



Date: February 24, 2025

To,

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

Subject: Postal Ballot Notice – Barbeque-Nation Hospitality Limited (the “Company”)

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter “SEBI (LODR) Regulations”), we hereby enclose the copy of Postal Ballot Notice (“Notice”), dated February 3, 2025, along with Explanatory Statement to seek approval of Members/Shareholders of the Company for the following Special Business through Postal Ballot by remote e-Voting Process:

Particulars of the Business	Type of Resolution
Re-appointment of Mr. Kayum Razak Dhanani (DIN: 00987597) as Managing Director of the Company.	Ordinary Resolution

In compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the applicable Circulars issued by the Ministry of Corporate Affairs (“MCA”), Regulation 44 of the SEBI (LODR) Regulations and other applicable laws, the Company is sending this Notice only in electronic form to all those shareholders whose names appear in the register of members/list of beneficial owners as on Friday, February 21, 2025 i.e. the cut-off date and whose e-mail addresses are registered with the Company/Depositories/ Depository Participants. Accordingly, physical copies of the Notice, along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members will take place only through the remote e-Voting system.

The Company has provided an e-Voting facility to the Members to cast their votes electronically. For this purpose, the Company has appointed Central Depository Services (India) Limited (hereinafter “CDSL”) to provide e-voting facility to the Members. The instructions for e-Voting are appended to the Notice. The Notice is also available on the Company’s website at www.barbequenation.com.

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BARBEQUE-NATION HOSPITALITY LIMITED

Registered & Corporate Office: “Saket Callipolis”, Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035, Karnataka, India. T: +91 80 69134900,

E-mail: corporate@barbequenation.com, **CIN:** L55101KA2006PLC073031; www.barbequenation.com



The Members exercising their vote are requested to read the instructions carefully as indicated in the Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, February 21, 2025
Commencement of e-Voting	From 09:00 AM (IST) on Tuesday, February 25, 2025
End of e-Voting	Up to 05:00 PM (IST) on Wednesday, March 26, 2025

The e-voting facility will be disabled by CDSL immediately thereafter.

The results of the postal ballot will be announced on or before March 28, 2025.

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



Barbeque-Nation Hospitality Limited

CIN: L55101KA2006PLC073031

Registered & Corporate Office: "Saket Callipolis", Unit No. 601 & 602, 6th Floor,
Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru - 560035, Karnataka, India

Telephone: +91 80 69134900

E-mail: compliance@barbequenation.com; **Website:** www.barbequenation.com

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholders,

Notice is hereby given to the Shareholders/Members of Barbeque-Nation Hospitality Limited (the "Company") in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (collectively referred to as the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting general meetings/transacting items through Postal Ballot by e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, including the latest one, 09/2024 dated September 19, 2024, and any other applicable laws, rules, regulations, circulars and notifications issued by statutory/regulatory authorities (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the following Special Business through Postal Ballot by remote e-Voting process ("e-Voting"):

Particulars of the Business	Type of Resolution
Re-appointment of Mr. Kayum Razak Dhanani (DIN: 00987597) as Managing Director of the Company.	Ordinary Resolution

An Explanatory Statement, as required under Section 102 of the Act, pertaining to the aforementioned Special Business, setting out the material facts and reasons thereof, is appended along with this Postal Ballot Notice ("Notice").

In compliance with Regulation 44 of the SEBI (LODR) Regulations, the applicable provisions of the Act and the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories/Depository Participants. Accordingly, physical copies of the Notice, along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members will take place only through the remote e-Voting system.

The Company has provided an e-Voting facility to the Members to cast their votes electronically. For this purpose, the Company has appointed Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to the Members. The instructions for e-Voting are appended to this Notice. The Notice is also available on the Company’s website at www.barbequenation.com.

The Members exercising their vote are requested to read the instructions carefully as indicated in the Notice, and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting facility will be available during the following period:

Commencement of e-Voting	From 09:00 AM (IST) on Tuesday, February 25, 2025
End of e-Voting	Up to 05:00 PM (IST) on Wednesday, March 26, 2025
Cut-off date for eligibility to vote	Friday, February 21, 2025

The e-voting facility will be disabled by CDSL immediately thereafter.

Board of Directors of the Company has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary (C.P. No.:11004; Membership No.: FCS 8860) as the Scrutinizer to conduct the Postal Ballot e-Voting process in a fair and transparent manner.

