



Date: August 12, 2022

To

The Manager, Listing Department <b>BSE Limited</b> P.J. Towers, Dalal Street, Mumbai – 400 001  <b>Scrip Code: 543283</b>	The Manager, Listing & Compliance Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra, Kurla Complex, Bandra East, Mumbai – 400051  <b>Scrip Symbol: BARBEQUE</b>
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Dear Sir/Madam,

**Subject: Annual Report of Barbeque-Nation Hospitality Limited (the “Company”) for the financial year 2021-22**

Pursuant to provisions of Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report of Barbeque-Nation Hospitality Limited (the “Company”) for the financial year 2021-22 along with Notice of 16<sup>th</sup> Annual General Meeting of Shareholders of the Company to be held on Tuesday, September 6, 2022 at 11:00 AM (IST) through Video Conference or Other Audio Visual Means (“VC/OAVM”), which will be circulated to the Shareholders by email.

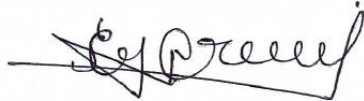

The Annual Report for the financial year 2021-22 and Notice of 16<sup>th</sup> AGM will also be made available on the Company's website at [www.barbequenation.com](http://www.barbequenation.com).

This is for your information and records.

Thanking you,

Yours faithfully,

**For Barbeque-Nation Hospitality Limited**

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

**Encl.: As above**

**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 8069134900,  
**E-mail:** [corporate@barbequenation.com](mailto:corporate@barbequenation.com), **CIN:** L55101KA2006PLC073031 **www.barbequenation.com**



# Take-off!

RECOVERY | RESILIENCE | RESURGENCE



ANNUAL REPORT 2021-22

BARBEQUE-NATION HOSPITALITY LIMITED

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Barbeque Nation delivered an exhilarating performance in the fiscal year 2021-22, advancing on its strategic transformation plan to evolve into a foodservices Company. Some of the key highlights of the year comprise:

- Robust growth in the core dine-in business, with a laser sharp focus on major network expansion in India- 23 new restaurants opened during the year with a refreshed and vibrant look and feel
- Continued scale-up of the food delivery business, with 'Barbeque-in-a-Box' emerging as a well-accepted off-premise dining option
- Successful turnaround of the international business with considerably higher revenue per store and margins
- Sound performance at Toscano that benefitted from demand for experiential casual dining in Italian cuisine

# 185

TOTAL CONSOLIDATED  
BARBEQUE NATION  
RESTAURANTS BASE  
12.8% YOY GROWTH

## 23

NEW BARBEQUE  
NATION RESTAURANTS  
LAUNCHED

## 4.2 mn

BARBEQUE NATION APP  
DOWNLOADS

## 4.5/5

APP RATING ON AN  
INTERNET APP STORE

## Rs. 8,606 mn

REVENUE FROM  
OPERATIONS

69.7% YOY GROWTH

## Rs. 1,980 mn

REVENUE FROM  
DELIVERY BUSINESS

## 157%

GROWTH IN DELIVERY  
BUSINESS

## 23%

SHARE OF DELIVERY  
BUSINESS

## Rs. 5,558 mn

GROSS PROFIT

69.0% YOY GROWTH

## 64.6%

GROSS PROFIT MARGIN

## Rs. 1,600 mn

EBITDA

73.1% YOY GROWTH

## 18.6%

EBITDA MARGIN

37 BPS YOY GROWTH

## 25.0%

SHARE OF BUSINESS  
FROM OWN DIGITAL  
CHANNELS



# Business Overview



With an expansive network and strong brand recognition, the Company's restaurants continue to be a staple in most metro and tier-1 and 2 cities.

## OUR BRANDS



Barbeque Nation is among India's largest homegrown casual dining restaurant chain with a live-on-the-grill specialty that is much loved by patrons. Barbeque Nation offers high-quality food choices to customers in a light-hearted environment that represents its key value proposition.



UBQ by Barbeque Nation caters to the delivery segment. UBQ played a major role in the conceptualisation of Barbeque-in-a-Box, Barbeque Nation's acclaimed buffet service delivered in a box for off-premise consumption.



Toscano is a casual dining restaurant chain specialising in Italian cuisine. The restaurant offers an intimate, yet vibrant atmosphere for patrons to savour the best of fusion and traditional Italian cuisine across multi-course meals. Toscano also operates 2 multi-cuisine Collage restaurants within its portfolio.

Our two iconic restaurant brands- Barbeque Nation and Toscano- remain focused on executing our objectives anchored on enhancing the celebration experience of our guests by providing great food with outstanding service in an enjoyable atmosphere.

Founded in 2006, Barbeque Nation owns and operates 185 restaurants in India and 3 countries abroad. The Company pioneered the popular "over the table barbeque" concept, and the nature and quality of its food offerings, ambience and service quality create a one-of-a-kind guest experience. Further, Barbeque Nation also has a growing delivery business, supported by the innovative "Barbeque-in-a-Box" product to cater to the growing at-home consumption. The Company also operates an Italian cuisine restaurant chain under the "Toscano" brand.



**168**  
BARBEQUE NATION  
OUTLETS IN INDIA

**11**  
TOSCANO OUTLETS

**06**  
BARBEQUE NATION  
OUTLETS OVERSEAS

As on 31 March 2022



STRATEGIC INSIGHTS

# Performance report from our Managing Director and CEO



*Dear Shareholders and Stakeholders*

It gives us pleasure to address you through this Annual Report for the fiscal year 2021-22. Though India faced challenges amid the continued impact of the COVID-19 pandemic, the nation witnessed an economic resurgence, with GDP growth projected at 9.2% in FY2021-22, up sharply from 4%

in the previous fiscal year. This was unlike many countries that are still reeling under the impact of the pandemic, and a nation like India with a GDP of about US\$ 3.1 trillion being able to credibly withstand a severe extraneous shock demonstrates its solid foundations.

While the year gone by was a challenging period for our Company and the industry overall, we remained toughened by our resolve to perform against the odds. Our passion for serving others- our guests, our team members and our valued shareholders enabled us to emerge stronger on the other side of the year.

**SERVING OUR GUESTS**

We value the deep trust our guests place in us to provide exceptional dining experiences. We take this seriously and, during the year, we focused on our key priorities to ensure that we were living up to our promise to our guests.

Harnessing our experience of operating in pandemic conditions, we continued to create a safe and welcoming environment in our restaurants, practicing our enhanced safety protocols, adhering to our checklist of best practices, and complying with the restrictions and local requirements that varied by location.

**SERVING OUR EMPLOYEES**

The biggest competitive edge of our Company is the quality of our employees, evidenced by the excellent work they do every day. Our frontline team members and their spirit of service to provide our guests with the best quality experiences makes all the difference at Barbeque Nation.

Over the past year, we strengthened how we serve our team members by investing in their success, providing pathways for career enhancement and growth, and ensuring an inclusive and diverse culture where everyone has the opportunity to earn a productive and respectable livelihood.



“We’re reinforcing our position as a leading foodservices Company with an established dine-in proposition and a growing delivery vertical.”

**Kayum Dhanani**  
MANAGING DIRECTOR



“

We resumed the expansion of our restaurant network in FY2022, launching 23 new outlets during the year that were well-received by our guests. This not only reinforces our well-established consumer proposition, but also speaks of our huge growth potential as a dine-in brand and as a foodservices Company.

**Rahul Agrawal**

CEO AND WHOLETIME DIRECTOR

**185**CONSOLIDATED  
BARBEQUE NATION  
RESTAURANTS BASE

Our agenda is to be financially successful and create growth vectors that help deliver value to our shareholders. We have a clear strategy in place that provides a strong foundation to help us navigate through the uncertainty and remain on the path of sustainable growth.



We are proud to be a largescale employer contributing to generating local jobs in the communities we operate in.

As we continue to grow, we prioritise our inclusion and diversity efforts that lead to innovation of thought, helps fuel our growth as a Company and creates a great place to work for our team members.

**SERVING OUR SHAREHOLDERS**

Our agenda is to be financially successful and create growth vectors that help deliver value to our shareholders. We have a clear strategy in place that provides a strong foundation to help us navigate through the uncertainty and remain on the path of sustainable growth.

Our significant scale of 185 restaurants has enabled us to maintain cost advantages, which has been the primary reason enabling stable operations amid a challenging operating environment. Further, the depth and breadth of our supply chain relationships ensured that we could adjust our product supply without any major interruptions. Further, scale also enables us to absorb inflationary pressures better. While improvement in unit economics will remain a continued goal, we also stay committed to our vision of establishing 300 outlets by fiscal year 2025.

As we begin the new fiscal year, our business model is much stronger than before, thanks to our business transformation work, even as we remain focused on driving profitable sales growth. Our restaurants will continue to deliver great food and outstanding service in a welcoming environment, and we will continue to make the right investments in our business to stay competitive.

**PERFORMANCE SCORECARD, FY2021-22**

The year under review was characterised by a lot of uncertainty, especially at the start due to the lethal Delta wave of the virus that forced the government to reimpose lockdown restrictions. This impacted the economy in the first two quarters of the year. However, the third quarter witnessed massive recovery with the easing of restrictions. Yet, the fourth quarter was again impacted, though partially, on account of the Omicron wave.

A few broad macro trends visible in our operating environment included release of pent-up demand that had built up during the lockdown and mobility restriction stage, and increased appetite amongst consumers to re-experience dining-out. Furthermore, dining-in and growing frequency of food ordering at home also seems like a structural trend, it being a major entertainment and home enjoyment option.

Our performance in fiscal year 2022 mirror these broader trends.

- Revenue from operations grew by 69.7% to ₹ 8,606 mn
- Delivery revenue expanded by 157% to ₹ 1,980 mn, contributing to 23.0% of our overall revenues, up from 15.2% in the previous year
- Gross profit improved to ₹ 5,558 mn, up from ₹ 3,288 mn in the previous year; gross profit margin was stable at 64.6%
- EBITDA increased by 73.1% to ₹ 1,600 mn
- SSSG improved to 64.7%, up from (44.3)% in the previous fiscal year
- Revenue generated through own digital assets, including the app and website, stood at 25.0% for the year
- Net losses sharply reduced from ₹ (919) mn in FY2021 to ₹ (252) mn in FY2022

With our laser sharp focus on our business, we believe the Company is now well-poised to take-off. This take-off is being led by the following vectors that serve as the key building blocks to power our growth agenda:

- Strengthening and accelerating growth in the core dine-in business
- Growth in the delivery vertical
- Unlocking the growth potential of Toscano
- Calibrated international expansion

To enable execution of these priorities, we continue to strengthen our core pillars that underline this delivery and to help us grow across the vectors:

- Digital capabilities
- Network expansion capabilities
- Robust supply chain capabilities
- Team capabilities

On behalf of our team, we thank you for your ongoing support over the past year. We value the trust you have placed in us and we will work hard to continue earning it.

*Warm regards,***Kayum Dhanani**  
**Rahul Agrawal**



# Poised to

At Barbeque Nation, we have a laser sharp focus on our business, continuously evolving with the transitions in consumer behaviour, technology and the broader operating environment.

Having covered significant ground in 2021-22 which, incidentally, is our first year as a listed Company, we are well-poised to take-off across multiple growth vectors.

# Take-off!



## STRENGTHENING AND ACCELERATING GROWTH IN THE CORE DINE-IN BUSINESS

Currently, our core brand, Barbeque Nation is quite strong with a network of 174 restaurants with presence in more than 86 cities in India and abroad.

Network expansion is a crucial element of our business. During the year, we have reactivated our restaurant expansion plans and accelerated our core business network expansion by launching 22 new Barbeque Nation restaurants across 16 cities in India, one of the largest annual network expansions in our recent past. This provided a stronger foundation for us to build on as sales trends improved throughout the year.

As part of our agenda to strengthen our core business, we focused on adjusting our cost structure in order to generate

strong cash flows while making the appropriate investments in our business.

Complementing our focus on reimagining guest experience in our restaurants, we introduced key changes in our infrastructure and design, incorporating elements of localisation depending on the restaurant's location. We focused on modernising the interiors to make our spaces more vibrant. Owing to the tech-savvy era, we ensured lively social media-compatible interiors and backgrounds to further elevate guest engagement and ensure they share their experiences with their wider community. Engaging in select restaurant refurbishment during the year, we expect to revamp more restaurants in the current year and beyond.





### GROWTH IN THE DELIVERY VERTICAL

Our focus on innovation amid the pandemic gave a huge impetus to our delivery business. The delivery channel has reported a consistent increase in sales over the years, from ₹ 261 mn in FY2020 to ₹ 770 mn in FY2021 to ₹ 1,980 mn in FY2022 and achieved a strong income growth of 157% during the year under review, with its contribution to total revenues scaling up from 15.2% in 2020-21 to 23.0% in 2021-22.

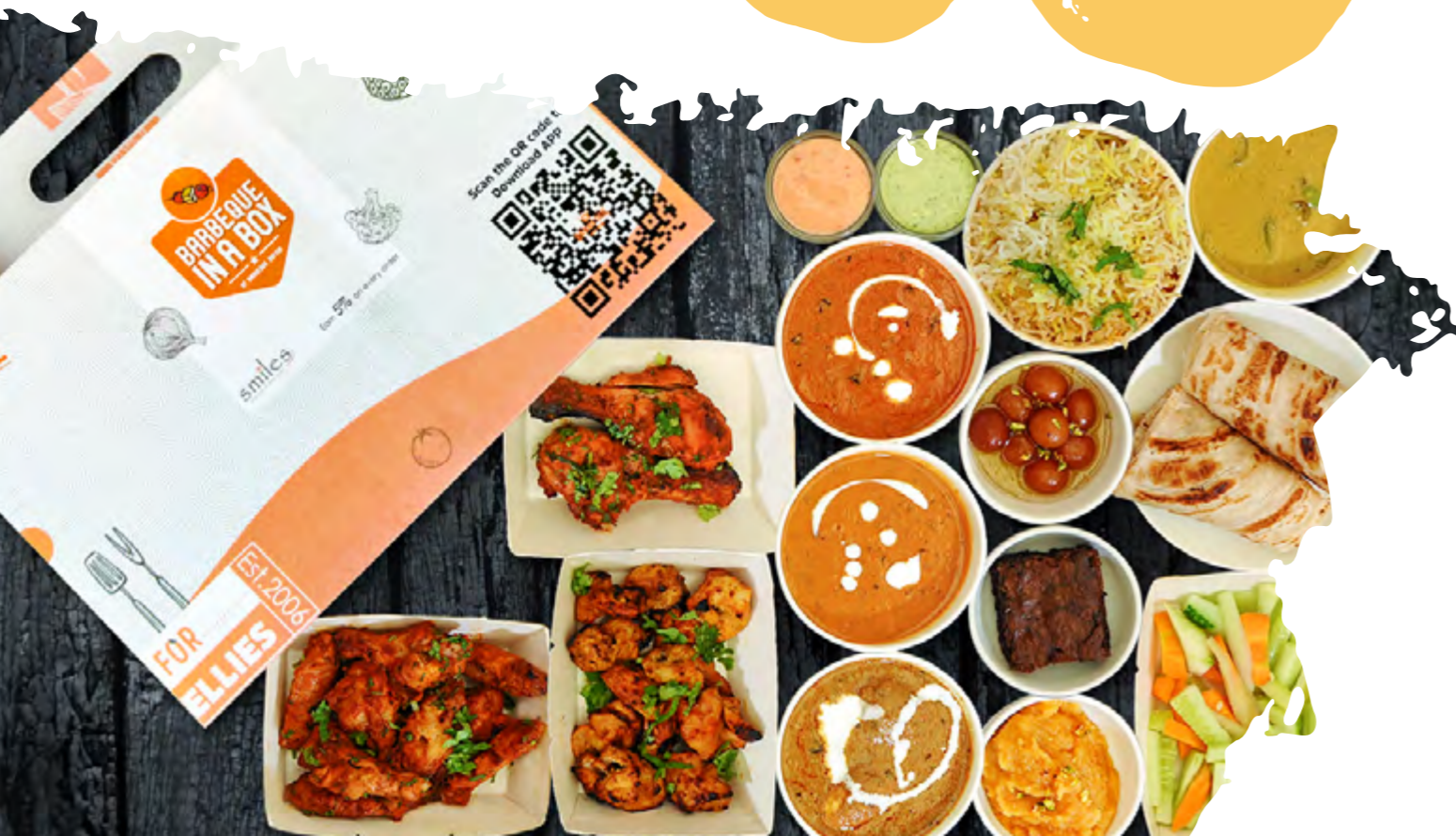
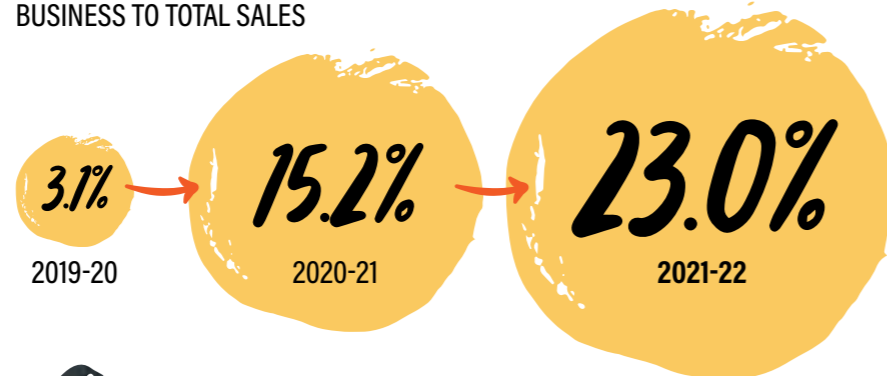
Some of the key facets of our delivery business include:

- Well-recognised Barbeque-in-a-Box concept comprising a compact buffet service affordably priced, enabling replication of the Barbeque Nation dining experience at home or in office
- One of our major success factors comprises maintaining the quality and integrity of our food under the delivery platform.

- 15 cloud kitchen platforms (extension kitchens) established during the year for scaling the delivery business and exploring potential growth opportunities in this model
- Strong capabilities in executing orders from our own digital platforms, including our app
- Strong partnership with all leading delivery platforms/food aggregators, thus widening our delivery business

Going forward, we believe the off-premise food consumption is becoming visible as a structural trend, as demonstrated by the frequency of eating-in despite the ebbing of the pandemic. We believe the delivery vertical is well-set for sustainable growth in the future and to foster this growth, we continue to invest our efforts in creating strong delivery products, multiple distribution platforms and the establishment of extension kitchens and expect the delivery business to contribute about 15-20% of our topline, going forward.

#### CONTRIBUTION OF OUR DELIVERY BUSINESS TO TOTAL SALES



### UNLOCKING THE GROWTH POTENTIAL OF TOSCANO

Our acquisition of a majority stake in Red Apple Kitchen Consultancy Private Limited, the company that operates the chain of Toscano restaurants, has enabled us to diversify our brand, cuisine and customer segment beyond our flagship concept of 'over the table barbeque' and continues to be a growth driver for the Company.

Toscano as a brand, with its presence of 8 restaurants in Bengaluru, has demonstrated the potential of being scaled up in a single city. Toscano's offering has not only been well-accepted by guests in Bengaluru, Chennai and Pune where its restaurants are located, but from patrons visiting from other cities as well. This has made the brand ready for expansion well beyond its traditional market of Bengaluru, and we believe the brand has the potential to expand to other metro and tier 1 cities across the country in the near future.



### CALIBRATED INTERNATIONAL EXPANSION

Considering the success of the Barbeque Nation franchisee in India, it was a natural extension for us to establish a footprint in high-potential markets abroad, especially those with a significant Indian diaspora and a

cosmopolitan population. We currently operate 6 restaurants in international markets; 5 Barbeque Nation restaurants in the GCC and 1 restaurant in Malaysia.

The international business is growing, strongly supported by robust organic growth and generating healthy operating margins. We have also demonstrated success in ensuring compliance in each of the countries we operate in, together with evolving

strong processes that enable superior business management.

Over the last year, we have been able to strengthen and consolidate the operations of each of these restaurants to make them stronger entities standing on their feet in a robust manner. By correcting the fundamentals in these markets, we have got the confidence of having a strong pedestal for the non-India business to take-off in the years to come.







# Our core foundations that propel us to

# Take-off!

At Barbeque Nation, our strong foundations enable accelerated growth that make our business ready for the next sprint of value creation.



## DIGITAL CAPABILITIES

At Barbeque Nation, our digital platforms, including our app and website, continue to be strategic drivers of our growth. Our strong digital platforms gave us a competitive edge during the peaks of the COVID-19 pandemic, as more guests preferred to dine at home, even as in-restaurant dining was prohibited or restricted. Focusing on bolstering the digital experience for our guests, we have made digital ordering convenient, with enhancements to our app and website, such as seamless table reservation, contactless delivery and payments, etc.

The growing confidence of our guests in using our digital platforms is evident in the pick-up we saw in food ordering from our own platforms as well as table reservations done via our app and website. Our app has been downloaded by over 4.2 mn guests till date with an extremely high app rating of 4.5.

Strong technological management has facilitated the seamless superintendence of our large portfolio of restaurants that is spread in over 82 cities and towns across India. Furthermore, modern tech tools also enable us to gauge key trends and take effective management decisions, thus improving unit economics.

Today, from sourcing to customer acquisition and guest management in our outlets, technology plays a significant role in our evolving journey as a foodservices Company.

Our focussed efforts and investments in own digital assets, covering reservation, delivery and loyalty are providing impetus for the business, which resulted in contribution of 25% share of business from our own digital assets in FY2022. We have also witnessed increased adoption of BBQ loyalty program (SMILES) from 11.6% in Q4 FY2021 to 16.7% in Q4 FY2022 and as on March 31, 2022, our average rating of the BBQ app on an internet app store was 4.5 out of 5.0.





## NETWORK EXPANSION CAPABILITIES

Over the last year, we have built strong processes to facilitate rapid network expansion plan. This entailed building team capabilities across the process chain, that is site sourcing, legal diligence, capex sourcing and project execution. With clear segregation of roles and responsibilities, the entire process is managed in-house for efficient and time-bound roll-out of new outlets. Designated committee approves the site proposed after deliberation on catchment, penetration of chained QSRs and CDRs, micro-market indicators, proximity to existing sites and financial viability.

To further bolster the site sourcing capabilities we have leveraged our website reach. All the interest received on our website gets funnelled to a dedicated business development platform for evaluation.

