sparkcapital.in</a> Contact Person: Vishal Prasad SEBI Registration Number: INM000011138</div>	<div>Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad 500 032 Tel: (91 40) 6716 2222, Fax: (91 40) 2343 1551 E-mail: <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a> Investor Grievance E-mail: <a href="mailto:prataap.ipo@karvy.com">prataap.ipo@karvy.com</a> Website: <a href="https://karisma.karvy.com">https://karisma.karvy.com</a> Contact Person: M. Murali Krishna SEBI Registration Number: INR0000000221</div>	<div>All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-issue or post-issue related problems such as non-receipt of letter of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.</div>

**Availability of RHP:** Investors are advised to refer to the RHP, and the "Risk Factors", beginning on page 18 of the RHP therein, before applying in the Issue. Full copy of the RHP is available on the websites of SEBI, the Global Co-ordinator and Book Running Lead Managers (GCBLRMs), Book Running Lead Manager (BRLM) and the Stock Exchanges at www.sebi.gov.in, www.edelweissfin.com, www.jmfi.com, www.sparkcapital.in, www.bseindia.com and www.nseindia.com, respectively.

**Availability of Bid-cum-Application Forms:** Bid-cum-Application Forms can be obtained from the Registered Office of the Company, **Prataap Snacks Limited**, Tel.: (91 731) 243 7621; Fax: (91 731) 243 7605; the GCBLRMs: **Edelweiss Financial Services Limited**, Tel: (91 22) 4009 4400, Fax: (91 22) 4086 3610; **JM Financial Institutional Securities Limited**, Tel: (91 22) 6630 3330, Fax: (91 22) 6630 3330; the BRLM: **Spark Capital Advisors (India) Private Limited**, Tel: (91 44) 4344 0000, the Syndicate Members: **Edelweiss Securities Limited**, Tel: (022) 4063 5569, Fax: (022) 6747 1347, **JM Financial Services Limited**, Tel: (022) 6136 6400, Fax: (022) 2266 5902, at selected location of the sub-syndicate members (as given below), Registered Brokers, RTAs and CDPs participating in the Issue. Bid-cum-Application Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

**Sub-Syndicate Members:** Almondz Global Securities Limited, Asit C Mehta Investments Intermediates Limited, Axis Capital Limited, Centrum Broking Limited, Edelweiss Broking Limited, Edelweiss Securities Limited, ICICI Securities Limited, IDBI Capital Markets and Securities Limited, Keynote Capitals Limited, Kotak Securities Limited, MPSE Securities Limited, Prabhudas Lilladher Pvt. Limited, Religare Securities Limited, RR Equity Brokers Private Limited, Sharekhani Limited, SMC Global Securities Limited, Swastika Investmart Limited, Anand Rathi Share & Stock Broker, HDFC Securities Limited, India Infoline Limited, LKP Securities Limited, Motilal Oswal Securities Limited, SBICAP Securities, JM Financial Services Limited, Almondz Securities Limited, Ajmit Jasani Financial Services Pvt. Limited, Centrum Capital, Eurekha Stock & Share Broking Securities Limited, Nirmal Bang Securities Pvt. Limited, Pravin Rathial Share & Stock Brokers Limited, Sushil Financial Services Limited.

**Applications Supported by Blocked Amount (ASBA):** All the investors, except Anchor Investors, have to compulsorily apply through ASBA only. For details on the ASBA process, please refer to the details given in the ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" on the page 435 of the RHP. ASBA bid-cum application forms can also be downloaded from the websites of BSE and NSE. ASBA form can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in. ASBA Form can be obtained from Members of the Syndicate, SCSBs, Registered Brokers, RTAs and CDPs, the list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

**Escrow Collection Bank, Refund Bank and Public Offer Account Bank:** ICICI Bank Limited

**Monitoring Agency:** HDFC Bank Limited

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

**Date:** September 14, 2017  
**Place:** Indore

Prataap Snacks Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the RHP with the RoC. The RHP will be available on the websites of SEBI, BSE, NSE at www.sebi.gov.in, www.bseindia.com, www.nseindia.com, respectively and is available on the websites of the GCBLRMs at www.edelweissfin.com and www.jmfi.com, respectively and is available on the website of the BRLM at www.sparkcapital.in. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, refer to the Section titled "Risk Factors" on page 18 of the RHP. Potential investors should not rely on the DRHP filed with the SEBI for making any investment decision.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended ("U.S. Securities Act"), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such offers and sales occur. There will be no public offering in the United States.

For PRATAAP SNACKS LIMITED  
On behalf of Board of Directors  
Sd/-  
Company Secretary and Compliance Officer