The Scrutinizer shall, after end of e-Voting period, scrutinize the votes cast through e-Voting, prepare a Scrutinizer’s Report and submit the same to the Chairman or to a person authorized by the Chairman in writing, who shall countersign the same. The postal ballot results shall be declared within 2 (two) working days after the end of e-Voting period. The postal ballot results, along with the Scrutinizer’s Report, will be submitted to the Stock Exchanges, where shares of the Company are listed i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on or before March 28, 2025, and will be published on the Company’s website at www.barbequenation.com.

The proposed resolution, if approved and passed by the Members with the requisite majority, shall be deemed to have been passed on the last date of e-Voting, i.e. Wednesday, March 26, 2025.

SPECIAL BUSINESS

Re-appointment of Mr. Kayum Razak Dhanani (DIN: 00987597) as Managing Director of the Company:

To consider and, if deemed appropriate, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(54), 196 and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (collectively referred to as the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable

provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and any other applicable laws, rules, regulations, circulars and notifications issued by any statutory/regulatory authorities (including any statutory modifications or re-enactments thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their Meeting held on February 3, 2025, the consent of the Members be and is hereby accorded to re-appoint Mr. Kayum Razak Dhanani (DIN: 00987597) as Managing Director of the Company for a period of 5 (five) years with effect from March 4, 2025 to March 3, 2030, with nil remuneration and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, and to intimate the Stock Exchanges or any other authorities as considered necessary, and to do all such acts, deeds, things and matters with respect to the above, and to settle any questions, difficulties and doubts that may arise in this regard, and sign, execute and deliver such deeds, writings, undertakings or documents as considered necessary and expedient to give effect to the foregoing resolution.

RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director or Key Managerial Personnel of the Company and may be forwarded to the concerned persons/authorities, as considered necessary.”

Registered & Corporate Office:

“Saket Callipolis”, Unit No. 601 & 602,
6th Floor, Doddakannalli Village,
Varthur Hobli, Sarjapur Road,
Bengaluru – 560035
Karnataka, India

Place: Bengaluru

Date: February 3, 2025

By order of the Board
For **Barbeque-Nation Hospitality Limited**

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

Notes:

1. The Explanatory Statement, pursuant to Sections 102 and 110 of the Act, and Regulation 17(11) of the SEBI (LODR) Regulations, setting out material facts pertaining to the special business of the Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent only through electronic mode to all those shareholders whose names appear in the register of members/list of beneficial owners as on the cut-off date i.e. Friday, February 21, 2025 and whose email addresses are registered with the Company / Depository / Depository Participants / Registrar and Transfer Agent of the Company i.e. MUFG Intime India Private Limited (“RTA” or “MUFG Intime”).
3. Notice will also be made available on the Company’s website at www.barbequenation.com, websites of the Stock Exchanges where shares of the Company are listed i.e. BSE Limited at www.bseindia.com, and National Stock Exchange of India Limited at www.nseindia.com and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.
4. In compliance with the provisions of Sections 110 and 108 of the Act read with rules made thereunder, Regulation 44 of the SEBI (LODR) Regulations, as amended, and MCA Circulars, the Shareholders are provided with the facility to cast their vote electronically, through the e-Voting facility on the resolution set forth in this Notice. The facility of casting e-Voting will be provided by CDSL.
5. As per the MCA Circulars and Regulation 44 of the SEBI (LODR) Regulations, physical copies of the Notice, Postal Ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent only through e-Voting.
6. The voting rights of shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Only those persons whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, shall be entitled to vote through remote e-Voting. Any person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
7. Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members/Institutional investors may be appointed for the purpose of voting through remote e-Voting. They are required to send a scanned copy (PDF/JPG Format) of its Board Resolution/Authorization Letter etc., authorizing its representative to cast vote. The said Resolution/Authorization Letter should be sent electronically through their registered email address to the Scrutinizer at parameshwar@vjkt.in with a copy marked to the Company Secretary at compliance@barbequenation.com.
8. In case of joint holders, only such joint holder whose name appears first in the order of names will be entitled to vote.

9. Document(s) referred to in the explanatory statement, if any, may be inspected electronically on all working days without any fee from the date of circulation of this Notice until the last date for casting votes through e-Voting by writing an email to the Company Secretary at compliance@barbequenation.com.