We have standardized our outlet design, material pallet, equipment and fixtures. This has helped us to reduce execution time, perform bulk sourcing and negotiate project contract more favourably. With strong in-house project design and management team there is good control on the end-output and completion timelines.

The capabilities built over last 12 months has helped us to launch 12 new restaurants in Q4 FY2022, the highest

ever in a quarter. Also, we are more sure footed in sustaining our network expansion pace.



## ROBUST SUPPLY CHAIN CAPABILITIES

Business viability is contingent on a strong supply chain.

At Barbeque Nation, we have developed a world-class value chain network that enables significant price, quality and supply protection. Furthermore, a scalable supply chain backbone supports ease of new restaurant opening, thus giving impetus to our outlet expansion plans. Besides, harnessing the power of in-house forecasting tools and best-in-class cold chain infrastructure we are able to craft a sustainable sourcing strategy comprising the right products made available at the right time in the right location and at the right price.

Some of the major advantages of our supply chain include:

- Consistency and predictability in product quality and assured freshness and as per our ingredient sourcing standards
- Uncompromised quality despite volume (bulk) purchase
- Vendors who meet stringent global food standards

- Strong service standards with high levels of reliability

At our Company, we have well-defined vendor engagement strategies that seek to foster a conducive environment that benefits all. Our automated vendor payment management systems have helped to transition the business from a transactional orientation to a relationship-oriented business, where the focus is on parameters critical to guest satisfaction and innovation in offerings, rather than only basic transactions. This way, we have been able to earn the trust of our vendors, some of whom have been supplying to the Company since its inception.



## TEAM CAPABILITIES

At Barbeque Nation, employees are our true asset and brand ambassadors. This importance is reflected in our structured and friendly initiatives and policies that help deliver seamless brand and culture experience, right from the hiring stage to throughout the employee's tenure.

We invest in the personal and professional development of our people, evident in the multiple training and growth programs we have for our employees across all levels and groups. Further, our employees continue to thrive in an inspiring culture, one where they experience workplace camaraderie and engagement through various celebratory initiatives; where they are appreciated for their efforts, performance, contribution; and where they feel a part of the bigger picture and find that their work has meaning while knowing that they and their families are well-supported and cared for.



## COVID ACTION

Though the year 2021-22 was once again a challenging period from the COVID perspective, yet vaccination emerged a saviour. Along with instituting all safety measures for our employees, we also ensured vaccination at the earliest possible. Today, all our employees are fully vaccinated. Further, we also ensured online doctor consultation, testing and even hospitalisation of affected employees and their family members. Through the "Corona Rakshak" initiative, we connected with families of our frontline employees and assured their families about their safety and well-being.



## LEARNING AND DEVELOPMENT

To inculcate the culture of continuous learning and growth in our people, we introduced an online Learning Management System (LMS), with the learning curve of each individual mapped through this platform.

It also includes a structured set of learning activities, with certifications on technical competencies required for different roles. Further, LMS also provides a platform where each individual can have access to e-learning modules in order to grow and enhance their competence levels. We launched courses for everyone, from entry-level employees to outlet leadership through LMS. We also looped in digital learning content development partners to develop video-based training modules so that understanding could be improved amongst frontline employees.

Moreover, our Barbeque Nation Leadership Academy outlines a transparent career growth path, chalking learning and competency requirements for promotions and organisation-supported development processes. Around 1,500 high-potential employees were promoted last year in various roles. The purpose of this academy is to identify potential leaders and transform them to make them ready for future roles.



## DIGITAL TRANSFORMATION

A key priority for HR during the year was to leverage technology for enhancing employee experience by giving them real-time full control of their HR tasks. Thus, we implemented a new HRMS tool that enables employees to take control of their own lifecycle transactions, like leaves, helpdesk queries, payroll-related matters, etc. With advanced tech implementation, employees can also now mark their attendance using geofencing and geo-tagging. Furthermore, all HR processes were transformed to eliminate manual interventions while

enabling mobile-based application. From onboarding to exit (including transfers, career growth, etc.) is now being managed through the new HRMS tool.



## AWARDS AND RECOGNITION

Barbeque Nation is a Great Place to Work-Certified™ organisation. We have created a Great Place to Work for all our employees by excelling in the five dimensions of:

- High-Trust
- High-Performance Culture™
- Credibility
- Respect
- Fairness, Pride and Camaraderie

Recognition from the Great Place to Work Institute is a vindication of our employee-centric culture and robust HR best practices. Some of the other awards bestowed upon us include:

- India's Best Companies to Work for in 2022 – 7<sup>th</sup> rank
- Best Large Workplaces in Asia 2021 - 30<sup>th</sup> rank
- Top 10 in India's Best Workplaces in Retail 2022, only Company from Food Serving Segment to feature in the list

Today, diversifying and building scale with the right management has become foundational for our future growth. Thus, as part of our human capital enrichment process, we are focused on attracting high calibre specialists with diverse professional experience to take the business forward. During the year, we made senior level management appointments, a process that will continue in the future too.





## Profile of our Board of Directors

As guardians of stakeholders' trust, our Board is responsible for strategic stewardship that helps in advancing value creation for all stakeholders. Our Board comprises distinguished members from industry and society who are specialist in their fields and bring a wealth of knowledge, ideas and insights to our table.



1. T Narayanan Unni
2. Kayum Dhanani
3. Rahul Agrawal



4. Raof Dhanani
5. Suchitra Dhanani
6. Devijit Singh



7. Abhay Chaudhari
8. Revathy Ashok
9. Natarajan Ranganathan



### 1. T Narayanan Unni CHAIRMAN, NON-EXECUTIVE DIRECTOR AND INDEPENDENT DIRECTOR

Mr T Narayanan Unni has been a Director of our Company since February 9, 2009. He holds a bachelor's degree in commerce from Vikram University, Ujjain, and a bachelor's degree in law from the University of Indore. He is a member of the Institute of Chartered Accountants of India and has been a practising chartered accountant since July 1, 1975.

### 2. Kayum Dhanani MANAGING DIRECTOR

Mr Kayum Dhanani has been a Director of our Company since November 30, 2012. He holds a diploma in sole-making from the Central Leather Research Institute, Chennai. He has been associated with Sara Suole Private Limited since 2005, which is involved in the business of manufacturing, processing and selling leather goods, including soles, shoes and other leather accessories.

### 3. Rahul Agrawal CEO & WHOLE-TIME DIRECTOR

Mr Rahul Agrawal has been a Director of our Company since December 31, 2020. He holds a bachelor's degree in commerce (hons) from Shri Ram College of Commerce, University of Delhi, and a post graduate diploma in management from the Indian Institute of Management, Bengaluru. Prior to joining our Company, he was associated with Ernst & Young and Beacon BVM Advisors. He was also associated with CX Advisors LLP from October 2009 to July 2017. He joined our Company on July 24, 2017.

### 4. Raof Dhanani NON-EXECUTIVE DIRECTOR

Mr Raof Dhanani has been a Director of our Company since July 1, 2015. Prior to this, he was involved in the fertilisers business,

which he divested in the year 2013. He joined the management of Sayaji Hotels Limited (SHL) in 2013 and is currently involved in managing the operations of SHL.

### 5. Suchitra Dhanani NON-EXECUTIVE DIRECTOR

Ms Suchitra Dhanani holds a bachelor's degree in home science with a major in clothing and textiles from Maharaja Sayajirao University, Baroda, and a master's degree in social work from the same university. She was a Director of our Company from November 2, 2006 until March 28, 2008. Thereafter, she was appointed as a consultant from January 2012 to March 2012, and later as an employee of our Company until March 2013, for interior decorating and housekeeping-related activities. She was subsequently appointed as a Director of our Company on July 1, 2015.

### 6. Devijit Singh NON-EXECUTIVE DIRECTOR

Mr Devijit Singh has been a Director of our Company since December 31, 2020. He holds a bachelor's degree in mathematics (honors) from the University of Delhi, and a master's degree in business administration from the Duke University. He was previously associated with Carlyle Group for over nine years and with Citigroup N.A. and Citigroup Global Markets India. He joined Xponentia Capital Partners in the year 2018 as the Founder and Managing Partner.

### 7. Abhay Chaudhari INDEPENDENT DIRECTOR

Mr Abhay Chaudhuri has been a Director of our Company since February 28, 2017. He holds a master's degree in chemistry from Nagpur University and a diploma in business management from the same university. He is a certified associate of the Indian Institute of Bankers. He joined State Bank of India on October 29, 1979. He was promoted to chief general manager

and was deputed to SBI Capital Markets, Mumbai, from State Bank of India. He held the position of president and chief operating officer of SBI Capital Markets, Mumbai, from October 21, 2013 until January 31, 2016, and was involved with the management, merger and advisory, private equity, equity and debt markets and credit and project advisory during his tenure.

### 8. Revathy Ashok INDEPENDENT DIRECTOR

Ms Revathy Ashok holds a post graduate diploma in management from the Indian Institute of Management - Bengaluru. She is the co-founder of Strategygarage Solutions LLP, a strategy and growth consultancy for start-ups and mid and early stage companies. She is an active angel investor with investments in several start-ups and works closely with her investee companies on strategy, growth and governance. Previously, she has held senior leadership positions in various global corporations, including being the Managing Director of Tishman Speyer and Chief Financial Officer (CFO) of Syntel Inc., a US-based NASDAQ-listed IT services company, being the first woman from India to be the CFO of a NASDAQ-listed company.

### 9. Natarajan Ranganathan\* INDEPENDENT DIRECTOR

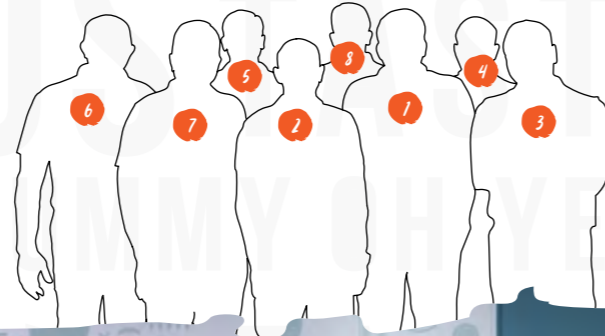
Mr Natarajan Ranganathan has been a Director of our Company since December 31, 2020. He holds a bachelor's degree in commerce from Madras University and is an associate member of the Institute of Cost Accountants of India. He was previously associated with Helion Advisors and is currently a designated partner at Foundation Partners LLP and Schatz Consulting LLP.

*\*Mr Natarajan Ranganathan resigned from the office of Independent Director of the Company with effect from April 16, 2022*



## Our Senior Management Team

Our business is led by a strong senior management team that is committed to realising the potential of Barbeque Nation as one of the largest foodservices Company of India.



### 1. Rahul Agrawal

CEO & WHOLE-TIME DIRECTOR

For Mr Rahul Agarwal's profile please refer to the profile in the Board of Directors.

### 2. Faiz Azim

CHIEF OPERATING OFFICER

Mr Faiz Azim holds a post graduate diploma in management from the Indian Institute of Management, Bengaluru. He has 16 years of diverse experience across consulting, industry, entrepreneurship and e-commerce. He has worked with Myntra, A.T. Kearney, Walmart and Jubilant Retail. He also set up and ran Brown Apron, which was India's first online meat and seafood e-commerce business, and Atom Data Labs, a tech start-up focused on location analytics.

### 3. Gulshan Chawla

CHIEF PEOPLE OFFICER

Mr Gulshan Chawla holds a bachelor's degree in commerce from Shri Ram College of Commerce, University of Delhi, and a master's in business administration from Management Development Institute, Gurgaon, where he specialised in human resource. Prior to joining Barbeque-Nation, he worked for over 7 years in HR at HCL Technologies across India and the US. He also worked at Lava Mobiles as General Manager – Performance Management & Rewards, and OYO Rooms, where he was Associate Vice President – Human Resources.

### 4. Anurag Mittal\*

CHIEF FINANCIAL OFFICER

Mr Anurag Mittal is a Chartered Accountant and holds a bachelor's degree in commerce from University of Delhi. He brings 17+ years of experience in financial and commercial due diligence and assurance/audit services. Prior to joining Barbeque-Nation, he was a Senior Director with Alvarez & Marsal (A&M), advising clients on M&A/investment deals. Prior to joining A&M in 2015, he spent around a decade with Big 4 accounting firms – EY and PwC, in financial due diligence and assurance roles.

*\* Mr Anurag Mittal has been appointed as Chief Financial Officer of the Company with effect from May 19, 2022*

### 5. Nakul Gupta

CHIEF MARKETING OFFICER

Mr Nakul Kumar Gupta holds a bachelor's degree in commerce from Shri Ram College of Commerce, University of Delhi and an MBA from XLRI Jamshedpur. As a part of TAS (Tata Administrative Services), he worked for over 17 years in sales, marketing, strategy and brand roles in Tata Motors. In his last stint at Tata Motors, he was the marketing head for the SUV cars segment.

### 6. Mansoor Memon

CHIEF DEVELOPMENT OFFICER

Mr Mansoor Memon holds a bachelor's degree in mechanical engineering from Muffakham Jah College of Engineering and Technology (MJ CET), Hyderabad, affiliated to Osmania University. Prior to joining Barbeque-Nation, he worked with Chase Contracting LLC, Dubai, and possesses rich experience in operations and project management. He began working with the Company in June 2007 as a consultant and joined as a full-time employee on March 1, 2019.

### 7. Ahmed Raza

CHIEF TECHNOLOGY OFFICER

Mr Ahmed Raza holds a bachelor's degree in commerce from University of Mumbai. He also holds a certificate of proficiency in ProCourse, Oracle 8/8i and Visual Basic 6.0 courses from Concourse Information Technology International Ltd. Prior to joining Barbeque-Nation on April 1, 2012, he worked with ShawMan Software Pvt. Ltd and Sayaji Hotels Ltd as head, corporate human resources/information technology.

### 8. Amit V. Betala\*

CHIEF GROWTH OFFICER

Mr Amit V. Betala holds a bachelor's degree in science from University of Madras and a post graduate diploma in agribusiness management from Indian Institute of Management, Lucknow. He is also certified as a financial risk manager by the Global Association of Risk Professionals (GARP). He possesses more than seven years of rich experience in various organisations, including Clix Capital and Axis Bank.

*\* Mr Amit V. Betala has resigned from the office of Chief Financial Officer of the Company with effect from May 18, 2022 and moved to the role of Chief Growth Officer*



## Environment, Social & Governance

The COVID-19 pandemic has highlighted the value of companies integrating effective Environmental, Social and Governance (ESG) practices into their businesses to ensure long-term sustainability. We have an increased focus on ESG issues, including compliance with legislation, responsible sourcing, food security and the impact of our business on the environment.



Celebrating  
the launch of  
new outlets



### CERTAIN MEASURES TAKEN ON ESG FRONT

- We are a responsible corporate citizen and are mindful of our operational practices, focusing on eliminating any negative impact on our stakeholders and the environment in general
- We strive to comply with all industry and other related legislation in both letter and spirit
- We have developed comprehensive policies, including whistle-blower policy, related party transactions policy, anti-sexual harassment policy, etc., to guide us in our business conduct and ensure compliance with regulations, while also fostering a culture that is rooted in respect and responsibility
- We practice responsible use of non-renewable resources, reduce wastage of food and engage in recycling efforts, wherever possible
- Our Board independence is reflected in the fact that 1/3<sup>rd</sup> of our Board, i.e. three Directors are Independent
- Directors. We have 2 women Directors, including one Independent Director
- We invest in the personal and professional development of our people which can be seen in multiple training and growth programs we offer our employees across levels. We create a responsible workplace by attracting and retaining diverse talent
- Along with various safety measures for our employees, we ensured that all our employees were vaccinated at the earliest. We arranged online doctor consultation facility, testing and hospitalization of affected employees and their families
- We invite children from neighbouring NGOs to celebrate the launch of new outlets and give them gift hampers
- We are engaged in secure practices around procurement of food ingredients and cater to expectations around dietary preferences and healthy eating choices



## BOARD'S REPORT

To:

### The Members

Barbeque-Nation Hospitality Limited

Your Directors have pleasure in presenting the Sixteenth (16th) Annual Report of the Company, together with the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March 2022.

### 1. FINANCIAL SUMMARY OR HIGHLIGHTS:

(Amount in Rs. million)

Particulars	Standalone		Consolidated	
	Financial Year 2022	Financial Year 2021	Financial Year 2022	Financial Year 2021
Revenue from Operations	7,610.52	4,532.74	8,605.54	5,070.82
Other Income	255.58	405.42	262.79	460.48
Total Income	7,866.10	4,938.16	8,868.33	5,531.30
Total Expenses	6,536.46	4,133.80	7,268.22	4,606.99
EBITDA	1,329.64	804.36	1,600.11	924.31
Finance Costs	555.88	705.93	653.03	848.68
Depreciation & Amortization	1,056.19	1,011.61	1,272.59	1,211.70
Profit/(Loss) Before Tax and Exceptional Items	(282.43)	(913.18)	(325.51)	(1,136.07)
Exceptional Items - Loss/(Gain)	(2.77)	(20.67)	(4.93)	(20.67)
Profit/(Loss) Before Tax	(279.66)	(892.51)	(320.58)	(1,115.40)
Tax Expense/Benefit	(64.66)	(189.57)	(68.66)	(196.55)
Net Profit/(Loss)	(215.00)	(702.94)	(251.92)	(918.85)
Other Comprehensive Income/(Losses)	(0.85)	7.60	(19.82)	25.56
Total Comprehensive Income/(Losses) for the Year	(215.85)	(695.34)	(271.74)	(893.29)
Earnings Per Share (Basic & Diluted)	(9.23)	(24.23)	(10.30)	(31.14)

### 2. STATE OF THE COMPANY'S AFFAIRS AND BUSINESS PROSPECTS:

Every country in the world was battered by the Covid-19 pandemic during the last two and half years, and India was no exception as trade and business suffered on account of imposition of unprecedented lockdowns and weak demand.

Yet, even in this challenging context Barbeque-Nation was able to effectively sail through the three Covid waves, led by strong brand resilience and salience and with full support of employees. Despite the uncertain external context, the Company has continued on its growth journey with strong annual growth registered in its dine-in and delivery revenues and margins. The business has transformed structurally to become more robust with a strong balance sheet, diversified revenue streams and profitable presence across multiple geographies and restaurant brands.

Sensing post-Covid demand pick up, the Company also ramped up its expansion plans with the opening of 12 new

restaurants in the fourth quarter of financial year 2022 alone, taking the overall store count to 185 restaurants as on 31st March 2022. Even today, the Company continues to invest in expanding its restaurant network. The Company intends to continue this momentum and expects to add 35-40 new restaurants during Financial Year 2023 and another 75-80 restaurants by Financial Year 2025, taking the total store count to 300. Over the last two years, the Company has demonstrated a strong track record of seeding new business verticals, such as UBBQ, BBQ International and Toscano. With a strong balance sheet and operating strength, the Company's prime focus is to continue to execute its expansion plans and provide best-in-class dining and delivery services and experience to its guests, whilst creating value for all stakeholders. With various strategic initiatives envisaged during the current financial year, the Company is well-poised to continue on its growth trajectory in the future, thereby creating sustainable value for all.



The state of affairs, business performance, initiatives undertaken and business prospects of the Company are more fully articulated in the non-statutory part and Management Discussion and Analysis (MD&A) section of the Annual Report.

### 3. CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of business of the Company during the financial year 2021-22.

### 4. DIVIDEND:

Your Company has in place a Dividend Distribution Policy for the purpose of declaration and payment of dividend in accordance with the provision of the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"). The Dividend Distribution Policy is available on the website of the Company at <https://www.barbequonation.com/corporate-governance-policies>.

Considering the need to conserve resources for meeting the expansion plans in India and overseas that will contribute to long-term shareholder value and bearing in mind the net loss for the financial year 2021-22, your Board has not recommended any dividend for the financial year 2021-22.

### 5. AMOUNT CARRIED TO RESERVES:

The details with respect to movement in reserves of the Company for the financial year 2021-22 is available in

the financial statements which forms an integral part of the Annual Report.

### 6. ANNUAL RETURN:

Pursuant to Sections 92(3) and 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return, i.e. Form MGT-7 of the Company for the financial year 2021-22 is available on the website of the Company at <https://www.barbequonation.com/postal-ballot>.

### 7. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

Your Company has an appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board and segregate its functions of governance and management.

As on the date of this report, your Board consists of 8 (eight) members, which include 2 (two) Executive Directors, 3 (three) Independent Directors including 1 (one) woman Independent Director and 3 (three) Non-Executive Directors as on the date of this report. The Board periodically evaluates the need for change in its composition and size.

The composition of the Board of Directors, Key Managerial Personnel and changes in the composition of the Board of Directors and Key Managerial Personnel during the financial year 2021-22 are furnished below:

Sl. No.	Name	Designation	Date of Appointment	Date of Cessation
1.	Mr. T N Unni	Chairman, Non-Executive, Independent Director	09/02/2009	-
2.	Mr. Kayum Razak Dhanani	Managing Director	30/11/2012	-
3.	Mr. Rahul Agrawal	Chief Executive Officer & Whole Time Director	31/12/2020	-
4.	Mr. Raouf Razak Dhanani	Non-Executive Director	01/07/2015	-
5.	Mrs. Suchitra Dhanani	Non-Executive Director	01/07/2015	-
6.	Mr. Abhay Chintaman Chaudhari	Non-Executive, Independent Director	28/02/2017	-
7.	Ms. Revathy Ashok <sup>#1</sup>	Non-Executive, Independent Director	28/03/2022	-
8.	Mr. Devinjit Singh	Non-Executive Director	31/12/2020	-
9.	Mr. Natarajan Ranganathan <sup>#2</sup>	Non-Executive, Independent Director	31/12/2020	16/04/2022
10.	Mr. Tarun Khanna <sup>#3</sup>	Nominee Director	12/04/2013	04/02/2022
11.	Mr. Amit V Betala <sup>#4</sup>	Chief Financial Officer	14/01/2020	18/05/2022
12.	Mr. Anurag Mittal <sup>#5</sup>	Chief Financial Officer	19/05/2022	-
13.	Ms. Nagamani C Y	Company Secretary & Compliance Officer	21/07/2014	-

#1 Ms. Revathy Ashok has been appointed as Additional Director in the category of Independent Director of the Company pursuant to the resolution passed by the Board of Directors at their meeting held on March 28, 2022.

#2 Mr. Natarajan Ranganathan resigned from the office of Independent Director of the Company with effect from April 16, 2022.

