



Date: February 3, 2025

To,

The Manager Listing Department BSE Limited P.J. Towers, Dalal Street, Mumbai – 400001 Scrip Code: 543283	The Manager Listing & Compliance Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai – 400051 Scrip Symbol: BARBEQUE
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Dear Sirs,

Subject: Intimation of execution of Share Subscription Agreement and Shareholders' Agreement to acquire Equity Shares of Willow Gourmet Private Limited by the Company

Pursuant to the provisions of Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Share Subscription Agreement and Shareholders' Agreement are executed to acquire upto 51% of equity share capital of Willow Gourmet Private Limited (hereinafter "WGPL") by the Company. Consequent to the completion of the aforesaid acquisition, WGPL will become a subsidiary of the Company.

Further, the details as required under Section V-A of Chapter V of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 with respect to acquisition of equity shares of WGPL and execution of Share Subscription Agreement; and Shareholders' Agreement, are enclosed to this letter as **Annexure-1** and **Annexure 2**, respectively.

This is for your information and record.

Thanking you.

Yours faithfully,

For Barbeque-Nation Hospitality Limited

Nagamani C Y
Company Secretary & Compliance Officer
M. No.: A27475

Encl.: As above



Annexure-1

(Details with respect to acquisition of equity shares of Willow Gourmet Private Limited and execution of Share Subscription Agreement)

Sl. No.	Particulars	Disclosures	
1	Name of the target entity, details in brief such as size, turnover etc.	Name of Target Company	Willow Gourmet Private Limited (WGPL)
		Authorized capital	Rs.10,00,000/-
		Paid-up capital	Rs.1,00,000/-
		Turnover for the FY 2023-24	Not Applicable (WGPL is incorporated on January 22, 2025) pursuant to transfer of business from sole proprietorship.
Net worth at March 31, 2024			
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	None of the Promoters or Members of the Promoters Group or Directors of the Company are interested, financially or otherwise, in WGPL or in the proposed transaction. The proposed acquisition is done at arm's length.	
3	Industry to which the entity being acquired belongs	Food and Beverages	
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	WGPL will strengthen the Company's delivery portfolio and add another line of growth. The brand has attractive unit economics and significant opportunity to scale.	
5	Brief details of any governmental or regulatory approvals required for the acquisition	None	
6	Indicative time period for completion of the acquisition	April 30, 2025	
7	Nature of consideration whether cash consideration or share swap and details of the same	Cash consideration	
8	Cost of acquisition or the price at which the shares are acquired	Rs.17,00,00,000/- (Rupees Seventeen Crores) will be invested to acquire upto 51% of equity share capital.	
9	Percentage of shareholding / control acquired and/ or number of shares acquired	The Company will acquire upto 51% of equity share capital.	
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3-year turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p><u>Background of WGPL:</u> WGPL is incorporated on January 22, 2025 as a private limited Company in India and it is founded by Mrs. Cyndia Ann Thomas and Mr. Patros Kuruvilla.</p> <p>The business was run as a sole proprietorship and is transferred to WGPL pursuant to a business transfer agreement. WGPL operates an ice-cream brand 'Omm Nom Nomm' through the delivery channel.</p>	



Annexure-2

(Details with respect to execution of Shareholders' Agreement)

Sl. No.	Particulars	Disclosures	
1	Name(s) of parties with whom the agreement is entered	<p><u>Target:</u></p> <ul style="list-style-type: none"> ➤ Willow Gourmet Private Limited (WGPL) <p><u>Promoters of Target:</u></p> <ul style="list-style-type: none"> ➤ Mr. Patros Kuruvilla; and ➤ Ms. Cyndia Ann Thomas. <p><u>Investor:</u></p> <ul style="list-style-type: none"> ➤ Barbeque-Nation Hospitality Limited 	
2	Purpose of entering into the agreement	Execution of Shareholders' Agreement to acquire upto 51% of equity share capital of WGPL.	
3	Shareholding, if any, in the entity with whom the agreement is executed	Currently the Company do not hold any equity share in WGPL	
4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	Significant terms of the agreement, <i>inter-alia</i> , includes the following: <ul style="list-style-type: none"> i) Company has the right to appoint directors on the Board proportionate to its shareholding; and ii) The provisions with respect to transfer of shares, Right of First Offer (ROFO), Tag-along and Drag-along right. 	
5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No	
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	None of the Promoters or Members of the Promoters Group or Directors of the Company are interested, financially or otherwise, in WGPL or in the proposed transaction.	
7	In case of issuance of shares to the parties, details of issue price, class of shares issued	The cost of acquisition of equity shares of WGPL is Rs.17,00,00,000/- (Rupees Seventeen Crores only)	
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Appointment of Nominee Director	Mr. Kayum Razak Dhanani; and Mr. Rahul Agrawal
		Potential conflict of interest arising out of this agreement	None
9	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s)	Not Applicable	