Instructions to Shareholders for e-Voting:

1. The e-Voting facility will be available during the following period:

Commencement of e-Voting	From 09:00 AM (IST) on Tuesday, February 25, 2025
End of e-Voting	Up to 05:00 PM (IST) on Wednesday, March 26, 2025

During aforementioned period, the Shareholders holding shares of the Company in dematerialized form, as on the cut-off date i.e. Friday, February 21, 2025, may cast their vote electronically. The e-voting facility will be disabled by CDSL immediately thereafter.

2. During the e-Voting period, the shareholders can login to the CDSL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by the Shareholders, whether partially or otherwise, such Shareholders shall not be allowed to modify it subsequently or cast the vote again.

Step 1:

e-Voting access through Depositories' (CDSL/NSDL) e-Voting system in case of Individual Shareholders holding Shares in Demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 email Id in their Demat accounts in order to access e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat form with CDSL	<p>i. 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 URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select My Easi New (Token).</p> <p>ii. After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting Service Provider for casting vote during the e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/</p>

Type of Shareholders	Login Method
	<p>BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration.</p> <p>iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number (BOID) and PAN from the e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile No. & Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat form with NSDL	<p>i. If the Shareholders are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL at https://eservices.nSDL.com either on a Computer or on a mobile phone. 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 and Shareholder has to enter his User ID and Password. After successful authentication, click on "Access to e-Voting" under e-Voting services and Shareholder will be able to see e-Voting page. Click on the Company name or e-Voting service provider name i.e. CDSL, in this case, and you will be re-directed to CDSL e-Voting website for casting vote during the e-Voting period.</p> <p>ii. If Shareholders are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS" or click on https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-Voting website of NSDL at https://www.evoting.nSDL.com/ either on a Computer or on a mobile phone. 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 16 digit demat account number (DP ID: 8 character & Client ID: 8 digits) held 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 i.e. CDSL and you will be redirected to CDSL e-Voting website for casting vote during the e-Voting period.</p>
Individual Shareholders (holding securities in demat form)	The Shareholder can also login, using the login credentials of their demat account, through Depository Participant registered with NSDL/CDSL for e-Voting facility.

Type of Shareholders	Login Method
login through their Depository Participants	After Successful login, Shareholder will be able to see e-Voting option. Once the Shareholder click on e-Voting option, the Shareholder will be redirected to Depository site (NSDL/CDSL) after successful authentication, Shareholder can see e-Voting feature. Click on Company name or e-Voting Service Provider name i.e. CDSL, in this case, and Shareholder will be redirected to e-Voting Service Provider website for casting vote during the e-Voting period.

Important Note: Shareholder/Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website, as applicable.

Helpdesk for Individual Shareholders, holding securities in Demat form, 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 CDSL	Members facing any technical issues relating to login, can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no. 1800-21-09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issues relating login, can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 022 - 4886 7000 and 022-2499-7000.

Step 2:

e-Voting access through CDSL e-Voting system in case of Non-Individual Shareholders holding Shares in Demat form:

- i) The shareholders should login to the e-Voting portal of CDSL at www.evotingindia.com.
- ii) Click on “Shareholders” module.
- iii) Now enter User ID
 - a) For CDSL: 16 digits beneficiary ID (BO ID);
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- iv) Next enter the image verification as displayed and click on login.
- v) If Shareholder holding Shares in Demat form and had logged on to <https://www.evotingindia.com> and voted earlier on e-voting of any company, then existing user id & password has to be used.

vi) If Shareholder is a first-time user, follow the steps given below:

PAN	<ul style="list-style-type: none"> ➤ Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). ➤ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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<p>Bank Account Details OR Date of Birth (DOB)</p>	<ul style="list-style-type: none"> ➤ Enter the Bank account number linked with the Demat account for receiving the Dividend or Date of Birth (in DD/MM/YYYY format) as recorded in Demat account or in the company records in order to login. ➤ 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 as mentioned in instruction (iii) above.
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vii) After entering these details appropriately, click on “SUBMIT” tab.

Additional facility for Non-Individual Shareholders & Custodians (for remote e-Voting only):

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) 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.
- (iv) The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping..
- (v) 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, be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) Alternatively, the Non-Individual shareholders can send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at parameshwar@vjkt.in and to the Company at compliance@barbequenation.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verifying the same by scrutiniser.

Step 3:

Casting Vote electronically on CDSL e-Voting system:

- (i) 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 can also be used by the Demat holders for casting their vote on the resolutions of any other Company in which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share password with any other person and take utmost care to keep your password confidential.
- (ii) Click on the EVSN for the Company Name <Barbeque-Nation Hospitality Limited> on which Shareholder choose to vote.
- (iii) On the voting page, Shareholder 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/agree to the Resolution and option NO implies that you dissent/disagree to the Resolution.