#3 Mr. Tarun Khanna, Nominee Director of Tamara Private Limited, resigned from the office of Director of the Company with effect from February 4, 2022.

#4 Mr. Amit V. Betala resigned from the office of Chief Financial Officer of the Company with effect from May 18, 2022 (closing hours) and moved to the role of Chief Growth Officer.

#5 Mr. Anurag Mittal has been appointed as Chief Financial Officer of the Company with effect from May 19, 2022.



### DIRECTORS APPOINTED DURING THE FINANCIAL YEAR 2021-22:

#### a) Ms. Revathy Ashok - Additional Director in the category of Independent Director:

In the opinion of the Board, Ms. Revathy Ashok is a person of integrity and possesses relevant expertise and experience and fulfils the conditions specified under the Act (read with the Rules thereunder) and SEBI (LODR) Regulations for her appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management.

### DIRECTORS STEPPING DOWN FROM THE BOARD DURING THE FINANCIAL YEAR 2021-22:

#### a) Mr. Tarun Khanna - Nominee Director:

Mr. Tarun Khanna was a Nominee Director representing one of the shareholders, Tamara Private Limited (TPL). TPL was contemplating off-loading its investment in the Company and hence he resigned from the office of Nominee Director of the Company.

#### b) Mr. Natarajan Ranganathan - Independent Director:

Mr. Natarajan Ranganathan has resigned from the office of Independent Director of the Company mentioning that he does not have sufficient time to devote to the Board of the Company and further confirmed that there are no material reasons for the resignation.

### DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declarations/disclosures from all Independent Directors to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of SEBI (LODR) Regulations.

### CHANGE IN CHIEF FINANCIAL OFFICER AFTER THE END OF THE FINANCIAL YEAR 2021-22:

After the end of the financial year 2021-22, i.e. with effect from May 18, 2022 (closing hours), Mr. Amit V. Betala has resigned from the office of Chief Financial Officer of the Company and moved to the role of Chief Growth Officer and Mr. Anurag Mittal has been appointed as Chief Financial Officer of the Company with effect from May 19, 2022.

### 8. BOARD MEETINGS:

During the financial year 2021-22, 7 (seven) Board meetings were held. The maximum gap between any two meetings was within the stipulated time period as prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations. The details of meetings of the Board and its Committees are given in the Corporate Governance Report which forms an integral part of the Annual Report.

### 9. COMMITTEES OF THE BOARD:

As on 31st March 2022, your Board has 5 Committees viz., Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Risk Management Committee. The composition of the Committees, roles and responsibilities and meetings held, as per the applicable provisions of the Act, Rules and SEBI (LODR) Regulations, are given separately in the Corporate Governance Report which forms an integral part of the Annual Report.

### 10. CORPORATE GOVERNANCE:

The Company has been following and adhering to best governance practices to ensure cultivating a robust value system of integrity, fairness, transparency, accountability and adoption of the highest standards of business ethics that will reap benefits for all stakeholders. The Corporate Governance Report in terms of Regulation 34 of SEBI (LODR) Regulations has been disclosed separately and forms a part of the Annual Report.

The Compliance Certificate issued by Mr. Vijayakrishna K T, Practising Company Secretary, on compliance with conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations is annexed to this report as Annexure-1.

### 11. MANAGEMENT DISCUSSION AND ANALYSIS (MD&A):

The Management Discussion and Analysis Report, as required under Schedule V of the SEBI (LODR) Regulations, has been disclosed separately and forms an integral part of the Annual Report.

### 12. PERFORMANCE EVALUATION OF THE BOARD:

Performance evaluation of the Board and its Committees is applicable to the Company from the financial year 2021-22, pursuant to listing of shares of the Company on the stock exchanges.





Your Board has in place a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairperson of the Board. The evaluation was carried out through a structured questionnaire covering various aspects of the functioning of Board and its Committees. The detailed process in which annual evaluation of the performance of the Board and its Committees, Chairperson and individual Directors, including Independent Directors, is disclosed in the Corporate Governance Report which forms an integral part of the Annual Report.

### 13. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of the Board's knowledge and belief and according to the information and explanations obtained by the Board, your Directors make the following statements in terms of Sections 134(3)(c) and 134(5) of the Companies Act, 2013:

- a) in the preparation of the annual accounts for the financial year 2021-22, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2022 and of the Profit and Loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 14. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

Your Company has adopted a Nomination & Remuneration Policy for the purpose of Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes and independence of a Director, in accordance with Section 178(3) of the Companies Act, 2013 and the rules made thereunder. The said policy is available on the website of the Company at [www.barbequonation.com/corporate-governance-policies](http://www.barbequonation.com/corporate-governance-policies).

### 15. LOANS, GUARANTEES AND INVESTMENTS:

Particulars of loans granted, guarantees given and investments made by the Company pursuant to section 186 of the Companies Act, 2013 and the rules made thereunder are provided in the financial statements.

### 16. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts/arrangements/transactions entered into by the Company during the financial year 2021-22 with its related parties were in the ordinary course of business and on arm's length basis. All Related Party Transactions (RPTs) were placed before the Audit Committee for its approval.

During the financial year 2021-22, the Company had not entered into any materially significant transaction that required the approval of shareholders under Regulation 23 of SEBI (LODR) Regulations or Section 188 of the Act. Disclosures on Related Party Transactions under Section 134(3)(h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2, is not applicable and accordingly, the said form is not enclosed in this report. Details of Related Party Transactions are provided in Notes to Financial Statements (both Standalone and Consolidated), as per the applicable Accounting Standards.

The policy on RPTs as approved by the Board is available on the Company's website at <https://www.barbequonation.com/corporate-governance-policies>.



## 17. SHARE CAPITAL:

### A. Authorized and Paid-up Share Capital:

Authorized/Nominal Share Capital as on March 31, 2022:

No. of equity shares	Face value (in Rs.)	Amount (in Rs.)
6,00,00,000	5	30,00,00,000

The Company has only one class of Equity Shares.

Issued, Subscribed and Paid-up Share Capital and changes therein during the financial year 2021-22:

Particulars	No. of shares	Amount (in Rs.)
Issued, Subscribed and Paid up Share Capital at the beginning of the financial year 2021-22	3,39,42,920	16,97,14,600
Shares issued during the financial year 2021-22#	49,66,246	2,48,31,230
Issued, Subscribed and Paid-up Share Capital at the end of the financial year 2021-22	3,89,09,166	19,45,45,830

#Details of shares issued during the financial year 2021-22:

Sl. No	Date of allotment	No. of shares allotted	Mode of issue/allotment
1.	April 5, 2021	36,00,000	Initial Public Offer (IPO)
2.	August 3, 2021	22,500	Employee Stock Option Plan (ESOP)
3.	September 4, 2021	11,77,855	Preferential Issue
4.	October 29, 2021	1,19,465	Employee Stock Option Plan (ESOP)
5.	February 3, 2022	46,426	Employee Stock Option Plan (ESOP)

Approvals of the Board of Directors and the shareholders of the Company for the aforesaid issue of shares have been obtained, wherever necessary.

### B. Other Disclosures on Share Capital:

Particulars	Particulars
Buy Back of Securities	The Company has not bought back any of its securities during the financial year 2021-22.
Issue of Sweat Equity Shares	The Company has not issued any sweat equity shares during the financial year 2021-22.
Issue of Bonus Shares	No bonus shares were issued during the financial year 2021-22.
Issue of Equity Shares with Differential Rights	The Company has not issued any equity shares with differential rights during the financial year 2021-22.

## 18. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the amount in Unpaid Dividend Account, the application money received for allotment of any securities and due for refund, principal amount of matured deposits and debentures and interest accrued thereon, redemption amount of preference shares, etc. remaining unclaimed and unpaid for a period of 7 (seven) years from the date it became due for payment by the Company shall be transferred to the Investor Education and Protection Fund established by the Central Government. In addition, the shares on which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more shall be transferred by the Company to IEPF, pursuant to section 124(6) of the Act and the rule made thereunder.

During the financial year 2021-22, there were no amounts which were required to be transferred to the IEPF by the Company.

The Company had declared a dividend of Re.1/- per share for the financial year 2018-19, out of which Rs.200/- is still lying in unclaimed dividend account of the Company as at 31st March 2022 due to non-availability of the correct bank account details of one of the shareholders. The said dividend will be transferred to the respective shareholder's account once the Company receives the correct bank account details from the shareholder or, as applicable, to the Investor Education and Protection Fund.

## 19. EMPLOYEE STOCK OPTION SCHEME:

Your Company has an Employee Stock Option Scheme in the name of "Barbeque Nation Hospitality Limited Employee Stock Option Plan 2015" ("ESOP Plan 2015"), which is administered by the Nomination and Remuneration Committee for the benefit of employees.

The certificate from the secretarial auditor of the Company stating that the ESOP Plan 2015 has been implemented in accordance with SEBI (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed by



shareholders of the Company in the general meeting, will be placed before the shareholders at the Annual General Meeting and the same will also be made available on the website of the Company.

The disclosures as required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI (Share Based Employees Benefits and Sweat Equity) Regulations, 2021, is available on the website of the Company at <https://www.barbequonation.com/postal-ballot>.

## 20. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

### A. Conservation of Energy:

#### (i) the steps taken or impact on conservation of energy:

Your Company is engaged in the business of running restaurants and is not involved in operating industrial machinery, production centers, or other such energy intensive activities. However, the Company is prudently adopting and implementing appropriate energy conservation measures at every possible step.

The Company has been working efficiently to conserve energy used across all its restaurants and office premises. The major steps taken by the Company towards conservation of energy is as follows:

### C. Foreign Exchange Earnings and Outgo:

#### Foreign Exchange Earnings:

(Amount in Rs. Lakhs)

Particulars	For the financial year 2021-22	For the financial year 2020-21
Sale of Food and Beverages*	200.34	125.86

\*Foreign inward remittance received through international cards against the sale of food & beverages at restaurants.

#### Foreign Exchange Outgo (on CIF value basis):

(Amount in Rs. Lakhs)

Particulars	For the financial year 2021-22	For the financial year 2020-21
Import of Capital Goods	206.11	28.26
Import of Raw Materials	1,197.69	339.26
<b>Total</b>	<b>1403.80</b>	<b>367.52</b>

## 21. RISK MANAGEMENT POLICY:

The business and financial risk of the Company are akin to any other company in the same line of business. Towards this extent, the Company has a robust enterprise risk management framework to identify and evaluate business risk opportunities. This framework seeks to create transparency, mitigate adverse impacts on business objectives and enhance the Company's competitive edge.

- The Company is using LED lighting system to ensure that consumption of energy is at minimal levels in operations.
- The Company has installed Variable-Frequency Drives (VFDs) to reduce electricity consumption by kitchen exhaust and ventilation system.
- The Company is in the process of implementing energy management system for AC units and refrigerators to monitor energy usage.

#### (ii) the steps taken by the company for utilising alternate sources of energy:

Nil

#### (iii) the capital investment on energy conservation equipments:

Nil

### B. Technology Absorption:

Your Company believes that technology plays a key role in this digital day and age. The Company is thus embracing and utilizing technology at every possible step.

Detailed information about technology absorption and adoption by the Company is available in the Management Discussion and Analysis Report which forms an integral part of the Annual Report.

Your Board has constituted a Risk Management Committee to monitor and oversee the Risk Management Policy. The Company's Risk Management Policy defines the risk management approach across the enterprise at various levels, including documentation and reporting. The model has different modes that help identify risk trends, exposures and potential impact analysis at the Company level and also separately for different business segments. The Company has identified various risks



and has also put in place mitigation plans for each risk identified. The Risk Management Policy is available on the Company's website at <https://www.barbequonation.com/corporate-governance-policies>.

## 22. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your Company has constituted a Corporate Social Responsibility (CSR) Committee and has adopted Corporate Social Responsibility (CSR) Policy in accordance with the provisions of section 135 of the Act and the rules made thereunder. The CSR Policy is available on the Company's website at <https://www.barbequonation.com/corporate-governance-policies>. Further, details of CSR Committee and its roles and responsibilities are available in the Corporate Governance Report which forms an integral part of the Annual Report.

The Annual Report on CSR for the financial year 2021-22, as required under Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is enclosed in this report as Annexure-2.

## 23. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

Your Company has an internal control system which is commensurate with the size, scale and complexity of its operations. Internal controls in the Company have been designed to further the interest of all stakeholders by providing an environment that is facilitative to conduct its operations and to take care of, inter-alia, financial, business and other operational risks with emphasis on integrity and ethics as a part of the work culture.

Pursuant to Section 138 of the Companies Act, 2013 and the rules made thereunder and resolution passed by the Board at its meeting held on 24th May 2021, M/s. Ernst & Young LLP, Chartered Accountants, were appointed as Internal Auditor of the Company for a period of 8 quarters, i.e. for the financial year 2021-22 and 2022-23.

The scope and authority of the internal audit is defined by the Audit Committee. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company and its compliance with accounting procedures, financial reporting and policies at all locations of the Company. Based on the report of

internal audit, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Any significant audit observations and corrective actions thereon are presented before the members of the Audit Committee and the Board.

Your Company has laid down a set of standards, processes and structures which enable it to implement internal financial control across the organisation and ensure that the same are adequate and operating effectively.

## 24. PROHIBITION OF INSIDER TRADING:

In compliance with SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a 'Code of Conduct for Prevention of Insider Trading'. The said Code is available on the Company's website at [www.barbequonation.com/corporate-governance-policies](https://www.barbequonation.com/corporate-governance-policies).

## 25. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to Section 177 of the Act and rules made thereunder and SEBI (LODR) Regulations, the Company has in place a Whistle Blower Policy for Directors and employees to report any genuine concerns, unethical behaviours, misuse of unpublished price sensitive information, actual or suspected fraud or violation of the Company's Code of Conduct. The vigil mechanism provides adequate safeguards against victimization of director(s) or employee(s) or any other person who avails the mechanism.

The said policy is available on the website of the Company at <https://www.barbequonation.com/corporate-governance-policies>.

## 26. DISCLOSURES IN RELATION TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES:

- A. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year 2021-22:**



Sl. No.	Name	Designation	Ratio to median remuneration	% increase in remuneration in the financial year
<b>(i) Executive Directors:</b>				
1.	Mr. Kayum Dhanani*	Managing Director	NA	NA
2.	Mr. Rahul Agrawal	CEO & WTD	67.22	15.00%
<b>(ii) Non-Executive Directors:</b>				
The Company is not paying any remuneration to Non-Executive Directors, except sitting fees of Rs. 25,000/- for attending each Board meeting.				
<b>(iii) Key Managerial Personnel:</b>				
1.	Mr. Amit V Betala	Chief Financial Officer	20.85	31.80%
2.	Ms. Nagamani C Y	Company Secretary & Compliance Officer	6.86	12.00%

\*The Company is not paying any remuneration to Mr. Kayum Dhanani.

**B. The percentage increase in the median remuneration of employees in the financial year 2021-22:**

2.1%

other than managerial personnel for the financial year 2021-22 is 7.30% and the average percentile increase in managerial remuneration for the financial year 2021-22 is 15%.

**C. The number of permanent employees on payroll of the Company:**

The Company had 6,878 employees on its payroll as on March 31, 2022.

Average percentile increase for excellent rated employees for the financial year 2021-22 is between 13% and 15%.

**D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average percentile increase in the salary of employees (reviewed employees as on August 2021)

There are no exceptional circumstances for increase in managerial remuneration.

**E. Names and particulars of the employees as required under section 197(12) of the Act read with Rule 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

Name	Age (in years)	Designation	Remuneration received* (in Rs.)		Qualification	Experience (in years)	Date of Joining	Previous employment	% of shares held in the Company	Whether relative of any Directors or KMPs <sup>A</sup>
			Per annum	Per month						
Mr. Rahul Agrawal <sup>#1</sup>	39	CEO & WTD	1,47,49,172	12,29,098	Post Graduate Diploma in Management from the Indian Institute of Management- Bengaluru (IIM-B)	15	24/07/2017	CX Advisors LLP	1,00,990 equity shares (0.29%)	No
Mr. Mansoor Memon <sup>#2</sup>	48	Chief Development Officer	1,20,31,000	10,02,583	BE in Civil Engineering	17	01/03/2019	Self Employed	Nil	No
Mr. Faiz Azim <sup>#3</sup>	41	Chief Operating Officer	10,77,211	9,23,324	Post Graduate Diploma in Management from the Indian Institute of Management- Bengaluru (IIM-B)	15	03/02/2022	Self Employed	Nil	No

#1 Mr. Rahul Agrawal has earned perquisite value of Rs.5,84,95,200/- consequent to the exercise of 60,000 ESOPs during the financial year 2021-22 and was paid one-time bonus of Rs.1 crore, which are not included in the above remuneration.

#2 Mr. Mansoor Memon has earned perquisite value of Rs.97,49,200/- consequent to the exercise of 10,000 ESOPs during the financial year 2021-22, which is not included in the above remuneration.

#3 Mr. Faiz Azim has been appointed as Chief Operating Officer of the Company w.e.f. from February 25, 2022 and hence the remuneration disclosed above is for a part of the year.

\*Remuneration disclosed above, includes only the salary & allowances and not perquisite value (including ESOPs). The bifurcation and elements of remuneration of the Directors is disclosed in Corporate Governance Report.

<sup>A</sup>Relative shall have the same meaning as defined in section 2(77) of the Act.

Notes:

- The employees included in the table above are permanent employees of the Company and their appointments are non-contractual.
- Mr. Rahul Agrawal is appointed as CEO & WTD for a period of 5 years.

**F. Remuneration received by Managing Director /Whole Time Director from holding or subsidiary company:**

The Managing Director/Whole Time Director have not received any Remuneration or Commission from subsidiaries of the Company during the financial year 2021-22. Further, the Company is not subsidiary to any other Company.

**G. Affirmation that the payment of remuneration is as per the remuneration policy of the Company:**

Your Board hereby affirms that the payment of remuneration is as per the Remuneration Policy of the Company.

**27. HOLDING, SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES:**

The details of subsidiaries, associates companies and joint ventures of the Company are furnished below:

Type of Company	Name	Country of Incorporation	% of Shareholding held by the Company
Holding Company	The Company is not a subsidiary of any other Company	NA	NA
Subsidiaries	Red Apple Kitchen Consultancy Private Limited	India	68.82%
Wholly Owned Subsidiaries	Barbeque Nation Mena Holding Limited (BBQ Mena)	Dubai	100%
	Barbeque Nation Holdings Private Limited	Mauritius	100%
Step Down Subsidiaries	Barbeque Nation Restaurant LLC	Dubai	BBQ Mena holds 49%#
	Barbeque Nation (Malaysia) SDN. BHD.	Malaysia	BBQ Mena holds 100%
	Barbeque Nation International LLC	Oman	BBQ Mena holds 49%#
	Barbeque Nation Kitchen LLC*	Dubai	BBQ Mena holds 49%#
Associates/Joint Ventures	Nil	NA	NA

#On the basis of control, BBQ Mena has 100% control over the step down subsidiaries.

\*Barbeque Nation Kitchen LLC is yet to commence business operations.

Salient features of the financial statements, including performance and financial position, of Subsidiaries/Associate Companies/Joint ventures of the Company for the financial year 2021-22 are given in Form AOC-1 which is annexed to this report as Annexure-3. Your Company has in place a policy for Determining Material Subsidiaries and the said policy is available on the website of the Company at <https://www.barbequation.com/corporate-governance-policies>.

Pursuant to the provisions of Section 136 of the Act, separate audited financial statements of the subsidiaries are available on the website of the Company at <https://www.barbequation.com/investor>.

Except as disclosed above, no other company has become or ceased to become a subsidiary, joint venture or associate of the Company during the financial year.

**28. AUDITORS AND AUDITOR'S REPORT:****A. STATUTORY AUDITORS:**

Pursuant to the provisions of Section 139 (2) of the Companies Act, 2013, M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), were re-appointed as Statutory Auditors of the Company for the second term of five consecutive years at the 12th Annual General Meeting held on 4th June 2018 and will remain in office until the conclusion of the 17th Annual General Meeting.

The Auditors' Report, read together with Annexure referred to in the Auditors' Report for the financial year

ended March 31, 2022, do not contain any qualification, reservation, adverse remark or disclaimers.

The Statutory Auditors have not reported any fraud activities that are required to be reported under Section 143(12) of the Act during the financial year 2021-22. Therefore, the details as required to be disclosed under Section 134(3)(ca) of the Act are not applicable.

**B. SECRETARIAL AUDITOR:**

Mr. Vijayakrishna K T, Practising Company Secretary, Bengaluru, was appointed as Secretarial Auditor of the Company for the financial year 2021-22 by the Board at its meeting held on 3rd February 2022. The Secretarial Audit Report for the financial year 2021-22 received from Mr. Vijayakrishna K T in Form MR-3 is enclosed in this report as Annexure-4. The report does not contain any qualifications, reservations, adverse remarks or disclaimers.

**29. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.



Following is the summary of sexual harassment complaints received and disposed-off during the financial year 2021-22:

Particulars	No. of complaints
No. of complaints pending at the beginning of the financial year	0
No. of complaints received during the financial year	3
No. of complaints disposed-off during the financial year	3
No. of complaints pending as at the end of the financial year	0

The necessary actions have been taken against whom the complaints were received.

### 30. SECRETARIAL STANDARDS:

During the financial year 2021-22, your Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

### 31. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE:

There are no significant events occurred after the Balance Sheet date which have material impact on the financial statements.

### 32. MATERIAL CHANGES & COMMITMENTS:

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate to and the date of this report.

### 33. OTHER DISCLOSURES:

Disclosures	Board's Comment
Deposits	The Company has not accepted any public deposits within the meaning of Section 73 and under Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014 during the financial year 2021-22. Hence, disclosures as required under Rule 8(5) (v) of the Companies (Accounts) Rule, 2014 are not applicable.
Debentures	The Company has not issued any debentures during the financial year 2021-22.
Insolvency and Bankruptcy Code, 2016	During the financial year 2021-22, no application was made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
One-Time Settlement with the banks and financial institutions	During the financial year 2021-22, your Company has not entered into any One-Time Settlement with banks or financial institutions.
Cost Audit	Maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company.
Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future	During the financial year 2021-22, no significant or material orders were passed by any regulators or courts or tribunals which impact the going concern status and operations in the future.
Statement of Deviation(s) or Variation(s)	During the financial year 2021-22, your Company raised Rs.180 crores and Rs.99.99 crores from Initial Public Offer (IPO) and Preferential Issue, respectively. Your Board hereby confirms that there were no deviation(s) or variation(s) in the utilization of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable.