- (iv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (v) 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.
- (vi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify/cancel your vote.
- (vii) Shareholder can also take a print of the votes cast by clicking on “Click here to print” option on the e-Voting page.
- (viii) 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.

3. Process for those Shareholders whose Email id/Mobile No. is not registered with the Company/Depositories:

Shareholders holding shares in Demat form shall contact their respective Depository Participant (DP) for updating their email id and Mobile No.

- 4. If Shareholders have any queries or issues regarding e-Voting on the CDSL e-Voting System, they can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800-21-09911.
- 5. All grievances connected with the e-Voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013, Maharashtra, India, or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800-21-09911.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and the Rules made thereunder)

The following statement sets out all material facts relating to the Special Business as mentioned in the accompanying Notice and shall form part of the Notice.

Re-appointment of Mr. Kayum Razak Dhanani (DIN: 00987597) as Managing Director of the Company:

Mr. Kayum Razak Dhanani is one of the Promoters of the Company. He has been a Director of the Company since November 30, 2012 and Managing Director since March 2013. He was re-appointed as Managing Director of the Company for a period of 3 years effective from March 4, 2022 and his term of appointment as Managing Director of the Company will end on March 3, 2025.

Based on the recommendations of Nomination and Remuneration Committee (NRC) and subject to approval of the Shareholders, the Board of Directors (the "Board") in their meeting held on February 3, 2025, have approved the re-appointment of Mr. Kayum Razak Dhanani as Managing Director of the Company for a period of 5 years from March 4, 2025 to March 3, 2030 with nil remuneration.

Further, pursuant to the provisions of the Companies Act, 2013 (the Act) and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations), the listed entity shall ensure that the approval of shareholders for appointment/re-appointment of a person on the Board is obtained at the next general meeting or within a time period of 3 (three) months from the date of appointment/re-appointment, whichever is earlier. Accordingly, the Board hereby seeks the approval of Shareholders for re-appointment of Mr. Kayum Razak Dhanani as the Managing Director for another term of 5 years.

Mr. Kayum Razak Dhanani is eligible for re-appointment as the Managing Director. The Company has received necessary statutory disclosures/declarations/information/confirmation from Mr. Kayum Razak Dhanani, including (i) Consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 stating that he is not disqualified under Section 164 of the Act; and (iii) Notice of interest in Form MBP-1, pursuant to Section 184 of the Act.

Mr. Kayum Razak Dhanani has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such regulatory authority(ies) and he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and Schedule V of the Act.

The brief profile, expertise in specific functional areas, and other additional information/disclosures, as required under Regulation 36 of the SEBI (LODR) Regulations and the Secretarial Standard on General Meeting (SS-2), of Mr. Kayum Razak Dhanani are disclosed below:

Brief profile of Mr. Kayum Razak Dhanani:

Mr. Kayum Razak Dhanani is one of the Promoters of the Company. He has been a Director of the Company since November 30, 2012 and Managing Director since March 2013. He has been instrumental in the growth of the Company since then. During his tenure as Managing Director since 2013, the revenue of the Company has grown from Rs.184 crores in FY2013 to Rs.1,045 crores in FY 2024. He has been involved in various milestones of the Company such as business expansion in India and overseas, fund raising – Private Equity Investments and Initial Public Offer (IPO), and strategic investment to drive new growth levers.

Other Disclosures:

Name of the Director	Mr. Kayum Razak Dhanani								
Director Identification Number (DIN)	00987597								
Age	52 years								
Date of first Appointment to the Board of the Company	November 30, 2012								
Qualifications	Diploma in sole making from the Central Leather Research Institute, Chennai								
Expertise in specific functional areas	Accounts & Finance, Marketing and Strategy, Information Technology, Human Resources Management, Risk Management, Business Management								
No. of Shares held in the Company, including shareholding as a Beneficial Owner	86,113 equity shares representing 0.22% of the paid-up share capital of the Company.								
Inter-se relationships between the other Directors and Key Managerial Personnel of the Company	<ul style="list-style-type: none"> ➤ Mr. Raof Razak Dhanani, Non-Executive Director, is brother of Mr. Kayum Razak Dhanani; ➤ Mrs. Suchitra Dhanani, Non-Executive Director, is the sister-in-law of Mr. Kayum Dhanani and Mr. Raof Dhanani; and ➤ Mr. Azhar Yusuf Dhanani, Non-Executive Director, is a nephew of Mr. Kayum Dhanani and Mr. Raof Dhanani. <p><i>Except as disclosed above, none of the Directors are related to each other.</i></p>								
Terms and Conditions of appointment	Appointment as Managing Director of the Company for a period of 5 years commencing from March 4, 2025 to March 3, 2030, with nil remuneration.								
Directorships held in Board of other Companies as on the date of this Postal Ballot Notice	<table border="1"> <thead> <tr> <th>Name of the Company/ LLP</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Samar Lifestyle Private Limited</td> <td>Director</td> </tr> <tr> <td>Iconium Leather Works Private Limited</td> <td>Director</td> </tr> <tr> <td>Sara Suole Private Limited</td> <td>Managing Director</td> </tr> </tbody> </table>	Name of the Company/ LLP	Designation	Samar Lifestyle Private Limited	Director	Iconium Leather Works Private Limited	Director	Sara Suole Private Limited	Managing Director
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	<table border="1"> <tr> <td>Ruosh Retail Private Limited</td> <td>Director</td> </tr> <tr> <td>Red Apple Kitchen Consultancy Private Limited</td> <td>Director</td> </tr> <tr> <td>Sayaji Housekeeping Services Limited</td> <td>Director</td> </tr> <tr> <td>Blue Planet Foods Private Limited</td> <td>Director</td> </tr> </table>	Ruosh Retail Private Limited	Director	Red Apple Kitchen Consultancy Private Limited	Director	Sayaji Housekeeping Services Limited	Director	Blue Planet Foods Private Limited	Director
Ruosh Retail Private Limited	Director								
Red Apple Kitchen Consultancy Private Limited	Director								
Sayaji Housekeeping Services Limited	Director								
Blue Planet Foods Private Limited	Director								
Position held in Board Committees of other Companies as on the date of this Postal Ballot Notice	None*								
Names of Listed Entities from which he has resigned in the past 3 years	None								
Details of Remuneration sought to be paid	The Company is not paying any remuneration, including the sitting fees.								
Last drawn Remuneration	Not Applicable								
Number of Board Meetings attended in FY 2024-25	<table border="1"> <thead> <tr> <th>No. of Board Meetings Held</th> <th>No. of Board Meetings Attended</th> </tr> </thead> <tbody> <tr> <td>4</td> <td>4</td> </tr> </tbody> </table>	No. of Board Meetings Held	No. of Board Meetings Attended	4	4				
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4	4								

**Reckoned only the memberships/chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of Indian public companies (Regulation 26(1)(b) of the SEBI (LODR) Regulations).*

Pursuant to the provisions of Section 190 of the Act, the resolution including the explanatory statement in relation to re-appointment of Mr. Kayum Razak Dhanani, may be treated as a written memorandum setting out the terms of his re-appointment as Managing Director.

Mr. Kayum Razak Dhanani has diverse and wide knowledge in the Food and Restaurant industry and he played a key role in the successful completion of Initial Public Offer and listing of equity shares of the Company on the Stock Exchanges.

In the opinion of the Board, Mr. Kayum Razak Dhanani is a person of integrity and possess relevant expertise and experience, and fulfils the conditions specified under the Act and the Rules made thereunder and the SEBI (LODR) Regulations for his re-appointment as Managing Director of the Company.

Considering the recommendation of Nomination and Remuneration Committee and evaluating the skills, integrity, knowledge, expertise and past experience of Mr. Kayum Razak Dhanani, the Board hereby recommend the re-appointment of Mr. Kayum Razak Dhanani as the Managing Director of the Company for a period of 5 years commencing from March 4, 2025 to March 3, 2030 with nil remuneration, for approval of the Members/Shareholders by way of an Ordinary Resolution.

Except Mr. Raof Razak Dhanani, Mrs. Suchitra Dhanani, Mr. Azhar Yusuf Dhanani, being relatives, and Mr. Kayum Razak Dhanani himself, none of the other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their shareholding in the Company, are concerned or interested, financially or otherwise, in the Special Business as set out in the Notice.

Registered & Corporate Office:

“Saket Callipolis”, Unit No. 601 & 602,
6th Floor, Doddakannalli Village,
Varthur Hobli, Sarjapur Road,
Bengaluru – 560035
Karnataka, India

Place: Bengaluru

Date: February 3, 2025

By order of the Board
For **Barbeque-Nation Hospitality Limited**

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