**34. ACKNOWLEDGEMENTS:**

We would like to place on record our sincere gratitude to the Board of Directors for the immense work they have done to direct the Company towards a stable growth path. We would like to thank the directors who stepped down from the Board during the year for their valuable contribution and extend a warm welcome to those who have been inducted on the Board during the year. We also acknowledge the efforts of our regulator for managing a turbulent environment in an orderly manner and ensuring that participating players were able to do business without disruption while following all guidelines and protocols. Most importantly, the senior management and staff of the Company, who had a challenging year, continued to demonstrate dedication, will and ability to focus on contributing to the goals and objectives of the Company.

Finally, the Directors place on record their appreciation of the cooperation and continued support extended by customers, shareholders, investors, partners, vendors, bankers, the Government and statutory authorities for the Company's growth during a tough environment amid the persistent Covid-19 challenges.

We look forward to the continued support and cooperation of all our stakeholders.

For and on behalf of the Board of Directors

**Place:** Bengaluru  
**Date:** May 18, 2022

**Kayum Razak Dhanani**  
Managing Director  
**DIN:** 00987597

**T. N. Unni**  
Director  
**DIN:** 00079237





## Annexure-1 to the Board's Report

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To

**The Members**Barbeque-Nation Hospitality Limited  
Bangalore

I have examined all the relevant records of Barbeque-Nation Hospitality Limited ('the Company') for the purpose of certifying the compliances of the conditions of Corporate Governance by the Company, for the year ended 31st March, 2022 as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore

Date: 18.05.2022

**Vijayakrishna K T**  
Practising Company Secretary  
FCS No.: 1788; C P No.: 980  
UDIN:F001788D000340896



## Annexure-2 to the Board's Report

## ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2021-22

### 1. Brief outline of CSR Policy of the Company:

Barbeque-Nation shall lay down its focus on the following CSR activities in line with statute governing CSR and for the benefit of the public.

- i. Eradicating hunger, poverty and malnutrition, promoting preventive healthcare and sanitation, and making available safe drinking water;
- ii. Promoting education, including special education and employability-enhancing vocation skills especially among children, women, elderly and the differently-abled and livelihood enhancement projects;
- iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens, and measures for reducing inequality faced by socially and economically backward groups;
- iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- v. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries and promotion and development of traditional arts and handicrafts;
- vi. Measures for the benefit of armed forces veterans, war widows and their dependents;
- vii. Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
- viii. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the central government for socio-economic development and relief and welfare of scheduled castes, scheduled tribes, other backward classes, minorities and women;
- ix. Contribution or funds provided to technology incubators located within academic institutions which are approved by the central government;
- x. Rural development projects; and
- xi. Any other CSR activities as per the Companies Act, 2013 and approved by the Board from time to time.

### 2. Composition of the CSR Committee:

Name of the Directors	Category	Designation	No. of Meetings	
			Held during tenure	Attended
Mr. T N Unni	Independent Director	Chairman		
Mr. Abhay Chaudhari	Independent Director	Member		
Mr. Kayum Dhanani	Executive Director	Member	Nil	Nil
Mrs. Suchitra Dhanani	Non-Executive Director	Member		
Mr. Tarun Khanna#	Non-Executive Director	Member		

#Mr. Tarun Khanna resigned from the Board and its Committees, wherever he was a member, w.e.f. February 4, 2022.

### 3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

- a) Composition of the CSR committee as disclosed above is available on the Company's website at: <https://www.barbequenation.com/board-of-director>
- b) CSR Policy: <https://www.barbequenation.com/corporate-governance-policies>
- c) CSR projects approved by the Board: Nil



**4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):**

Not Applicable

**5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
1	2020-21		
2	2021-22	Nil	Nil

**6. Average net profit of the Company for last three financial years as per section 135(5):**

Nil (the Company has incurred losses during the last 3 financial years)

**7. Prescribed CSR Expenditure: Not Applicable**

Sl. No.	Particulars	Amount (in Rs.)
a)	2% Average net profit of the Company for last three financial year as per section 135(5)	
b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
c)	Amount required to be set off for the financial year, if any	
d)	Total CSR obligation for the financial year (7a+7b-7c)	

**8. Details of CSR amount spent or unspent during the financial year: Nil**

Sl. No.	Particulars	Amount (in Rs.)
a)	CSR amount spent or unspent for the financial year	
b)	Details of CSR amount spent against ongoing projects for the financial year	
c)	Details of CSR amount spent against other than ongoing projects for the financial year	
d)	Amount spent in Administrative Overheads	Nil/ Not Applicable
e)	Amount spent on Impact Assessment, if applicable	
f)	Total amount spent for the Financial Year (8b+8c+8d+8e)	
g)	Excess amount for set off	

**9.**

- a) Details of Unspent CSR amount for the preceding three financial years: NIL  
 b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):**

a)	Date of creation or acquisition of the capital asset(s)	None
b)	Amount of CSR spent for creation or acquisition of capital asset	NIL
c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Not Applicable
d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	Not Applicable

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5):**

Not applicable

For and on behalf of the Board of Directors

Place: Bengaluru  
 Date: May 18, 2022

**Kayum Razak Dhanani**  
 Managing Director  
 DIN: 00987597

**T. N. Unni**  
 Director  
 DIN: 00079237



## Annexure-3 to the Board's Report

**FORM AOC-1**

(Pursuant to first proviso to Sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of Subsidiaries/Associate companies/Joint Ventures for the financial year 2021-22****Part - A: Subsidiaries**

(Amount in Rs. Million)

Sl. No.	1	2	3	4	5	6
<b>Name of the Subsidiary</b>	<b>Red Apple Kitchen Consultancy Private Limited</b>	<b>Barbeque Nation Mena Holding Limited</b>	<b>Barbeque Nation Restaurant LLC</b>	<b>Barbeque Nation Malaysia SDN. BHD.</b>	<b>Barbeque Nation Holdings Pvt. Ltd.</b>	<b>Barbeque Nation International LLC</b>
<b>Country of Incorporation</b>	<b>India</b>	<b>Dubai (UAE)</b>	<b>Dubai (UAE)</b>	<b>Malaysia</b>	<b>Mauritius</b>	<b>Oman</b>
The date since when subsidiary was acquired/ incorporated	29-11-2019	25-03-2015	25-02-2016	03-10-2017	15-09-2017	18-02-2018
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting period is same (01/04/ 2021 to 31/03/ 2022)	Reporting period is same (01/04/ 2021 to 31/03/ 2022)	Reporting period is same (01/04/ 2021 to 31/03/ 2022)	Reporting period is same (01/04/ 2021 to 31/03/ 2022)	Reporting period is same (01/04/ 2021 to 31/03/ 2022)	Reporting period is same (01/04/ 2021 to 31/03/ 2022)
Reporting currency	INR	AED	AED	RM	USD	OMR
Exchange rate (ER) as on the last date of the relevant financial year in the case of foreign subsidiaries*	Not Applicable	Cls. ER: 20.67 Avg. ER: 20.32	Cls. ER: 20.67 Avg. ER: 20.32	Cls. ER: 18.05 Avg. ER: 17.87	Cls. ER: 75.91	Cls. ER: 197.40 Avg. ER: 194.05
Share capital	0.65	329.49	6.20	18.05	5.69	29.61
Reserves & surplus	298.53	(100.31)	(710.32)	(85.31)	(5.46)	(49.29)
Total assets	738.82	963.48	321.40	40.64	1.64	81.41
Total equity & liabilities	439.64	734.30	1025.52	107.90	1.41	101.09
Investments	-	37.00	-	-	-	-
Turnover/Revenue	490.76	42.10	455.39	38.06	-	46.56
Profit/(Loss) before taxation	9.16	(3.55)	(28.60)	(6.24)	(1.11)	(10.78)
Provision for taxation	(4.00)	-	-	-	-	-
Profit/(Loss) after taxation	13.16	(3.55)	(28.60)	(6.24)	(1.11)	(10.78)
Proposed dividend	-	-	-	-	-	-
% of shareholding	68.82%	100%	49%	100%	100%	49%

\*In order to present a true and fair view, Closing Exchange Rate (Cls. ER) is considered for Balance Sheet items and Average Exchange Rate (Avg. ER) is considered for Profit & Loss Account items.

**Subsidiaries which are yet to commence Business:**

Barbeque Nation Kitchen LLC ("BBQ Kitchen LLC")

BBQ Kitchen LLC, Dubai, incorporated on 9th January 2019 is yet to commence operations.

**Part - B: Associates and Joint Ventures**

The Company does not have any Associates and Joint Ventures and hence the disclosures on Associates and Joint Ventures is not applicable.

For and on behalf of the Board of Directors

**Place:** Bengaluru  
**Date:** May 18, 2022

**Kayum Razak Dhanani**  
Managing Director  
**DIN:** 00987597

**T. N. Unni**  
Director  
**DIN:** 00079237



Annexure-4 to the Board's Report

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31.03.2022****[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To

**The Members**Barbeque-Nation Hospitality Limited  
Bangalore

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by bearing BARBEQUE-NATION HOSPITALITY LIMITED, CIN: L55101KA2006PLC073031 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2022 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made there under;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (i). Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (ii). Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (iii). Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (iv). Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
  - (v). Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (vi). Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (vii). Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
  - (viii). Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (ix). The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (x). The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
  - (xi). Circulars/Guidelines issued thereunder.



(vi). The Industry specific laws applicable to the Company are as follows:

- Prevention of Food Adulteration Act, 1954
- Food Safety and Standards Act, 2006
- The Legal Metrology Act, 2009
- The Narcotic Drugs and Psychotropic Substances (Karnataka) Rules 1985
- The Karnataka Excise Act, 1965
- The Trade Marks Act, 1999

(vii). The other general laws as may be applicable to the Company including the following:

- Karnataka Shops & Commercial Establishment Act & Rules
- The ESI Act
- The Employees Provident Funds & Miscellaneous Provisions Act
- The Minimum Wages Act & Rules
- The Payment of Wages Act & Rules
- The Payment of Gratuity Act & Rule
- The Payment of Bonus Act & Rules
- The Maternity Benefit Act
- The Equal Remuneration Act
- The Employment Exchanges (CNV) Act & Rules
- The Karnataka Labour Welfare Fund Act & Rules
- Industrial Employment Standing Orders Act
- The Karnataka (National & Festival) Holidays Act & Rules
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act
- For majority of Central Labour Laws, the States have introduced Rules [names of each of the Rules is not included here]
- The Competition Act, 2002
- The Indian Contract Act, 1872
- The Sales of Goods Act, 1930
- The Indian Stamp Act, 1899
- The Transfer of Property Act, 1882

(viii). Environment Related Acts & Rules:

- i. The Environment Protection Act, 1986
- ii. The Water (Prevention & Control of Pollution) Act, 1974
- iii. The Air (Prevention & Control of Pollution) Act, 1981

I have also examined compliances with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India on the Board and General Meetings, i.e. SS - 1 and SS - 2.



During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above and filings of the returns were undertaken in time or within the extended time limits.

Certain non-material findings made during the course of the audit relating to the provisions of the Act and Other Laws were communicated to the Company.

Further, I report that with regard to financial and taxation matters, I have relied on the Audit Report, Limited Review Report and the Internal Audit Report provided by the Statutory/Internal Auditor as the case may be.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decision is carried through while the dissenting Members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there case instance was no such.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Bangalore  
Date: 18.05.2022

**Vijayakrishna K T**  
Practising Company Secretary  
FCS No.: 1788; C P No.: 980  
UDIN:F001788D000340951

Note: This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.



## Annexure

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under Income Tax Act, Central Excise Act, Customs Act, Goods and Services Tax Act.
4. Where ever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore  
Date: 18.05.2022

**Vijaykrishna K T**  
Practising Company Secretary  
FCS No.: 1788; C P No.: 980  
UDIN:F001788D000340951





# CORPORATE GOVERNANCE REPORT

## 1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE: Fostering a governance framework that navigates our effort to perform and conform:

At Barbeque-Nation, it is imperative that our affairs are managed in a fair and transparent manner. We believe this is vital to gain and retain the trust of our stakeholders. This is ensured by taking ethical business decisions, conducting business with a firm commitment to values, continuously engaging with stakeholders to identify their expectations and by making our communications transparent. Our key corporate governance practices and activities during the year ended 31st March 2022 are highlighted in this report as well as in the Board's Report.

Effective governance is a major determinant of the success of a corporate. Barbeque-Nation is no different and we affirm our deep commitment to a high standard of corporate governance firmly entrenched on our four principles of stewardship, transparency, accountability and integrity. The Board of Directors in discharging their responsibilities always strives to operate within this framework and to promote good governance at all levels of the organisation. This practice strengthens our continuing commitment to adhere to regulatory benchmarks and helps team members to live our four basic principles in their everyday work.

The Company has adopted a set of policies and codes as mandated by Securities and Exchange Board of India (SEBI) and other regulatory bodies for the purpose of ensuring streamlined corporate governance. The Company's corporate governance philosophy has been further bolstered through its Code of Conduct for Prevention of Insider Trading Policy and Whistle Blower Policy. Your Company has been adhering and will endeavour to adhere to the same fully in true letter and spirit.

## 2. BOARD OF DIRECTORS:

Company's Board has an appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board and segregate its functions of governance and management.

As on the date of this report, the Board consists of 8 (eight) members, which includes 2 (two) Executive Directors, 3 (three) Independent Directors including one (1) woman Independent Director and 3 (three) Non-Executive Directors.

a) The Board composition and categories of Directors, the number of Directorships, Committee Membership(s)/Chairmanship(s) in other Companies as on March 31, 2022, along with their shareholding in the Company as on March 31, 2022 are exhibited below:

Sl. No.	Name of the Director	DIN	Designation & Category	Number of Directorship held in other Companies*	Number of Committee membership held in other companies**		No. of equity shares held in the Company
					As Chairperson	As Member	
1	Mr. T N Unni	00079237	Chairman (Non-Executive, Independent Director)	5	2	2	Nil
2	Mr. Kayum Dhanani	00987597	Managing Director (Promoter & Executive Director)	10	Nil	Nil	3,33,400
3	Mr. Rahul Agrawal	07194134	CEO & WTD (Executive Director)	Nil	Nil	Nil	1,00,990
4	Mr. Raof Dhanani	00174654	Non-Executive Director (Promoter)	13	Nil	Nil	Nil
5	Mrs. Suchitra Dhanani	00712187	Non-Executive Director (Promoter)	10	Nil	2	6
6	Mr. Abhay Chaudhari	06726836	Non-Executive Independent Director	2	Nil	2	Nil
7	Ms. Revathy Ashok <sup>#1</sup>	00057539	Non-Executive Independent Director	12	4	10	Nil
8	Mr. Devijit Singh	02275778	Non-Executive Director	7	Nil	Nil	Nil
9	Mr. Natarajan Ranganathan <sup>#2</sup>	00218008	Non-Executive Independent Director	5	1	1	Nil
10	Mr. Tarun Khanna <sup>#3</sup>	02306480	Nominee Director (Non-Executive Director)	2	Nil	Nil	40,000



\*LLPs are considered but Section 8 Companies and Overseas Companies are excluded.

\*\*Reckoned only the memberships/chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of Indian public companies, including committees of Barbeque-Nation Hospitality Limited as per Regulation 26(1)(b) of the SEBI (LODR) Regulations.

#1 Appointed as an Additional Director in the category of Independent Director w.e.f. March 28, 2022.

#2 Resigned from the office of Director of the Company w.e.f. April 16, 2022.

#3 Resigned from the office of Director of the Company w.e.f. February 4, 2022.

#### b) Directorships held in other listed entities:

Names of other listed entities in which Director holds Directorship and the category of Directorship as on March 31, 2022 are given below:

Sl. No.	Name of the Directors	Name of other listed entity	Category of Directorship
1	Mr. T N Unni	Sayaji Hotels Limited	Independent Director
2	Mr. Kayum Razak Dhanani	Nil	NA
3	Mr. Rahul Agrawal	Nil	NA
4	Mr. Raoof Dhanani	Sayaji Hotels Limited	Managing Director
5	Mrs. Suchitra Dhanani	Sayaji Hotels Limited	Whole-Time Director
6	Mr. Abhay Chaudhari	Sayaji Hotels Limited	Independent Director
7	Ms. Revathy Ashok	1. AstraZeneca Pharma India Limited 2. Welspun Corp Limited 3. ADC India Communications Limited 4. Sansera Engineering Limited 5. Qess Corp Limited	Independent Director
8	Mr. Devinjit Singh	Nil	NA
9	Mr. Natarajan Ranganathan	Virtusa Consulting Services Private Limited*	Director
10	Mr. Tarun Khanna	Nil	NA

\*Debt listed Entity

#### c) Attendance of each Director at the Board Meetings and Annual General Meeting (AGM) held during the financial year 2021-22:

Sl. No.	Name of the Directors	No. of Board meetings entitled to attend	No. of Board meetings attended	Whether attended the last AGM held on August 31, 2021
1	Mr. T N Unni	7	7	Yes
2	Mr. Kayum Dhanani	7	7	Yes
3	Mr. Rahul Agrawal	7	7	Yes
4	Mr. Raoof Dhanani	7	6	No
5	Mrs. Suchitra Dhanani	7	4	Yes
6	Mr. Abhay Chaudhari	7	7	Yes
7	Ms. Revathy Ashok	0	0	Not Applicable
8	Mr. Devinjit Singh	7	6	Yes
9	Mr. Natarajan Ranganathan	7	6	No
10	Mr. Tarun Khanna	6	6	Yes

#### d) Board meetings held during the financial year 2021-22:

The Board met at least 1 (one) time in each of the quarter and maximum gap between two consecutive meetings did not exceed 120 (one hundred and twenty) days. During the year under review, the Board met 7 (seven) times as per the details mentioned below.

The agenda and notes thereon for the meeting were circulated to the Directors in advance. Minutes of meetings of the Board are circulated to the Directors within the stipulated time limit and maintained according to the provisions of Secretarial Standards and the Companies Act, 2013.





**g) Performance evaluation of the Board and its criteria:**

The performance evaluation of the Board and its Committees is applicable to the Company from the financial year 2021-22, pursuant to listing of shares of the Company on stock exchanges on April 7, 2021. Accordingly, the annual performance evaluation of the Board, Chairperson, Committees of the Board and of individual Directors, including Independent Directors, was carried out by each Director.

**Performance evaluation of the entire Board:**

Performance of the entire Board was evaluated by each Director on parameters such as discharge of roles and responsibilities, appropriateness of Board size and composition, Board diversity, understanding of operational programmes, meetings of the Board, availability of quality information in a timely manner, etc. Independent Directors also carried out evaluation of the entire Board's performance.

**Performance evaluation of Committees of the Board:**

Board Committees were evaluated by the respective Committee members on parameters such as its role and responsibilities, effective performance of the Committee vis-a-vis assigned role, appropriateness of Committee composition, timely receipt of information by the Committee, knowledge update by the Committee members, etc.

**Performance evaluation of the Chairperson:**

Performance of the Chairperson was evaluated by all the Directors and separately by Independent Directors after considering the views of Executive and Non-Executive Directors on parameters such as external insights into future functioning of the Company, updates with the latest developments, representing concerns of Independent Directors to executive management and overall assessment of the Chairman.

**Performance evaluation of Individual Director:**

All Directors were also evaluated individually by other Directors (except the Director himself being evaluated) on parameters such as participation and contribution by a Director, his/her attendance at Board meetings and preparedness for Board meetings, devotion of time and efforts to understand the Company and its business, quality of contribution at Board meetings, contribution to the development of the Company and general compliance framework and corporate governance of the Company, commitment to the Company, effective deployment of knowledge and expertise, role in Board constituted Committees. Performance evaluation of Non-Independent Directors was carried out by Independent Directors.

**h) Independent Directors:**

Your Company has an appropriate combination of Independent and Non-Independent Directors. The Independent Directors of the Company have been appointed in compliance with the requirements of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and other applicable law for the time in force.

The Company has issued letter of appointment, setting out the terms and conditions of his/her appointment, to all Independent Directors at the time of appointment of Independent Directors. The terms and conditions of appointment of Independent Directors is available on the website of the Company (web link: <https://www.barbequonation.com/corporate-governance-policies>).

At the time of appointment and thereafter at the beginning of each financial year and whenever there is any change in the disclosures already made, Independent Directors submit a declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and the SEBI (LODR) Regulations.

Based on the disclosures/declarations received from all Independent Directors, the Board is of the opinion that all Independent Directors fulfil the conditions specified in the Act and SEBI (LODR) Regulations and are independent of the management. No Independent Director of the Company serves as a Director or as an Independent Director in more than 7 listed companies.

**Familiarization Programmes for Independent Directors:**

Your Company has in place a Familiarization Programme for its Independent Directors. The purpose of the said program is to provide insights and updates of the Company to enable the Independent Directors to understand the business in depth and to contribute their ideas, knowledge and experience with the Company. It also enables the Independent Directors to understand their roles, rights and responsibilities in the Company, nature of industry, Company's strategy, organisational structure, business model, performance updates of the Company, risk management, code of conduct and policies of the Company, etc.

The disclosure on Familiarization Programme for Independent Directors, as required under SEBI (LODR) Regulations, is available on the website of the Company (web link: <https://www.barbequonation.com/corporate-governance-policies>).



### Meeting of the Independent Directors:

Meeting of the Independent Directors, without the attendance of Non-Independent Directors and members of the management of the Company, was held on Tuesday, February 22, 2022. The Independent Directors, inter-alia, evaluated performance of Non-Independent Directors, the Chairperson of the Company and the Board as a whole. They also assessed the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Outcome of the evaluation was submitted to the Chairman of the Company. The Chairman briefed the outcome of performance evaluation to the Board. The Directors discussed and expressed their satisfaction with the entire evaluation process.

### Independent Directors who resigned during the financial year 2021-22 and reasons thereof:

Mr. Natarajan Ranganathan has resigned from the office of Independent Director of the Company w.e.f. April 16, 2022, which is before the expiry of his tenure, mentioning that he did not have sufficient time to devote to the Board of the Company.

He further confirmed that there were no other material reasons for his resignation, other than that as mentioned aforesaid.

#### i) Compliance Certificate by Chief Executive Officer and Chief Financial Officer:

Chief Executive Officer and Chief Financial Officer have together furnished Compliance Certificate, certifying that the Financial Statements for the financial year ended March 31, 2022 do not contain any materially untrue statement and present a true and fair view of the Company's affairs and other matters as specified under Regulation 17(8) read with Part B of Schedule-II of the SEBI (LODR) Regulations, to the Board in compliance with the said regulations. The said Compliance Certificate is annexed to this report as Annexure-1.

#### j) Declaration by Chief Executive Officer and Whole Time Director:

All the members of the Board and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the financial year 2021-22 in compliance with Regulation 26(3) read with Para D of Schedule-V of the SEBI (LODR) Regulations. The declaration signed by the Chief Executive Officer and Whole Time Director to that effect is annexed to this report as Annexure-2.

### 3. COMMITTEES OF THE BOARD:

Your Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on issues and ensure expedient resolution of diverse matters. Each Committee has specific terms of reference, setting forth the purpose, roles and responsibilities of the Committee. Members of the Committee are appointed by the Board as and when required with the consent of majority of the Directors. Further, the Company Secretary of the Company acts as a Secretary to all the Committees. All recommendations of the Committees are placed before the Board for its approval or information, if required. During the financial year ended March 31, 2022, all the recommendations of/submissions by the Committees which were mandatorily required, were accepted by the Board. These Committees usually meet as per statutory and other business requirements. The existing Committees of the Board as on the date of this report are as follows:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders Relationship Committee
- D. Corporate Social Responsibility Committee
- E. Risk Management Committee

The composition of the Committees, brief description of terms of reference and meetings held during the year, and attendance of members at the Committee meeting, are provided hereunder:

#### A. Audit Committee:

- i. Brief description of terms of reference of the Audit Committee are as follows:
  - a) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
  - b) Recommending to the Board, the appointment, re-appointment and replacement, remuneration and terms of appointment of the Statutory Auditor and fixation of audit fee;
  - c) Review and monitor the Auditor's independence and performance and the effectiveness of the audit process;
  - d) Reviewing with the management, annual financial statements and the Auditors' Report thereon before submission to the Board for approval, with particular reference to:



- Scrutiny of inter-corporate loans and investments;
  - Valuation of undertakings or assets of the Company, wherever it is necessary;
  - Evaluation of internal financial controls and risk management systems;
  - Monitoring the end use of funds raised through public offers and related matters;
- e) Such other roles as assigned by the Board from time to time.
- Members of the Audit Committee are financially literate and the Chairperson of the Audit Committee has accounting and financial management expertise. Senior Management Personnel, including Chief Financial Officer, Statutory Auditors and Internal Auditors are invitees to the Audit Committee Meetings.
- ii. Composition of the Audit Committee and meetings held during the financial year:  
Composition of the Audit Committee along with number of meetings and attendance details are mentioned below:

Name of the members	Category	Designation	Meetings	
			Held during tenure	Attended
Mr. T N Unni	Independent Director	Chairman	4	4
Mr. Kayum Dhanani	Executive Director	Member	4	4
Mr. Abhay Chaudhari	Independent Director	Member	4	4

During the financial year 2021-22, 4 (four) Audit Committee meetings were held on May 25, 2021; August 3, 2021; October 29, 2021 and February 3, 2022.

## B. Nomination and Remuneration Committee:

- i. Brief description of terms of reference of the Nomination and Remuneration Committee are as follows:
- a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of Directors, Key Managerial Personnel and other employees;
  - b) Formulation of criteria for evaluation of Independent Directors and the Board;
  - c) Devising a policy on Board diversity;
  - d) Identify persons who are qualified to become Directors or who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every Director's performance;
  - e) Analyzing, monitoring and reviewing various human resource and compensation matters;
  - f) Determining the Company's policy on specific remuneration packages for Executive Directors, including pension rights and any compensation payment, and determining remuneration packages of such Directors; and
  - g) Such other roles as assigned by the Board from time to time.
- ii. Composition of Nomination and Remuneration Committee and meetings held during the financial year:

Composition of Nomination and Remuneration Committee along with number of meetings and attendance details are mentioned below:

Name of the members	Category	Designation	Meetings	
			Held during tenure	Attended
Mr. Abhay Chaudhari	Independent Director	Chairman	6	6
Mr. T N Unni	Independent Director	Member	6	6
Mr. Tarun Khanna*	Non-Executive Director	Member	5	5
Mr. Raof Dhanani**	Non-Executive Director	Member	1	1

\*Mr. Tarun Khanna resigned from the Board and its Committees, wherever he was a member, w.e.f. February 4, 2022.

\*\*Mr. Raof Dhanani was appointed as a member, consequent to the resignation of Mr. Tarun Khanna from the office of Director of the Company and approved by the Board of Directors at their meeting held on February 03, 2022.



During the financial year 2021-22, 6 (six) meetings of Nomination and Remuneration Committee were held on May 24, 2021; June 25, 2021; August 3, 2021; October 29, 2021; February 3, 2022 and March 28, 2022.

iii. Performance evaluation criteria for Independent Directors:

The criteria for performance evaluation of Directors, including Non-Executive Directors and Independent Directors of the Company is determined by the Nomination and Remuneration Committee. The list of criterion factors based on which Independent Directors were evaluated includes participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, role in Board constituted committees, integrity and maintenance of confidentiality and independence of behaviour and judgement, fulfilment of criteria of independence and their independence from the Management.

**C. Stakeholders Relationship Committee**

i. The brief description of terms of reference of Stakeholders Relationship Committee are as follows:

- a) Redressal of grievances of shareholders, debenture holders and other security holders, including but not limited to the complaints with respect to transfer of shares, non-receipt of declared dividends, Annual Financial Statements, Annual Report or any other documents or information to be sent by the Company to its shareholders;
- b) Consider and approve the allotment of equity shares consequent to the exercise of stock options in accordance with the Employee Stock Option Plan of the Company;
- c) To approve the offer letter and allotment of shares on preferential basis, rights issue, and approval of Form PAS-4 and PAS-5 and carry out all activities incidental thereto;
- d) To approve and register transfer and/or transmission of equity shares, preference shares, debentures or any other securities of the Company;
- e) To subdivide, consolidate and issue equity share certificates, preference share certificates, debenture certificates and/or any other securities certificates on behalf of the Company;
- f) To issue duplicate equity share certificates, preference share certificates, debenture certificate and/or any other securities' certificates;
- g) To apply for dematerialisation of equity shares, preference shares, debentures or any other securities of the Company; and
- h) Such other roles as assigned by the Board from time to time.

ii. Composition of Stakeholders Relationship Committee and meetings held during the financial year:

Composition of the Stakeholders' Relationship Committee along with the number of meetings and attendance details are mentioned below:

Name of the members	Category	Designation	Meetings	
			Held during tenure	Attended
Mr. Abhay Chaudhari	Independent Director	Chairman	5	5
Mr. T N Unni	Independent Director	Member	5	4
Mr. Kayum Dhanani	Executive Director	Member	5	5
Mr. Rahul Agrawal	Executive Director	Member	5	5
Mr. Tarun Khanna#	Non-Executive Director	Member	5	3

# Mr. Tarun Khanna resigned from the Board and its Committees, wherever he was a member, w.e.f. February 4, 2022.

During the financial year 2021-22, 5 (five) meetings of Stakeholders' Relationship Committee were held on August 3, 2021; August 27, 2021; September 4, 2021; October 29, 2021 and February 3, 2022.

iii. Name and designation of the compliance officer:

Ms. Nagamani C Y, Company Secretary & Compliance Officer.

iv. The number of shareholders' complaint(s) received, not resolved and pending at the end of the financial year 2021-22 are mentioned below:



Number of shareholders' complaints received during the financial year	3
Number of complaints not solved to the satisfaction of shareholders	0
Number of pending complaints	0

#### D. Corporate Social Responsibility (CSR) Committee:

##### i. Brief description of terms of reference of the Corporate Social Responsibility Committee are as follows:

- a) Formulating and recommending to the Board the Corporate Social Responsibility Policy of the Company, including any amendments thereto in accordance with Schedule VII of the Companies Act, 2013 and the rules made thereunder;
- b) Identifying Corporate Social Responsibility Policy partners and Corporate Social Responsibility Policy Programmes;
- c) Recommending the amount of corporate social responsibility policy expenditure for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- d) Identifying and appointing the corporate social responsibility team of the Company, including corporate social responsibility manager, wherever required; and
- e) Such other roles as assigned by the Board from time to time.

##### ii. Composition of the Corporate Social Responsibility Committee and meetings held during the financial year:

Composition of the Corporate Social Responsibility Committee along with number of meetings and attendance details are mentioned below:

Name of the members	Category	Designation
Mr. T N Unni	Independent Director	Chairman
Mr. Abhay Chaudhari	Independent Director	Member
Mr. Kayum Dhanani	Executive Director	Member
Mrs. Suchitra Dhanani	Non-Executive Director	Member
Mr. Tarun Khanna#	Non-Executive Director	Member

#Mr. Tarun Khanna resigned from the Board and its Committees, wherever he was a member, w.e.f. February 4, 2022.

During the financial year 2021-22, no CSR Committee meetings were held.

#### E. Risk Management Committee

Considering the market capitalization of the Company for the financial year 2021-22, the Board in its meeting held on March 28, 2022 constituted the Risk Management Committee.

##### i. Brief description of terms of reference of Risk Management Committee are as follows:

- a) To formulate a detailed risk management policy which shall include:
  - i. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cybersecurity risks or any other risk as may be determined by the Committee.
  - ii. Measures for risk mitigation including systems and processes for internal control of identified risks.
  - iii. Business continuity plan.
- b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;





- e) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- f) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- g) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors; and
- h) Such other roles as assigned by the Board from time to time.
- ii. Composition of the Risk Management Committee and meetings held during the financial year:

Name of the members	Category	Designation
Mr. Kayum Dhanani	Executive Director	Chairman
Mr. Rahul Agrawal	Executive Director	Member
Ms. Revathy Ashok	Independent Director	Member

Meeting of Risk Management Committee: Not Applicable (since the Committee was constituted at the end of financial year 2021-22, no Risk Management Committee meetings were held).

#### F. Initial Public Offer (IPO) Committee:

Considering the materialization of purpose for which the IPO Committee was constituted, the Board in its meeting held on March 28, 2022 has dissolved the said Committee with effect from the said date.

## 4. REMUNERATION OF DIRECTORS:

### A. EXECUTIVE DIRECTORS:

- i. Mr. Kayum Dhanani – Managing Director:

The Company is not paying any remuneration to Mr. Kayum Dhanani.

- ii. Mr. Rahul Agrawal - Chief Executive Officer & Whole Time Director:

- a) The details of remuneration paid to Mr. Rahul Agrawal during the financial year 2021-22 are disclosed below:

Particulars	Amt. (in Rs.)
Salary and allowances	1,42,67,577
Variable pay	-
One-time bonus*	1,00,00,000
Perquisites#	5,87,26,760
Others (Mediclain, Provident Fund)	4,51,555
<b>Total</b>	<b>8,34,45,893</b>

\*Mr. Rahul Agrawal was paid one-time bonus of Rs.1 crore pursuant to the resolution passed by the shareholders of the Company at the Annual General Meeting held on 31st August 2021.

#Perquisites value earned consequent to the exercise of 60,000 ESOPs is Rs.5,84,95,200/-, which is included above.

- b) Details of Employee Stock Options (ESOPs):

Date of grant	No. of Options granted (including re-issue)	Period of vesting	Options exercised (as on 31/03/2022)
		2,00,000 Options were vested on October 2021	60,000
October 2020	2,98,214	98,214 Options will vest in multiple tranches over a period of 3 years from the date of Grant	Nil
October 2021	89,200	100% of Options will vest after a period of 3 years	Nil

- c) Service Contracts, Notice Period, Severance Fees:

Service contracts	There is no separate service contract executed for the appointment of Mr. Rahul Agrawal.
Notice period	He may resign from the office of Director of the Company by giving sixty (60) days written notice, as per the Company's Policy.
Severance fees	The Company is not obligated to pay any severance fees in case of any termination.



## d) Other Notes:

- Incentives, personal accident and term life insurance, mediclaim coverage, etc., will be as per Company's policy.
- The variable pay of Mr. Rahul Agrawal is linked to the desired performance and business objectives of the organization. The criteria for variable pay, which is paid out annually, includes financial parameters like revenue and other strategic goals.

**B. NON-EXECUTIVE DIRECTORS:**

## a) All pecuniary relationship or transactions of Non-Executive Directors vis-à-vis the Company:

During the year under review, no such relationship or transaction were identified with the Non-Executive Directors.

## b) Criteria of making payments to Non-Executive Directors:

The Company is not paying any remuneration to Non-Executive Directors of the Company, except sitting fees of Rs.25,000/- for attending each Board meeting.

Further, in the Board meeting held on May 18, 2022, the Board passed a resolution approving the payment of sitting fees only to Independent Directors for attending the Board and Committee meetings. The revised sitting fees schedule is as follows:

Category of Director	Sitting Fees for each (Amount in Rs.)*				
	Board meeting	Committee Meetings			
		Audit Committee meeting	Nomination & Remuneration Committee meeting	Risk Management Committee meeting	Stakeholders' Relationship Committee meeting
Independent Director	75,000		40,000		20,000

\*The payment of sitting fees is subject to deductions, if any, under tax laws for the time being force.

Except for Mr. Tarun Khanna and Mr. Devijit Singh, other Non-Executive Directors, including Independent Directors were paid remuneration by way of sitting fees for attending the Board meetings. The details of sitting fees paid during the financial year 2021-22 are disclosed below:

Sl. No.	Name of Director	Sitting fees paid for the financial year 2021-22 (in Rs.)
1.	Mr. T N Unni	1,75,000
2.	Mr. Abhay Chintaman Chaudhari	1,75,000
3.	Mr. Natarajan Ranganathan	1,50,000
4.	Mrs. Suchitra Dhanani	1,00,000
5.	Mr. Raoof Razak Dhanani	1,50,000
	<b>Total</b>	<b>7,50,000</b>

The Company has not executed any service contract with any of the Directors of the Company.

**5. CODES AND POLICIES:**

Pursuant to the provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has adopted the following codes and policies:

- i. Code of conduct for prevention of insider trading;
- ii. Code of conduct for board of directors and senior management personnel;
- iii. Nomination & remuneration policy;
- iv. Code for fair disclosure of unpublished price sensitive information;
- v. Policy on board diversity;
- vi. Policy for determining materiality of event or information;
- vii. Policy on familiarization programmes for Independent Directors;
- viii. Policy for determining material subsidiaries;
- ix. Policy on preservation of documents/archival policy on website;
- x. Policy of related party transactions;



- xi. Corporate Social Responsibility policy;
- xii. Risk management policy;
- xiii. Whistle blower policy/vigil mechanism; and
- xiv. Dividend distribution policy.

The aforesaid policies are made available on the website of the Company (web link: <https://www.barbequonation.com/corporate-governance-policies>).

## 6. GENERAL BODY MEETINGS:

- a) Details of Annual General Meetings (AGMs) held during the last 3 (three) financial years is mentioned below:

Financial year	Date	Time (IST)	Place/Location	No. of agenda items approved through Special Resolution
2020-21 (15th AGM)	31-08-2021	11:30 AM	Video Conference	2
2019-20 (14th AGM)	31-12-2020	10:00 AM	<b>Registered Office:</b> Sy. No. 62, Site No. 13, 6th Cross, NS Palya, BTM Layout, Bengaluru- 560 076	2
2018-19 (13th AGM)	23-07-2019	11:00 AM	<b>Registered Office:</b> "Prestige Zeenath", 3rd Floor, Municipal No. 8/1, Residency Road, Richmond Town, Bengaluru- 560 025, Karnataka, India	3

AGM held on	List of Special Resolutions passed
31-08-2021	<ol style="list-style-type: none"> <li>1. Appointment of Mr. Tarun Khanna (DIN: 02306480) as a Nominee Director of the Company.</li> <li>2. Approval of the revision in payment of remuneration to Mr. Rahul Agrawal (DIN: 07194134), Chief Executive Officer &amp; Whole-Time Director.</li> </ol>
31-12-2020	<ol style="list-style-type: none"> <li>1. Approval of the appointment of Mr. Natarajan Ranganathan (DIN: 00218008) as an Independent Director of the Company.</li> <li>2. Approval of the issue of equity shares through Private Placement on a Preferential basis.</li> </ol>
23-07-2019	<ol style="list-style-type: none"> <li>1. Modification of Employees Stock Option Plan 2015:               <ol style="list-style-type: none"> <li>a) Increase in number of options in Barbeque-Nation Hospitality Limited-Employees Stock Option Plan 2015 "ESOP Plan 2015".</li> <li>b) Insertion of new provision under clause 7.2 with respect to exercise of options by the employees who resign.</li> </ol> </li> <li>2. Re-appointment of Mr. T N Unni as an Independent Director.</li> <li>3. Approval of Initial Public Offer of equity shares.</li> </ol>

All resolutions moved at the Annual General Meetings were passed by means of electronic voting or by show of hands by the requisite majority of members present at the meeting.

- b) Special Resolutions passed through Postal Ballot during the financial year 2021-22:

During the financial year, no special resolutions were passed through postal ballot by shareholders of the Company.

- c) Special Resolutions proposed to be passed through Postal Ballot:

In the Board meeting held on March 28, 2022, the Board passed resolution for Appointment of Ms. Revathy Ashok (DIN: 00057539) as an Independent Director of the Company and also resolved to seek the approval of shareholders for the same.

Further, the Postal Ballot notice was circulated to the shareholders of the Company on April 28, 2022, for seeking their approval for the following businesses through Postal Ballot by remote e-voting process:

1. Re-appointment of Mr. Kayum Razak Dhanani (DIN: 00987597) as Managing Director of the Company (Ordinary Resolution).
2. Appointment of Ms. Revathy Ashok (DIN: 00057539) as an Independent Director of the Company (Special Resolution).



#### Details of Postal Ballot and e-voting are as follows:

Cut-off date for the purpose of circulating postal ballot notice and e-voting	April 22, 2022
Date of circulation of Postal Ballot Notice	April 28, 2022
e-voting agency	Central Depository Services (India) Limited
Name of Scrutinizer appointed for the purpose of conducting Postal Ballot e-voting process	Mr. Parameshwar G. Bhat, Practicing Company Secretary (C.P. No.:11004; Membership No.: FCS 8860)
Commencement of e-voting	From 09:00 A.M. (IST) on Friday, April 29, 2022
End of e-voting	Up to 05:00 P.M. (IST) on Saturday, May 28, 2022

### 7. MEANS OF COMMUNICATION:

Your Company believes that the prompt and timely communication of information to the investors and shareholders reflects that the transparency and good corporate governance practice of an organization.

#### a) Financial Results and newspaper publication:

The quarterly, half-yearly and annual financial results are regularly submitted to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where shares of the Company are listed. The financial results are generally published in Financial Express (English newspaper-all India edition) and Hosa Digantha (Kannada-Regional newspaper) and simultaneously uploaded on the Company's website.

#### b) Website:

Your Company has an active website ([www.barbequonation.com](http://www.barbequonation.com)) and has separate section for investors called "Investor Relations". Various sections of the Investor Relations tab keeps investors updated on the key and material developments of the Company by providing timely information like brief profile of the Company, Board structure and Committees of the Board, press release, financial results, presentations made to institutional investors or analysts, annual reports, shareholding pattern, codes and policies, stock exchange filings, etc.

#### c) Investors/Analyst Meets:

Your Company holds meetings with the analyst/investor, post disclosure of financial results in each quarter. The detailed schedule of analyst/investor meet and presentation made before them are disseminated to the stock exchanges and also uploaded on the Company's website at [www.barbequonation.com](http://www.barbequonation.com). The audio recordings and transcripts of analyst/investor meet are also available on the Company's website, as applicable.

### 8. GENERAL SHAREHOLDER INFORMATION:

#### a) Annual General Meeting:

Date	September 6, 2022
Time	11:00 AM (IST)
Venue	Through Video Conference (VC) or Other Audio Visual Means (OAVM)

For more details, please refer the Notice of 16th Annual General Meeting which is annexed with the Annual Report and is also available on the website of the Company.

#### b) Financial year:

The Company's financial year begins on April 1 and ends on March 31.

#### c) Dividend payment date:

Your Company has not declared any dividend for the financial year 2021-22.



- d) The name and address of each of the stock exchange(s) at which the Company's securities are listed and Stock Code/Symbol:

Name and address of Stock Exchanges	Stock Code/Symbol
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	543283
National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051	BARBEQUE

Your Company has paid the listing fees for the financial year 2022-23 to the Stock Exchanges where the shares of Company are listed.

- e) International Securities Identification Number (ISIN) Number of the Security:

The Company has only one class of equity shares and the ISIN is INE382M01027.

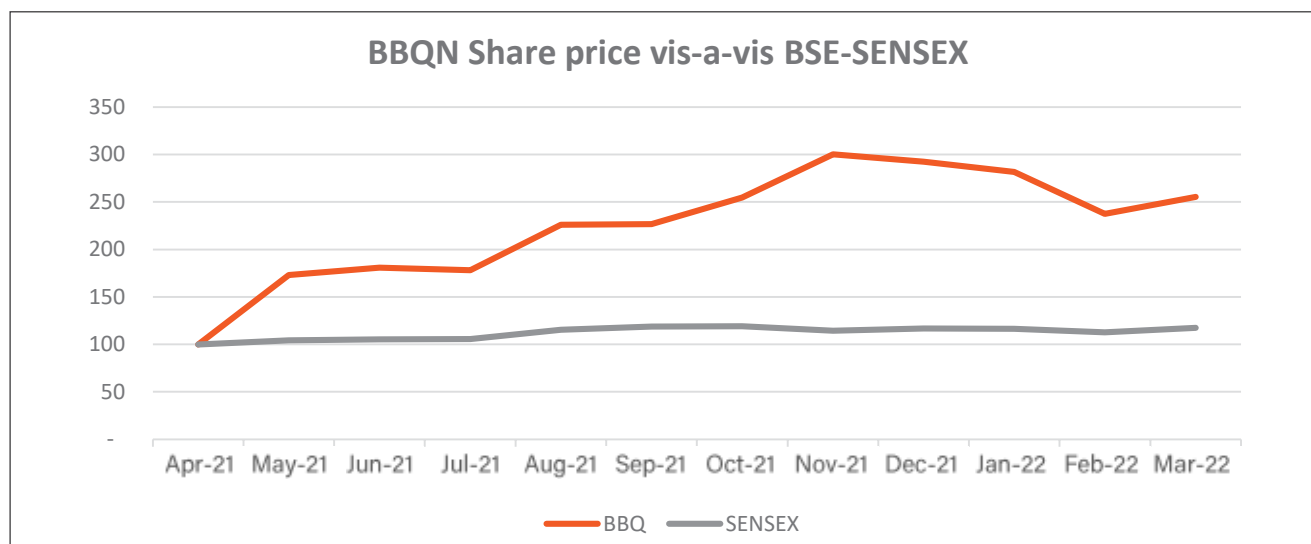
- f) Stock market price data:

Monthly high & low (based on daily closing prices) during each month of the financial year 2021-22 on BSE and NSE is mentioned below:

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2021	839	481	834	482
May 2021	954	553	953	552
June 2021	979	774	980	773
July 2021	949	850	950	851
August 2021	1,271	870	1,268	880
September 2021	1,216	1,069	1,217	1,090
October 2021	1,340	1,074	1,342	1,074
November 2021	1,950	1,230	1,946	1,236
December 2021	1,553	1,180	1,554	1,110
January 2022	1,539	1,310	1,540	1,310
February 2022	1,523	1,130	1,524	1,126
March 2022	1,327	1,153	1,327	1,151

- g) Company's share performance (i.e. closing share price on last trading day of each month) in comparison to BSE-SENSEX and NSE-NIFTY:

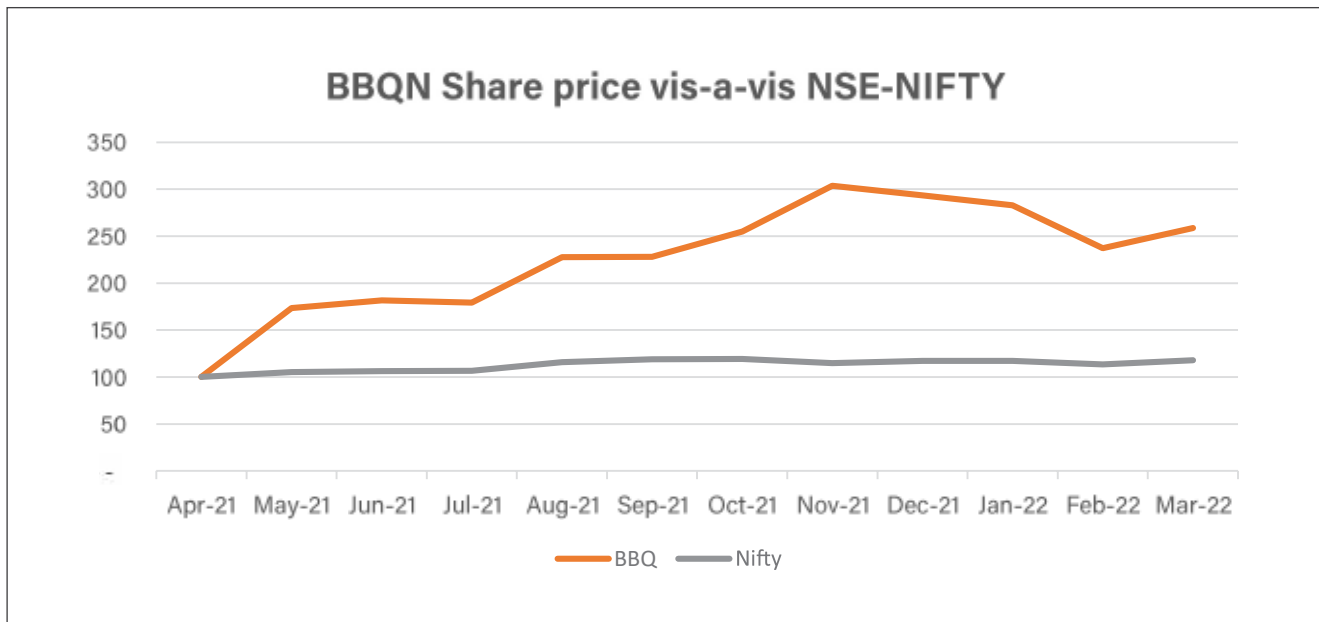
- i. Company's share performance (BBQN) in comparison to BSE-SENSEX:



Note: For the purpose of the above graph, base value is taken as 100 as on April 2021



ii. Company's share performance (BBQN) in comparison to NSE-NIFTY:



Note: For the purpose of the above graph, base value is taken as 100 as on April 2021

h) Whether securities of the Company are suspended from trading during the financial year 2021-22:

No.

i) Registrar and Share Transfer Agents (RTA):

Link Intime India Private Limited is the Registrar and Share Transfer Agent ('RTA') of the Company. All the investor related activities are attended to and processed by the Company's RTA, including issue of new shares, transfer/transmission of shares, change of mandate, dematerialisation and rematerialisation of shares. The contact details of RTA are furnished below:

Link Intime India Private Limited

247 Park, C 101 1st Floor, LBS Marg, Vikhroli (W), Mumbai - 400083, Maharashtra, India. Tel: +91 22 49186000.

Detailed list of Link Intime Offices is available at their website ([www.linkintime.co.in](http://www.linkintime.co.in)).

j) Share Transfer System:

The entire shares of the Company are in dematerialized form and the Company does not have any shares in physical form. The transfer and transmission of shares are carried out through Depositories & Depository Participants based on the request of beneficial owner/s.

k) Summary of category-wise Shareholding pattern and distribution of shareholding as on March 31, 2022:

i. Summary of category-wise Shareholding pattern as on March 31, 2022:

Category of Shareholders	Number of equity shares held	% of shareholding
Promoter & Promoter Group	13,403,843	34.45
Mutual Funds	4,393,092	11.29
Alternate Investment Funds	1,707,405	4.39
Foreign Portfolio Investors	4,441,760	11.42
Insurance Companies	564,283	1.45
Bodies Corporate	3,884,755	9.98
Limited Liability Partnerships	710,211	1.83



Category of Shareholders	Number of equity shares held	% of shareholding
Clearing Members	19,845	0.05
Foreign Company	7,403,764	19.03
Hindu Undivided Family	22,277	0.06
Trusts	127,206	0.33
Indian Public	2,051,175	5.27
Non-Resident Indians (NRI)	179,550	0.46
<b>Total</b>	<b>38,909,166</b>	<b>100.00</b>

ii. Distribution of Shareholding as on March 31, 2022:

Distribution range (No. of shares)		No. of shareholders	% of Total shareholders	Total no. of shares for the range	% of issued capital
From	To				
1	500	25,654	98.6465	682246	1.7534
501	1000	136	0.5230	106481	0.2737
1001	2000	54	0.2076	77354	0.1988
2001	3000	23	0.0884	58671	0.1508
3001	4000	10	0.0385	34761	0.0893
4001	5000	12	0.0461	57805	0.1486
5001	10000	22	0.0846	172302	0.4428
10001 and above		95	0.3653	37719546	96.9426
<b>Total</b>		<b>26,006</b>	<b>100.0000</b>	<b>38909166</b>	<b>100.0000</b>

l) Dematerialization of shares and liquidity:

As on March 31, 2022, the entire shares of your Company are in dematerialized form and the Company does not have any shares in physical form. As on the date of this report, the equity shares are frequently traded on the BSE and NSE. The shares of the Company are held with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and break-up of the same is as follows:

Name of the Depository	No. of shares	% of shares
NSDL	2,25,34,309	57.92
CDSL	1,63,74,857	42.08
<b>Total</b>	<b>3,89,09,166</b>	<b>100.00</b>

m) Outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or Warrants or any convertible instruments, conversion date and likely impact on equity:

During the financial year, the Company has not issued any Foreign Currency Convertible Bonds (FCCBs)/GDRs/ADRs/Warrants or any convertible instruments and has no outstanding FCCBs/GDRs/ADRs/Warrants or any convertible instruments as of March 31, 2022.

n) Commodity price risk or foreign exchange risk and hedging activities:

Your Company is exposed to risk of price fluctuation in few raw materials/commodities being used by the Company to prepare the food items which are served at the restaurants. However, there is a limited price risk attached to these as there is no significant dependency on any single commodity.

Further, the Company is mitigating the risks of price volatility by proactively entering into yearly/quarterly/monthly contracts with suppliers depending upon volatility and seasonality of the base commodity. The Company has a framework and governance mechanism in place to ensure that its interests are protected from the market volatility in terms of price and availability.



As per the Company's Policy for Determination of Materiality of Events and Information, the Company does not have material exposure to any commodity and accordingly, no hedging activities for the same are carried out. Therefore, the disclosures as required under SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated November 15, 2018 are not applicable to the Company.

o) Restaurants/Outlet locations:

As on March 31, 2022, the Company had 185 restaurants on a consolidated basis, which includes 168 Barbeque Nation restaurants in India, 6 Barbeque Nation restaurants outside India and 11 Toscano restaurants.

The location of each Barbeque Nation restaurants are available on the website of the Company at [www.barbequonation.com](http://www.barbequonation.com) and location of each Toscano restaurants are available at <https://toscano.world/>.

p) Address for correspondence:

For shareholders' grievance redressal:		
<b>Company Secretary &amp; Compliance Officer:</b> Ms. Nagamani C Y Email: <a href="mailto:compliance@barbequonation.com">compliance@barbequonation.com</a> "Saket Callipolis", Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035, Karnataka, India	<b>Registrar and Share Transfer Agent:</b> Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083, Maharashtra, India Tel: +91 22 49186000 Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>	<b>For institutional investors: Chief Financial Officer</b> Mr. Anurag Mittal Email: <a href="mailto:investor@barbequonation.com">investor@barbequonation.com</a> "Saket Callipolis", Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035, Karnataka, India

q) Credit Ratings:

During the financial year 2021-22, ICRA Limited, a credit rating agency, has upgraded its credit rating on the bank facilities availed by the Company as hereunder:

**Details of the bank limits rated by ICRA (Rated on Long-Term Scale)**

Name of the Bank & Instrument Details	Amount (Rs. Cr.)	Rating assigned
Axis Bank	6.50	[ICRA]A- (Stable)
<b>Total limits rated on LT Scale</b>	<b>6.50</b>	

**Details of the bank limits rated by ICRA (Rated on Short-Term Scale)**

Name of the Bank & Instrument Details	Amount (Rs. Cr.)	Rating assigned
Axis Bank	5.00	
IndusInd Bank	15.00	[ICRA]A2+
<b>Total limits rated on ST Scale</b>	<b>20.00</b>	

**9. OTHER DISCLOSURES:**

**a) Related Party Transactions:**

Your Company has not entered into any materially significant transactions with the related parties that may have potential conflict with the interests of the Company at large. The details of related party transactions are provided in Notes to Financial Statements (both Standalone and Consolidated), as per the applicable Accounting Standards.

**b) Details of Non-Compliances and penalties imposed:**

The shares of your Company are listed and started trading on the Stock Exchanges with effect from April 7, 2021. During the financial year or in the last three (3) years, there were no cases of non-compliance by the Company and no penalties or strictures were imposed on the Company either by the Stock Exchanges or SEBI or any other statutory authority for the non-compliance of any matter related to capital markets.





**c) Vigil Mechanism/Whistle Blower Policy:**

Pursuant to Section 177 of the Companies Act, 2013 and the rules made thereunder and SEBI (LODR) Regulations, your Company has in place Whistle Blower Policy for Directors and employees to report any genuine concerns, unethical behaviours, misuse of unpublished price sensitive information, actual or suspected fraud or violation of Company's Code of Conduct. The vigil mechanism provides adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism.

The said policy is available on the website of the Company at <https://www.barbequonation.com/corporate-governance-policies>.

The Company affirms that no personnel has been denied access to the Audit Committee.

**d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

Your Company has complied with all the applicable mandatory requirements of SEBI (LODR) Regulations. Details of adoption of non-mandatory requirements are provided in clause 11 below.

**e) Web link for Policy on determination of Material Subsidiaries and Policy on Related Party Transactions of the Company:**

Aforementioned policies can be accessed at <https://www.barbequonation.com/corporate-governance-policies>

**f) Disclosure of commodity price risks and commodity hedging activities:**

As disclosed in point no. 8(n) above, the disclosures as required under SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/000000141 dated November 15, 2018 are not applicable to the Company.

**g) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):**

**i. Funds raised through preferential allotment:**

During the financial year 2021-22, the Company has raised Rs.99.99 crores through Preferential allotment in accordance with provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and the rules made thereunder.

During the financial year 2021-22, the Company has utilized Rs.59.61 crores for the purpose for which it has been raised as mentioned in the explanatory statement to the notice of general meeting and has Rs.40.38 crores which is unutilized as on March 31, 2022. The funds which remain unutilized are temporarily invested in the Fixed Deposits.

The funds raised are being utilized for the purpose for which it has been raised as mentioned in the explanatory statement to the notice of general meeting and there are no deviations in the utilization of the same.

**ii. Funds raised through qualified institutions placement:**

During the financial year, the Company has not raised any funds through qualified institutions placement.

**h) Certificate from Practicing Company Secretary on Non-Disqualification of Directors:**

The Company has obtained a certificate from a Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority in accordance with SEBI (LODR) Regulations. The said Certificate is annexed to this report as Annexure-3.

**i) Recommendation of Committees:**

During the financial year, the Board of Directors of the Company had accepted recommendations of all the committees of the Board, which were mandatorily required.

**j) Auditors' Remuneration:**

The details of total fees paid by the Company to Deloitte Haskins & Sells, the Statutory Auditors, for all services including the reimbursement of out of pocket expenses during the financial year 2021-22, are as follows:



Particulars	Amount (in Rs. million)
For statutory audit and quarterly reviews	6.00
Other services (including reimbursement of expenses)	0.68
Taxes thereon	1.08
<b>Total</b>	<b>7.76</b>

**k) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Disclosed separately in the Board's Report.

**l) Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested:**

During the financial year 2021-22, the Company and its subsidiaries have not granted any loans or advances to firms/companies in which the Directors are interested.

**10. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT UNDER SUB-PARAS (2) TO (10) OF SECTION C OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IF ANY:**

Your Company has fully complied with all the requirements of corporate governance report under sub-paras (2) to (10) of para C of Schedule V of SEBI (LODR) Regulations and there are no such non-compliances in the said report.

**11. DISCRETIONARY REQUIREMENTS:**

Your Company has adopted the following discretionary requirements as specified in Part E of Schedule II of SEBI (LODR) Regulations:

**a) The Chairman:**

The Chairman of the Company is a Non-Executive Director and is allowed for the reimbursement of expenses incurred in performance of his duties.

**b) The Chairman and the Managing Director or the Chief Executive Officer:**

Your Company has appointed separate persons for the offices of Chairman, Managing Director and Chief Executive Officer.

The Chairman of the Company is a Non-Executive Director and is not related to any Director or Key Managerial Personnel of the Company. The Chairman is not holding any office of Managing Director or Chief Executive Officer in the Company.

**c) Modified Opinion(s) in Audit Report:**

The Auditors of the Company have issued Audit Reports with unmodified opinion on the standalone and consolidated financial statements for the financial year ended March 31, 2022 and there are no qualifications in the Audit Report.

**d) Reporting of Internal Auditor:**

The Internal Auditors report directly to the Audit Committee and attend the Audit Committee meetings held every quarter and present their report.

**12. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:**

Particulars	No. of shareholders	No. of shares
Aggregate number of shareholders and the outstanding shares in suspense account lying at the beginning of the year	1	30
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	1	30
Number of shareholders to whom shares were transferred from suspense account during the year	1	30
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	0	0

*Note: Due to non-availability of the correct Demat Account details, RTA has not been able to transfer 30 equity shares to the applicant who has applied in Initial Public Offer (IPO) of the Company. Hence, the RTA has transferred those 30 equity shares to a separate securities suspense account in the name of 'LIIPL-UNCLAIMED SECURITIES SUSPENSE ACCOUNT'.*

*Those shares were transferred to the allottee after receipt of correct demat account details from him and no shares of the Company are outstanding in the Demat Suspense Account/Unclaimed Suspense Account as at the end of financial year.*

**13. DISCLOSURE ON COMPLIANCE WITH CORPORATE GOVERNANCE AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

Your Company is in compliance with the mandatory Corporate Governance requirements of the SEBI (LODR) Regulations. Further, the Company confirms the compliance with Corporate Governance requirements as specified in Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the SEBI (LODR) Regulations.

The Company has obtained a certificate from Mr. Vijaykrishna K T, a Practising Company Secretary, on compliance of conditions of corporate governance as stipulated in SEBI (LODR) Regulations. The said certificate is annexed to the Board's Report.



## Annexure-1 to the Corporate Governance Report

**COMPLIANCE CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
(Pursuant to Regulation 17(8) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015)**

To,  
The Board of Directors  
**Barbeque-Nation Hospitality Limited**

We, Mr. Rahul Agrawal, Chief Executive Officer & Whole-Time Director and Mr. Amit V Betala, Chief Financial Officer of Barbeque-Nation Hospitality Limited (the "Company"), to the best of our knowledge and belief, hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of our knowledge and belief, we state that:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee:
1. significant changes, if any, in internal control over financial reporting during the year;
  2. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Barbeque-Nation Hospitality Limited**

**Rahul Agrawal**  
CEO & Whole Time Director

**Amit V Betala**  
Chief Financial Officer

**Place:** Bengaluru

**Date:** May 18, 2022



Annexure-2 to the Corporate Governance Report

### **ANNEXURE-2 TO THE CORPORATE GOVERNANCE REPORT**

**(Pursuant to Part D of Schedule V of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015)**

I, Mr. Rahul Agrawal, Chief Executive Officer & Whole-Time Director of Barbeque-Nation Hospitality Limited (the "Company"), hereby declare that all the members of Board and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the financial year 2021-22.

For Barbeque-Nation Hospitality Limited

**Rahul Agrawal**

CEO & Whole Time Director

DIN: 07194134

**Place:** Bengaluru

**Date:** May 18, 2022



Annexure-3 to the Corporate Governance Report

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

**The Members**

Barbeque-Nation Hospitality Limited  
"Saket Callipolis", Unit No. 601 & 602,  
6th Floor, Doddakannalli Village,  
Varthur Hobli, Sarjapur Road,  
Bangalore - 560035

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Barbeque-Nation Hospitality Limited (hereinafter referred to as 'the Company') having CIN: L55101KA2006PLC073031 and having the Registered Office at "Saket Callipolis", Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bangalore - 560035, produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2022 has been debarred or disqualified from being appointed or continuing as Directors of companies by Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1	Mr. Thottappully Narayanan Unni	00079237	09/02/2009
2	Mr. Kayum Razak Dhanani	00987597	30/11/2012
3	Mr. Raoof Razak Dhanani	00174654	01/07/2015
4	Mrs. Suchitra Dhanani	00712187	01/07/2015
5	Ms. Ashok Revathy	00057539	28/03/2022
6	Mr. Devinjit Singh	02275778	31/12/2020
7	Mr. Abhay Chintaman Chaudhari	06726836	28/02/2017
8	Mr. Rahul Agrawal	07194134	31/12/2020

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore  
Date: 18.05.2022

**Vijaykrishna K T**  
Practising Company Secretary  
FCS No.: 1788; C P No.: 980  
UDIN:F001788D000341017



# MANAGEMENT DISCUSSION AND ANALYSIS

## ECONOMIC REVIEW

### Global economy

The year 2021 could be broadly portrayed as one of both uncertainty and hope. It saw the rise of the new Delta and Omicron variants of the coronavirus; yet, it also witnessed global immunisation coverage through the remarkable discovery of effective vaccines. Furthermore, governments and central banks the world over opened the gates of monetary stimulus with a view to mitigate the worst effects of the virus, especially on vulnerable segments, such as contact-intensive businesses and low-income households.

Even so, continued pandemic flare-ups, including rising caseloads in countries like China that have articulated a zero-COVID tolerance policy, highlight the fragility of economic recovery, which has been further compounded by two major global events comprising the Russian invasion of Ukraine and rising inflationary pressures. Both of these have enforced a sharp rise in global commodity prices, including crude oil and natural gas, so much so that central banks the world over have reversed their policy stance much earlier than anticipated - from an accommodative monetary policy to now raising rates with the spectre of inflation spiralling out of control.

Notably, increased vaccination pace and progressive withdrawal of lockdown measures has contributed to the return of consumer sentiment, which, together with release of pent-up demand has lifted economic growth and swung it into positive territory. Moreover, the pick-up in industrial activity and trade and commerce has also contributed to the uptick in growth.

As far as the global growth outlook is concerned, the tail end of 2021 witnessed the emergence of Omicron, which pressed countries to reimpose shutdowns and mobility restrictions, though on a partial scale. The sense of fear also resurfaced, especially on account of the more contagious nature of the variant, and hence consumer sentiment took a hit, with the result that the global economy entered 2022 in a weaker position.

The pandemic has also led to a sizeable increase in sovereign debt. In emerging market middle income economies, the debt-to-GDP ratio reached 60% in 2021. Moreover, 60% of low-income developing countries are in debt distress or are at high risk.

These factors are likely to postpone a full-fledged recovery and cause global economies to remain in a state of flux in 2022 that will be characterised by cautious optimism, yet the expectation of heightened vigilance.

According to the International Monetary Fund's World Economic Outlook (WEO) of April 2022, global growth is projected to slow down from an estimated 6.1% in 2021 to 3.6% in 2022.

The Russia-Ukraine war has also had a deep economic impact on a global scale, with war-induced commodity price increases and broadening price pressures leading to inflation. Earlier, primary commodity prices had already risen by about 24% between August 2021 and February 2022. Crude oil prices increased by 36% during the same period.

Before the war, inflation had already become deep seated with soaring commodity prices and pandemic-induced demand and supply imbalances. The IMF projects 2022 inflation levels at 5.7% in advanced economies and 8.7% in emerging markets and developing economies.

The inflationary shock waves felt across the globe are primarily due to supply constraints of commodities from the two countries at war, which has led to a sharp increase in prices. Russia is a major supplier of oil, gas and metals, and Ukraine of wheat and corn, and the anticipated decline in the supply of these key commodities has shored up their prices, leading to heightened inflation.

Although the economic fallout due to the war will ease eventually as global production will pacify price rise and new capacity becomes operational, supply shortages would remain in some sectors, leading to elevated inflation. The central banks will be in a dilemma to contain price pressures or safeguard growth. Interest rates are expected to rise, exerting further pressure.

There has been a significant chasm between the economic recovery of advanced economies and the emerging market and developing ones. These price pressures have led to a tightening of monetary policy in many countries. Risks to economic prospects have risen and policy implementation has becoming more challenging.



## World Economic Outlook projections (% change)

	2021	2022 (P)	2023 (P)
<b>World Output</b>	<b>6.1</b>	<b>3.6</b>	<b>3.6</b>
<b>Advanced Economies</b>	<b>5.2</b>	<b>3.3</b>	<b>2.4</b>
• United States	5.7	3.7	2.3
• Euro Area	5.3	2.8	2.3
• Japan	1.6	2.4	2.3
• United Kingdom	7.4	3.7	1.2
<b>Emerging Market and Developing Economies</b>	<b>6.8</b>	<b>3.8</b>	<b>4.4</b>
• Emerging and Developing Asia	7.3	5.4	5.6
• China	8.1	4.4	5.1
• India <sup>3</sup>	8.9	8.2	6.9
• Middle East and Central Asia	5.7	4.6	3.7

Source: IMF's WEO, April 2022

P: Projection

3: For India, data and forecasts are presented on a fiscal year basis, and GDP from 2011 onward is based on GDP at market prices with fiscal year 2011-12 as a base year.

**Indian economy**

Although stalled by the devastating impact of the Delta wave of the coronavirus that swept through the country in April-May 2021, the Indian economy has since exhibited a sharp swing-back and is expected to record GDP growth of 9.2% in real terms in FY2021-22, as per the Government's Economic Survey 2021-22, thus positioning the nation as amongst the fastest growing economies of the world. GDP growth had contracted by 7.3% in the previous fiscal year. In 2021-22, India's nominal GDP (at current prices) was estimated at US\$ 3.12 trillion.

India GDP growth over the years

Financial year	GDP growth (%)
2017-18	7%
2018-19	6.1%
2019-20	4.2%
2020-21	-7.3%
2021-22	9.2%*

\* Provisional estimate

Source: Ministry of Statistics and Planning

Some of the key factors that contributed to the sharp rebound include progressive lifting of lockdown measures, return of consumer sentiment with subsiding caseloads, and release of pent-up and discretionary demand. Furthermore, pace of vaccination in the country has also been creditable, with over 1.8 bn doses having been administered, rendering 62% of the adult population as fully vaccinated. Besides, precautionary/booster doses and lifting of all restrictions (from March 31, 2022) have created favourable present conditions.

For instance, the country is fostering a conducive and enabling business climate for entrepreneurial energy to thrive, which is evident in the nation emerging with the third-largest unicorn (privately held startup companies with above US\$ 1 bn valuation) base in the world, with its unicorns cumulatively valued at about US\$ 280 bn. Further, FDI inflow into India remained relatively robust despite the challenges, with RBI data indicating cumulative FDI inflow of US\$ 74.01 billion in calendar year 2021, as compared to US\$ 87.55 billion in calendar year 2020.

Among the major initiatives of the government has been the focus on infrastructure development towards economic revival. This is also evident in the national monetisation pipeline that, over a 4-year period, envisages mobilising Rs 6 lakh cr. Real estate revival is a cue for economic recovery. Housing sales increased by nearly 13% QoQ in the first quarter of FY2022. In fact, sales rebounded significantly by 40% on a yearly basis.

Further, with an outlay of Rs 1.97 lakh cr for the Production Linked Incentive (PLI) schemes for 14 key sectors, the government aims to create national manufacturing champions and 6 mn new jobs, with an additional production output of Rs 30 lakh cr during the next 5 years. The financial incentivisation program is the bedrock of the "Make In India" and "Atmanirbhar Bharat" vision of the government.

Also, with India's merchandise exports (about US\$ 300 bn in the April-December 2021 period) surpassing pre-pandemic levels, foreign exchange reserves reached US\$ 634 bn as of 31 December 2021, as per data by the Department of Economic





Affairs, with India also becoming the world's fourth-largest forex reserve holder as of November 2021 (after China, Japan and Switzerland). This provides the necessary buffer for the country to tide over any crisis in the future. India also recorded the highest GST collections since inception of the tax regime, touching Rs 1.42 lakh cr during March 2022. Collections now have hit an all-time high, reaching Rs 1.68 lakh cr in April 2022, indicating strong economic recovery.

Meanwhile, the RBI has maintained support all through the challenging period. It ensured that systemic liquidity remains in surplus, with the repo rate being maintained at 4% in 2021-22. Furthermore, to provide additional liquidity, the RBI also took many initiatives, including the G-Sec Acquisition Program and Special Long-Term Repo Operations.

Together with external support, resilient economic recovery led to the revival of sectors most affected by the pandemic, which have already recovered to pre-COVID levels. For instance, during the first half of 2021-22, the services sector grew by 10.8%, whereby the Gross Value Add of the services sector crossed the pre-pandemic level in the second quarter of 2021-22. It was estimated to grow at 8.2% in 2021-22, as per the Economic Survey.

Contact-intensive segments including hotels, transport, etc., were the worst affected, yet they grew by 18.4% in the first-half of 2021-22. Moreover, demand accumulation was witnessed for services in fields including hospitality and leisure during the pandemic. Now with restrictions having been eased, there has been a resurgence in demand.

On the manufacturing front, the Purchasing Managers' Index (PMI) rose from 54.0 in March 2022 to 54.7 in April, highlighting a solid and faster improvement in operating conditions across the board.

Going forward, the IMF's WEO of April 2022 indicates India to be the fastest growing economy among major countries, with GDP growth estimated at 8.2% in 2022-23. Strong revival in economic activity, improving PMI in manufacturing and services, robust exchequer collections, strong housing sales, etc., indicate a positive future outlook.

It is clear that the Indian economy is regaining strength and resilience. Consumer confidence and business optimism are on the rise, as the spread and scale of vaccination expands even further and wider. Besides, structural strengths of the country in terms of a large population, attractive demographics and high per capita incomes, paired by favourable government programs and initiatives, have fostered a sanguine forward outlook.

As mentioned earlier, inflation remains a key concern, buffeted as it is by the build-up of cost-push pressures. Furthermore, signals by the RBI to shift from an accommodative stance means the imminent scenario of rising policy rates. This may create the ground for stagflation. Hence, considering the challenging forward outlook, the Economic Survey pegs the GDP growth for 2022-23 lower at 8-8.5%, which is still amongst the highest economic expansion globally.

## INDUSTRY REVIEW

India's restaurant industry is one of the mainstays of the country's economy, being a large employment generator with significant exchequer contributions.

Being contact-intensive, the restaurant industry was one of the hardest-hit by the two major consecutive waves of the pandemic and witnessed severe contraction. According to a report by the National Restaurant Association of India (NRAI), the Indian food services industry has likely contracted by about 53% to a size of Rs 2 lakh cr in FY2020-21, as compared to Rs 4.23 lakh cr in FY2019-20. In FY2020-21, restaurants were disallowed to operate for an average of 100 days and over 25% of restaurants have been shuttered, leading to the loss of employment for about 2.3 mn people.

The restaurant industry witnessed a marked decline in average revenue and profitability across formats due to COVID-induced restrictions, both in terms of operating hours as well as seating capacity. Average revenue post the first lockdown witnessed a de-growth of about 46%, with the most significant reduction observed by fine-dining restaurants and pubs, bars, cafes and lounges (PBCL) segments, compared to casual dining restaurants (CDR).

Meanwhile, with consumers switching to digital platforms for reasons of safety and convenience, share of deliveries and takeaways for restaurant players increased rapidly on an average from 13% pre-COVID to 33% amid COVID. The NRAI report indicated that average order value also rose by 43% during the pandemic, especially with the emergence of at-home or off-premise celebrations.

With a view to support the industry to tide over the crisis and stay afloat, the government extended the Emergency Credit Line Guarantee Scheme (ECLGS) to the sector, under which the ceiling of Rs 500 cr in loan outstanding as on 29 February 2020 to be eligible to avail credit was withdrawn. Moreover, under the ECLGS 3.0, hospitality firms could also avail benefits, subject to a maximum assistance of 40% of loan outstanding or Rs 200 cr, whichever is lower.



Seeking more assistance and long-term support, National Restaurant Association of India (NRAI) has reiterated their demand for provision of input tax credit facility to improve operating environment for restaurants. NRAI has also said that there is need to have a level-playing e-commerce policy to prevent aggregators from misusing their dominant position.

The food services industry is on the road to recovery. Between the first and second lockdowns, the industry achieved recovery of 72% of pre-COVID levels, with revenue post the second lockdown witnessing a growth of 33%, as compared to the first lockdown period.

Yet, one of the biggest challenges facing the restaurant industry today is the spectre of rising inflation. Inflation has breached the RBI's targetted band of 2-6%, with CPI (consumer price inflation) being pegged at 6.95% in March 2022, against 4.21% in February 2022. It has scaled to 7.79% in April 2022, which is beyond the central bank's upper tolerance limit. This breach enforced the RBI to withdraw its accommodative monetary stance of the pandemic, with the central bank raising the repo rate by 40 bps in an off-cycle meeting in May 2022, thus signalling its intent to battle inflation. This has also created the ground for a rising interest regime.

Despite the extraneous challenges, the future outlook of India's restaurant industry appears bright. For instance, the unorganised segment occupied almost 60% share of the food services market in FY2020, which is expected to go down to around 46% by FY2025. On the other hand, the organised markets, including standalone and chain restaurants, is projected to grow at a CAGR of 13% and 20%, respectively, leading to an increased share amounting to around 35% and 16%, respectively. This trend bodes well for the future outlook of the industry.

Today, the industry is pinning hopes on positive consumer sentiment, ramped-up pace of vaccination and withdrawal of all containment restrictions, with expectations pinned on recovery and resurgence to get to about 85% of pre-pandemic levels in FY2021-22.

The future outlook of CDR remains positive, with affordable CDRs likely to have witnessed a relatively lesser de-growth in revenue, as compared to other formats. Today, with all pandemic-related protocols have been eased, more people are stepping out into restaurants and trying different cuisine, heralding better prospects for the future.

## GROWTH DRIVERS

### ▪ Rising per capita consumption

India's per capita consumption is expected to grow at a CAGR of 8.9% between CY2020-25 to reach US\$ 2,909 by FY2025. Per capita consumption at current price stood

at US\$ 1,901 in CY2020. This growth is largely expected to be aided by an increase in the quality of education, rising income levels of the younger demographic groups, an increase in working age population and a shift in socio-cultural factors. (Source: World Bank, IMF)

### ▪ Attractive demographics

India has one of the youngest populations globally compared to other leading economies. The median age in India is estimated at 28.1 years in 2021, vs. 38.1 years and 37.4 years in the United States and China, respectively, and is expected to remain under 30 years until 2030. Furthermore, the size of India's young population is contributing to a decline in the dependence ratio, or the ratio of dependent population size compared to the working-age population size (15 to 64 years of age), which has declined steadily from 64% in FY2000 to 50% in FY2018. This trend is expected to lead to rising income levels per household as well as higher levels of discretionary expenditure. (Source: Census of India 2011, World Bank)

### ▪ Urbanisation

India has the second largest urban population in the world in absolute terms at 472 mn in FY2019, second only to China. However, only 34.5% of India's population is classified as urban compared to a global average of 54%. It is the pace of India's urbanisation journey that is a key trend influencing economic growth. Moreover, the implementation of Smart City initiative by the Indian government aimed at the creation of new urban clusters is expected to accelerate urban development in India. Currently, the urban population contributes to 63% of the country's GDP. It is estimated that 37% (541 mn) of India's population will be living in urban centres by FY2025 and the urban population is expected to contribute 75% of India's GDP in FY2030.

### ▪ Growing middle-class

The average size of households (family members) in FY2018 was 4.5. Out of these, the number of households with annual income between US\$ 5,000 and US\$ 10,000 has grown at a CAGR of 12% between FY2012-FY2018 and is expected to continue to expand at a CAGR of 12% to reach 153 mn by FY2020. The number of households with annual income between US\$ 10,000-50,000 has grown at a CAGR of 25% between FY2012-FY2018 to reach 86 mn households. This growth is expected to drive an increase in discretionary spends, which in turn is expected to cause an increase in spending on premium products leading to higher expenditure in various categories, including food and beverage, etc.



#### ▪ **Nuclearisation**

The growth in the number of households has exceeded population growth, which indicates an increase in nuclearisation in India. According to the 2011 census, 74% of urban households have five or less members, compared to 65% in 2001. It is expected that smaller households with higher disposable income will lead to greater expenditure in food services, etc.

#### ▪ **Growing women participation in the workforce**

Numerous factors, including education and greater focus on workplace diversity are enabling women in India to exercise greater influence on their families and society. These changes are expected to have a broad impact on societal factors, including workforce demographics and economic independence for women. The increase of women in the workforce has accelerated the shift in terms of household activity, including a downward trend in home-cooked meals and an increase in demand for out-of-home meals from households with working couples.

### **KEY CHALLENGES**

The Indian restaurant industry, despite recovering growth prospects, is constrained by some key challenges, a major one including high levels of attrition. Rising competition and low affinity with the workplace, especially at the lower levels, has enforced a war on talent in the industry. Furthermore, being contact-intensive in nature, workers have also shown a disinclination to remain with the industry, having anxiety over catching the virus. Parallel to the industry attrition is the other challenge of workforce quality and the need to invest in training. Skill building and upskilling, which is critical for the industry, is a time consuming and costly affair and is a must, especially for chain restaurants in which food and service standardization is key.

One of the other major challenges facing the industry is lack of a robust supply chain infrastructure, including cold chain, that tends to push up costs. A robust supply chain is critical, especially for large restaurant chains operating in multiple locations, for ensuring quality and cost standardisation and added sense of reliability. Larger companies stepping into the organised market are investing in building backend infrastructure, which bodes well for the industry as a whole.

### **COMPANY OVERVIEW**

Barbeque Nation is India's leading casual dining restaurant chain with 185 restaurants as on March 31, 2022. The Company owns 168 restaurants in India and 6 restaurants in three countries outside India under the brand name "Barbeque Nation". It also holds a 68.82% stake in Red Apple, which operates 11 fine dining Italian cuisine restaurants under the "Toscano" brand. In November 2018, Barbeque Nation launched "UBQ by Barbeque Nation" restaurant to provide à la carte Indian cuisine in the value segment. At present, UBQ by Barbeque Nation restaurant predominantly caters to the delivery segment. The Company also reimaged and innovated a completely new concept under "Barbeque in a Box" that comprises an affordable buffet packed in a box for dine-in consumption. Barbeque in a Box has been extremely well-received in the market and has contributed significantly to the Company's delivery segment.

Barbeque Nation is a strong brand with a presence in more than 86 cities. Out of total 185 restaurants, 103 are located in the metropolitan cities. These cities remain the highest spenders in terms of eating out/ordering frequencies and average outing/ordering spends. The Company added 23 new restaurants in FY2021-22, thus reactivating its expansion plans. We believe the Company remains on track to have 300 restaurants by FY2025.

#### **Key differentiators:**

- Pioneered the format of 'over the table barbeque'
- Popular destination for celebration - fixed price, wide range of offering and prompt service
- In-house chef training school for development of new products
- Strong emphasis on customer service - customer feedback through internally devised and managed Guest Satisfaction Index ("GSI")
- Strong business process and back-end systems leading to efficient operations
- High proportion of revenue from weekday sales and lunch covers
- Successfully scaled-up delivery segment with 23% of revenue from operations being contributed by delivery in FY2022
- Ranked #10 amongst India's best companies to work for and #30 amongst best large workplaces in Asia 2021 by the Great Place to Work® Institute



## BUSINESS AND FINANCIAL REVIEW

### Restaurant portfolio

	No. of outlets as on March 31, 2021	New additions in FY2022	Permanent closures in FY2022	No. of outlets as on March 31, 2022	Presence in no. of cities as on March 31, 2022
<b>India</b>					
Barbeque Nation	147	21	1	167	82
Toscano	11	2	1	12	3
<b>Overseas</b>					
Barbeque Nation	6	-	-	6	4

As of March 31, 2022, the Company, on consolidated basis, had 185 restaurants, which includes 168 Barbeque Nation restaurants across 82 cities in India, 6 international Barbeque Nation restaurants across four cities outside India, and 11 Toscano restaurants.

### Statement of profit and loss

(Amount in Rs. million)

	Consolidated		Standalone	
	FY22	FY21	FY22	FY21
Revenue from operations	8,606	5,071	7,611	4,533
Other income	263	460	256	405
<b>Total revenue</b>	<b>8,868</b>	5,531	<b>7,866</b>	4,938
Cost of food and beverages consumed	3,047	1,782	2,791	1,642
Employee benefits expenses	1,886	1,352	1,647	1,181
Other operating expenses	2,335	1,473	2,098	1,311
<b>Total expenses</b>	<b>7,268</b>	4,607	<b>6,536</b>	4,134
<b>Earnings before exceptional items, finance costs, depreciation and amortisation (EBITDA)</b>	<b>1,600</b>	924	<b>1,330</b>	804
Finance costs	653	849	556	706
Depreciation and amortisation expense	1,273	1,212	1,056	1,012
<b>Profit/(loss) before exceptional items and tax</b>	<b>-326</b>	-1,136	<b>-282</b>	-913
Exceptional Items	5	21	3	21
<b>Profit/(loss) before tax</b>	<b>-321</b>	-1,115	<b>-280</b>	-893
Total tax expense	-69	-197	-65	-190
<b>Profit/(loss) after tax</b>	<b>-252</b>	-919	<b>-215</b>	-703
<b>Business &amp; financial ratios</b>				
EBITDA margin (%)	18.59%	18.23%	17.47%	17.75%
Net profit margin (%)	-2.84%	-16.61%	-2.73%	-14.23%
Trade receivables turnover ratio (times)	205.60	211.50	140.97	127.65
Inventory turnover ratio (times)	12.59	11.54	12.60	11.86
Current ratio (times)	0.78	0.82	0.76	0.88
Debt-equity ratio (times)	1.58	2.47	1.34	1.95

During the year, the Company focused on increasing the dine-in business along with leveraging the base built for delivery business in FY2021. In FY2022, revenue from operations increased by 70%, supported by 54% growth of dine-in segment and 157% growth in delivery segment. FY2022 also witnessed SSSG of 64.7%. Gross margins marginally improved by 20 bps and EBITDA increased by 40 bps on a year on year basis.

#### Network expansion

The Company restarted its growth plans from FY2022. H1 FY2022 was impacted by second COVID wave. However, in H2 FY2022, the Company opened 19 new restaurants.

#### Cost optimization

The Company has undertaken various cost optimisation efforts, such as seeking rent reliefs from landlords, renegotiating commercial terms, and realigning store operating costs and structures.

#### Strengthened digital assets

Share of own channels increased during the year in the dine-in business. Our cumulative BBQ mobile app downloads increased from 2.6 million at FY2021 end to 4.2 million in FY2022, representing 63% increase.

Under our Smiles loyalty program, we currently provide 5% of the bill value (subject to certain terms and conditions) to customers as Smiles points, which can be redeemed within



a defined timeline during the customer's next dine-in visit or delivery order from the BBQ app or website. Adoption of BBQ loyalty program (SMILES) also increased from 11.6% in Q4 FY2021 to 16.7% in Q4 FY2022. As of March 2022, the average rating of the BBQ app on an internet app store was 4.5 out of 5.0.

### Liquidity position

In FY2022, the Company completed a preferential issue of equity shares for an aggregate consideration of Rs. 1,000 millions and an IPO of Rs. 1,800 millions. This helped the Company pare down its debt, be better prepared to handle COVID-19-related impact and expand the restaurant network.

As at March 31, 2022, the Company had cash and cash equivalents of Rs. 853 millions and external debt obligations of Rs. 210 millions.

### ADEQUACY OF INTERNAL CONTROLS

Barbeque Nation has institutionalized a robust and comprehensive internal control mechanism across all major processes to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals and compliance with policies, procedures, laws and regulations. The Company's internal audit function provides independent and reasonable assurance about the adequacy and operating effectiveness of the internal controls to the Board and the Audit Committee. In FY2022, internal audits were conducted by external auditors (EY). All significant audit observations and follow-up actions thereon are periodically reported to the Audit Committee and closely monitored for effective implementation.

The internal audit function also tests and reports on adequacy and operating effectiveness of internal financial controls over financial reporting, in line with the requirements of Companies Act, 2013. The Company has established a sound risk framework to actively manage all material risks faced by the Company, in a manner consistent with the Company's strategy. Aligned with key business decisions, the enterprise risk management framework covers all business risks, including strategic risk, operational risk and financial risk. The Company also has a well-defined risk management policy that aims at establishing a risk-aware culture and governance framework to enable seamless identification, measurement, mitigation and reporting of risks within the Company, in line with the corporate strategy and risk-return trade-offs.

### OUR HUMAN RESOURCE

At Barbeque Nation, we continue to believe that employees are our true assets and brand ambassadors, which is reflected in the structured, friendly initiatives and policies that

help deliver seamless brand and cultural experience to the candidates right from the hiring stage.

The Company was ranked #10 amongst India's best companies to work for and #30 amongst best large workplaces in Asia 2021 by the Great Place to Work® Institute. This has been possible by excelling on the 5 dimensions of a High-Trust, High-Performance Culture™ – Credibility, Respect, Fairness, Pride and Camaraderie.

We continued to invest in the personal and professional development of our people which can be seen in multiple training and growth programs we offered our employees across levels. In FY22, we introduced an online Learning Management System (LMS) where we offer courses to all our employees to enhance their competence level – from entry-level to outlet leadership. It includes a structured set of learning activities with certifications on technical competencies required for different roles. To further enhance the effectiveness of online LMS, we are engaging with digital-learning-content development partners to develop video-based training modules.

Apart from online LMS, we also introduced "Barbeque Nation Leadership Academy", a program to identify potential leaders and develop them for future roles. Employees are made aware of career growth process, learning & competency requirements and development inputs required for growth. More than 1,500 employees were promoted last year in various roles.

FY22 was again challenging from COVID perspective. Along with various safety measures for our employees, we ensured that all our employees were vaccinated at the earliest. We arranged online doctor consultation facility, testing and hospitalization of affected employees and their families. Through Corona Rakshak initiative, we connected with families of our frontline employees and assured their families about their safety and well-being.

During the year, the Company implemented a new HRMS tool, enhancing employee convenience to manage and track transactions like attendance, leaves, expense reimbursements and payroll related matters. Now employees can use their mobile phones to perform critical HR tasks including marking their attendance using geo-fencing and geo-tagging. This HRMS tool has also significantly improved different processes for the Company from onboarding to exit of employees, including managing transfers and promotions. This also helps the leadership team to access real-time data to make timely decisions.



## RISK MANAGEMENT

We recognise risk management as a key building block to our business strategy to proactively manage risks and protect value for our stakeholders. Our institutional risk management framework establishes a culture of conducting business in a responsible manner and provides comfort to the management, the Board and external governance bodies, including auditors and regulators.

Some of the major objectives of our institutional risk management framework ensure protection of the interests of our key stakeholders, adherence to applicable laws and regulations, strong corporate governance culture, proactive identification, assessment, monitoring and reporting of risks, and a structured, comprehensive and dynamic mechanism for conducting business within acceptable risk parameters. The Company has in place a Risk Management policy, along with other risk related policies.

Some of the major risks and their mitigation initiatives as per our institutional risk management framework has been given below:

### **Operational risk - Risk of loss resulting from inadequate or failed internal processes, people, systems or external events.**

**Mitigation:** Operational risks are managed through proactive risk assessments, where all critical processes/projects are assessed and key risks are evaluated and managed. Furthermore, our specialist experience and expertise in the restaurant business itself represents a strong safeguard against potential operational risks.

### **Business continuity risk - This risk has been especially accentuated by the COVID-19 pandemic that enforced largescale shutdowns and even curbs on restaurant capacity and operating hours when the lockdowns were progressively lifted.**

**Mitigation:** Harnessing and implementing our insights and learnings of operating amid the pandemic and being dynamic and flexible in our decisions has enabled us to ensure business continuity despite the challenges. We have pivoted our business to capitalise on the key trends shaping consumer behaviour, etc., with Barbeque in a Box being a case in point. Thus, our resilience and ability to adapt have been key to navigate through the challenges of the pandemic and ensure

that our business remains operational, while adhering to all the regulatory requirements.

### **Compliance/regulatory risk - Risks emanating from non-adherence to regulatory, judiciary and legislative mandates and guidelines, leading to fines and penalties.**

**Mitigation:** The risks are managed through practices such as disseminating regulatory notifications and actionable points and regular follow-ups, thus ensuring holistic implementation of the same. Further, we adopt the highest standards of governance with a zero tolerance approach to deviations. The tone is set from the top, and we have robust surveillance mechanisms in place that thwart any non-compliance, while also enabling identification of the same for appropriate action.

### **Strategy and planning risk - Risks emanating from non-attainment of strategic objectives, deviation from strategic plans and external and internal factors.**

**Mitigation:** Regular strategy review meetings by leadership team, monthly business review meetings, etc., enable strong cross-functional focus to handhold strategically important projects, such as new restaurant openings, supply chain security, talent management, etc. Further, as part of our broader operating focus, we have a strategic roadmap in place that ensures organisational alignment to reach our goals. While the COVID-19 pandemic did enforce a strategic reset, we have since focused on accelerating our plans that, among others, envisages a 300 restaurant network by the financial year 2025.

### **Financial risk - Risks emerging from liquidity challenges or credit risks, especially in an inflationary environment.**

**Mitigation:** In FY2022, the Company completed a preferential issue of equity shares for an aggregate consideration of Rs. 1,000 millions and an IPO of Rs. 1,800 millions. This helped the Company pare down its debt, be better prepared to handle COVID-19-related impact. The Company does not have significant trade receivables. The Company had cash and cash equivalents of Rs. 853 millions and external debt obligations of Rs. 210 millions.

**Emerging risks - Emerging risks are new or developing risks that can affect the Company's financial strength, competitive position, viability or reputation over medium to long term period but the extent and nature of any potential losses are particularly uncertain due to insufficiency of information. Emerging risks may present a threat or an opportunity for our enterprise.**



**These key risk categories are geopolitical risks comprising the Russian invasion of Ukraine and global sanctions on Russia, increasing activism for the climate and other environmental preservation causes with changing social and cultural views, regulatory and legal risks, inflation and stagflation risks, etc.**

**Mitigation:** With the timing of the risks uncertain, the Company's aim is to focus on the key emerging risks and prepare mitigation plans accordingly. While we focus on factors directly under our control, we appraise external factors carefully to assess any probable impact on our Company or operations and take steps accordingly towards mitigation.

### OUTLOOK

As per the government, India is likely to become a US\$ 5 trillion economy by FY2025-26 on the back of 8-9% sustained growth. GDP in dollar terms has already crossed US\$ 3 trillion. The indicators of macroeconomic stability, especially the bounce after the COVID lows, exhibit that India is poised to meet its real GDP growth target of 8-8.5% in 2022-23, which is one of the fastest growth rates in the world.

The Union Budget of 2022-23 has focused on creating a sustainable economic growth path through such plans and initiatives as the PM Gati Shakti and Dedicated Freight Corridors (DFC) that envisage robust multi-modal countrywide connectivity. Moreover, the National Infrastructure Pipeline, Production Linked Incentive (PLI) Scheme and thrust on new energy are some of the other mega growth-supportive projects of the country with large employment generation potential.

Consumption is strongly linked to economic growth, which gives thrust to the restaurant industry. With the complete withdrawal of pandemic-related restrictions, dwindling caseloads, release of pent-up demand, huge and established propensity to eat-out and order-in, and growing experimentation amongst consumers with regards to cuisines bodes well for the long-term prospects of the industry. Furthermore, preference for safe, established and hygienic restaurants will tilt the balance in favour of the organised chains

Within the food services industry, casual dining restaurants (CDRs) are expected to grow at a faster clip against other segments, as consumer food preferences shift on the back of rise in nuclear families and double-income households with busy lifestyles. Additionally, India is a price-sensitive market and looking at its huge middle-income population that loves to eat-out and eat-in makes casual dining the right platform for providing a wholesome and value-driven family experience, thus positioning large and fast-growing food services chains like Barbeque Nation well for the future.

### CAUTIONARY STATEMENT

Certain statements in this report regarding our business operations may constitute forward-looking statements. While these statements reflect our future expectations, it is important to remain mindful that a number of risks, uncertainties and other important factors could cause actual results to differ materially from our expectations.



# INDEPENDENT AUDITOR'S REPORT

## To The Members of Barbeque-Nation Hospitality Limited Report on the Audit of the Standalone Financial Statements

### OPINION

We have audited the accompanying standalone financial statements of BARBEQUE-NATION HOSPITALITY LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2022 and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl.No	Key Audit Matter	Response to Key Audit Matter
1	<p><b>Impairment of investments in Red Apple Kitchen Consultancy Private Limited</b></p> <p>Refer note 34 of the standalone financial statements.</p> <p>In the standalone financial statements of the Company, the gross carrying value of investments in Red Apple Kitchen Consultancy Private Limited, a subsidiary of the Company, is ₹844.82 million as on March 31, 2022, against which a provision of ₹271 million recognised.</p> <p>Determination of the carrying value of the investment in the subsidiary is a key audit matter as the determination of recoverable value and/ or impairment involves significant management estimates and judgement and have been derived from discounted forecast cash flow models of the underlying assets of such subsidiary. These models use several key assumptions, of which the assumptions with highest degree of estimation, subjectivity and impact on value in use, are forecasted sales volumes and revenues, and the weighted average cost of capital (discount rate) and potential impact of COVID-19 on these assumptions, if any.</p> <p>The aforesaid impairment testing was significant to our audit, because of the significance of the carrying value of the investment and involvement of significant judgement, estimates and assumptions as aforesaid.</p>	<p><b>Principal audit procedures performed:</b></p> <ul style="list-style-type: none"> <li>Tested the design and operating effectiveness of the Company's controls around the impairment testing of the investment.</li> <li>Understood the key assumptions considered in the management's estimates of future cash flows related to forecasted revenue and discount rate.</li> <li>Involved our independent valuation specialist to assist in evaluating the discount rate applied, which included benchmarking the weighted average cost of capital with sector averages for the relevant markets in which the CGU operates and considering Company specific factors.</li> <li>Evaluated the reasonable of Management projections for forecasted revenue by comparing the historical cash flows including cashflows subsequent to reporting date with the past projections of the management for the same periods.</li> <li>Performed sensitivity analysis on the key assumptions of revenue growth during the forecast period and the discount rate applied to the future cash flows. We ascertained the extent to which a change in these assumptions, both individually or in aggregate, would result in impairment, and considered the likelihood of such events occurring.</li> </ul>





### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's report including Annexures to Board's report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of



the Company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in note 37 of its standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 48 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the note 48 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that cause us to believe that the representation given by the Management under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
Firm's Registration No. 008072S

**Sathya P. Koushik**  
Partner

Place : Bengaluru  
Date : May 18, 2022

(Membership No. 206920)  
UDIN: 22206920AJEAAAY5018



## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of BARBEQUE-NATION HOSPITALITY LIMITED ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established

and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over

financial reporting were operating effectively as at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
Firm's Registration No. 008072S

**Sathya P. Koushik**  
Partner  
(Membership No. 206920)  
UDIN: 22206920AJEAAAY5018

Place : Bengaluru  
Date : May 18, 2022



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

### (Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) Some of the Property, Plant and Equipment, capital work-in-progress and right-of-use assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the Property, Plant and Equipment, capital work-in-progress and relevant details of right-of-use assets at reasonable intervals having regard to the size of the Company and the nature of its activities. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) The Company do not have any immovable properties of freehold or leasehold land. In respect of immovable properties of buildings that have been taken on lease and disclosed as right of use assets in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (d) The company has not revalued its PPE including Right of use asset or intangibles and hence reporting under (i)(d) of the Order is not applicable.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets. Based on the information and explanations given to us, there are no quarterly returns or statements filed by the Company with such banks.
- (iii) The Company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:
- (a) The Company has provided loans or advances in the nature of loans during the year and details of which are given below:

Particulars	Loans	Advances in nature of loans	₹ Million
			Guarantees
<b>Aggregate amount granted/provided during the year</b>			
-Subsidiaries	509.18	-	10
Balance outstanding as at balance sheet date in respect of above cases:*			
- Subsidiaries	509.18	-	10

\*The amounts reported are at gross amounts, without considering provisions made.

- (b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees



provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

- (c) The Company has granted loans or provided advances in the nature of loan are payable on demand. During the year the Company has not demanded such loan or advances in the nature of loan. Having regard to the fact that the repayment of principal or payment of interest has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular. (Refer reporting under clause (iii)(f) below)
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) None of the loans or advances in the nature of loans granted by the Company have fallen due during the year.
- (f) The Company has granted Loans or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment details of which are given below:

₹ Million			
Particulars	All Parties*	Promoters*	Related Parties*
<b>Aggregate of loans/advances in nature of loans -</b>			
Repayable on demand (A)	961.25	-	961.25
Agreement does not specify any terms or period of repayment (B)	-	-	-
<b>Total (A+B)</b>	<b>961.25</b>	<b>-</b>	<b>961.25</b>

₹ Million			
Particulars	All Parties*	Promoters*	Related Parties*
Percentage of loans/ advances in nature of loans to the total loans	100%	-	100%

\*The amounts reported are at gross amounts, without considering provisions made.

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has been regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess and other material statutory dues applicable to it, to the appropriate authorities.

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Customs Duty, Goods and Services Tax, cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.



(b) Details of statutory dues referred to in sub- clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:

Name of Statute	Nature of dues	Forum where the dispute is pending	Period to which the amount relates	Amount involved	Amount unpaid
				(₹ in Million)	(₹ in Million)
Punjab Value Added Tax Act, 2005	Value Added Tax	Commercial Tax Officer, Chandigarh	2011-2015	4.26	3.02
Maharashtra Value Added Tax, 2002	Value Added Tax	Commercial Tax Officer, Maharashtra	2011-2014	0.54	0.46
Gujarat Value Added Tax Act, 2005	Value Added Tax	Commercial Tax Officer, Gujarat	January 2013 to December 2017	7.53	5.19
Delhi Value Added Tax Act, 2005	Value Added Tax	Commercial Tax Officer, Delhi	2014-16	2.67	2.48
Rajasthan Value Added Tax Act, 2003	Value Added Tax	Commercial Tax Officer, Rajasthan	2014-16	0.63	-
Tamilnadu Value Added Tax Act, 2006	Value Added Tax	Commercial Tax Officer, Tamilnadu	2016-17	155.41	155.41
Goa Value Added Tax Act 2005	Value Added Tax	Commercial Tax Department Goa	2017-18	0.03	0.02
Income Tax Act, 1961	Income tax	Commissioner of Income Tax (Appeals)	2011-18	135.87	110.67
Income Tax Act, 1961	Income tax	Commissioner of Income Tax (Appeals)	2016-17	266.07	266.07*

\*Represents the disputed due relating to subsidiary disposed off during the FY 2018-19

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of the term loans have been applied by the Company during the year for the purposes for which they were raised.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- (x) (a) In our opinion, moneys raised by way of initial public offer of the equity shares of the Company during the year, have been, prima facie, applied by the Company during the year for the purposes for which they were raised, other than temporary deployment pending application. The Company has not raised moneys by way of Initial Public Offer/ further public offer through debt instruments.
- (b) The Company has made preferential allotment of shares during the year. For such allotment of shares, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been, prima facie, applied by the Company during the year for the purposes for which the funds were raised. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.





- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-Section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and upto the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto December 31, 2021 and the draft of the internal audit reports were issued after the balance sheet date covering the period January 01, 2022 to March 31, 2022 for the period under audit.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary company, associate company or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b), (c) not applicable.
- (b) The Group ("Companies in the Group" as defined in the Core Investment Companies (Reserve Bank) Directions) does not have any CIC (Core Investment Company) as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit but had incurred cash losses amounting to ₹241 million in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
Firm's Registration No. 008072S

**Sathya P. Koushik**  
Partner  
(Membership No. 206920)  
UDIN: 22206920AJEAA5018

Place : Bengaluru  
Date : May 18, 2022



# BALANCE SHEET

as at Mar 31, 2022

(Amount in Rupees Millions except for share data or as otherwise stated)

	Note	31 March 2022	31 March 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant, equipment	4(a)	2,747.67	2,518.24
Right-of-use asset	5	4,442.12	3,272.93
Capital work-in-progress	4(c)	183.13	53.90
Goodwill	6	189.66	189.66
Other Intangible assets	4(b)	44.70	52.14
<b>Financial Assets</b>			
Investments	7	579.25	407.43
Loans	8	503.24	65.26
Other financial assets	9	342.05	258.42
Deferred tax assets (net)	36	529.87	464.92
Other non-current assets	10	48.02	46.58
<b>Total Non-current assets [A]</b>		<b>9,609.71</b>	<b>7,329.48</b>
<b>Current assets</b>			
Inventories	11	330.42	183.61
<b>Financial assets</b>			
Trade receivables	12	62.19	45.78
Cash and cash equivalents	13	628.11	2,424.46
Other financial assets	14	40.62	19.57
Current tax assets (Net)	26	3.74	-
Other current assets	15	164.67	412.99
<b>Total current assets [B]</b>		<b>1,229.75</b>	<b>3,086.41</b>
<b>Total assets [A+B]</b>		<b>10,839.46</b>	<b>10,415.89</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	16	194.55	169.72
Other equity	18	3,940.28	2,433.17
<b>Equity attributable to owners of the Company [C]</b>		<b>4,134.83</b>	<b>2,602.89</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	19	137.51	592.18
Lease Liability	17	4,863.08	3,616.92
Provisions	20	92.82	77.95
<b>Total Non-current liabilities [D]</b>		<b>5,093.41</b>	<b>4,287.05</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	21	67.99	442.97
Lease Liability	17	491.18	434.35
Trade payables	22		
- total outstanding dues of micro enterprises and small enterprises		20.29	38.27
- total outstanding dues of creditors other than micro and small enterprises		795.42	1,253.71
Other financial liabilities	23	61.09	1,198.93
Other current liabilities	24	118.24	82.94
Provisions	25	57.01	54.41
Current tax liabilities (Net)	26	-	20.37
<b>Total current liabilities [E]</b>		<b>1,611.22</b>	<b>3,525.95</b>
<b>Total liabilities [F= [D+E]]</b>		<b>6,704.63</b>	<b>7,813.00</b>
<b>Total equity and liabilities [C+F]</b>		<b>10,839.46</b>	<b>10,415.89</b>

See accompanying notes to standalone financial statements Note 1-51

In terms of our report attached.

**For Deloitte Haskins & Sells**

Chartered Accountants

(Firm's Registration No. 008072S)

**For and on behalf of the Board of Directors****Sathya P Koushik**

Partner

(Membership No. 206920)

**Kayum Dhanani**

Managing Director

DIN No: 00987597

**Rahul Agrawal**

Chief Executive Officer &amp; Whole Time Director

DIN No: 07194134

**T.N Unni**

Director

DIN No: 00079237

**Amit V Betala**

Chief Financial Officer

**Nagamani C Y**

Company Secretary

Bengaluru, May 18th, 2022



# STATEMENT OF PROFIT AND LOSS

for the year ended Mar 31, 2022

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>REVENUE</b>			
Revenue from operations	27	7,610.52	4,532.74
Other income	28	255.58	405.42
<b>Total (A)</b>		<b>7,866.10</b>	<b>4,938.16</b>
<b>Expenses</b>			
Cost of food and beverages consumed	29	2,791.37	1,641.56
Employee benefits expenses	30	1,646.79	1,181.10
Other operating expenses	31	2,098.30	1,311.14
<b>Total (B)</b>		<b>6,536.46</b>	<b>4,133.80</b>
<b>Earnings before exceptional items, finance costs, depreciation and amortisation (EBITDA) (C) = (A-B)</b>			
		<b>1,329.64</b>	<b>804.36</b>
Finance costs (D)	32	555.88	705.93
Depreciation and amortisation expense (E)	33	1,056.19	1,011.61
<b>Profit before tax and exceptional items (F) = (C-D-E)</b>		<b>(282.43)</b>	<b>(913.18)</b>
Exceptional items (G)	34	(2.77)	(20.67)
<b>Profit / (Loss) before tax (H) = (F-G)</b>		<b>(279.66)</b>	<b>(892.51)</b>
<b>Tax expense / (benefit):</b>			
Current tax	36	-	-
Deferred tax		(64.66)	(189.57)
<b>Net tax expense / (benefit) (I)</b>		<b>(64.66)</b>	<b>(189.57)</b>
<b>Net Profit / (Loss) for the year (J) = (H-I)</b>		<b>(215.00)</b>	<b>(702.94)</b>
<b>Other Comprehensive Income / (Losses) (K)</b>			
Items that will not be reclassified to Statement of profit and loss			
Remeasurements of the defined benefit plans		(1.14)	10.15
Income tax on the above		0.29	(2.55)
<b>Total comprehensive income / (Losses) for the year (J + K)</b>		<b>(215.85)</b>	<b>(695.34)</b>
<b>Earnings per share</b>			
Basic (in ₹) (Face value of ₹5 each)	41	(9.23)	(24.23)
Diluted (in ₹) (Face value of ₹5 each)		(9.23)	(24.23)

See accompanying notes to standalone financial statements Note 1-51

In terms of our report attached.

**For Deloitte Haskins & Sells**

Chartered Accountants

(Firm's Registration No. 008072S)

**For and on behalf of the Board of Directors****Sathya P Koushik**

Partner

(Membership No. 206920)

**Kayum Dhanani**

Managing Director

DIN No: 00987597

**Rahul Agrawal**

Chief Executive Officer &amp; Whole Time Director

DIN No: 07194134

**T.N Unni**

Director

DIN No: 00079237

**Amit V Betala**

Chief Financial Officer

**Nagamani C Y**

Company Secretary

Bengaluru, May 18th, 2022



# CASH FLOW STATEMENT

for the period ended Mar 31, 2022

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars for the year	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>A. Cash flow from operating activities</b>		
Profit / (loss) before tax	(279.66)	(892.51)
<b>Adjustments for:</b>		
Depreciation and amortisation	1,056.19	1,011.61
Interest expense on borrowings	38.96	188.92
Interest on lease liabilities	461.21	449.42
Interest expenses on provision for asset retirement obligations	5.26	4.37
Interest income	(88.58)	(27.27)
Rent Concession Due to Covid 19	(163.00)	(371.33)
Expense on employee stock option scheme	41.03	51.18
Offer document filing fees written off	-	5.32
Provision no longer required	(4.00)	(5.98)
Net loss relating to restaurant units closed / relocated	(2.77)	(51.87)
Provision for doubtful receivables and advances	-	10.70
<b>Operating profit before working capital changes</b>	<b>1,064.64</b>	<b>372.56</b>
<b>Changes in working capital:</b>		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(146.81)	(53.79)
Trade receivables	(16.41)	(20.54)
Other assets (financial & non financial)	(78.00)	(4.66)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(476.27)	309.64
Other liabilities	35.30	(26.05)
Non-current provisions	18.02	16.29
Current provisions	(2.66)	(6.15)
<b>Cash generated from operations</b>	<b>397.81</b>	<b>587.30</b>
Net income tax (paid) / refunds	(24.39)	12.31
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>373.42</b>	<b>599.61</b>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances	(843.68)	(159.00)
Proceeds from sale of property, plant and equipment	0.73	0.09
Investment in subsidiary	(171.82)	(1.10)
Loan given to subsidiary	(509.18)	(65.26)
Deposits placed for margin money	(27.60)	-
Deposits held as margin money released	-	39.98
Interest received	56.76	30.31
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(1,494.79)</b>	<b>(154.98)</b>



# CASH FLOW STATEMENT

for the period ended Mar 31, 2022

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars for the year	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity shares	<b>1,844.17</b>	1,494.97
Share Application money pending allotment	<b>0.65</b>	994.27
Share issue expenses / Expenses towards offer for sale of shares	<b>(138.06)</b>	(148.75)
Proceeds from long-term borrowings	<b>161.70</b>	176.55
Repayment of long-term borrowings	<b>(772.64)</b>	(879.43)
Net increase / (decrease) in working capital borrowings	<b>(218.71)</b>	(185.99)
Payments of lease liabilities	<b>(702.16)</b>	(454.23)
Liabilities towards selling shareholders (net)	<b>(806.23)</b>	1,049.42
Interest paid	<b>(43.70)</b>	(192.22)
<b>Net cash flow from financing activities (C)</b>	<b>(674.98)</b>	<b>1,854.59</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(1,796.35)</b>	<b>2,299.22</b>
Cash and cash equivalents at the beginning of the year	<b>2,424.46</b>	125.24
<b>Cash and cash equivalents at the end of the year</b>	<b>628.11</b>	<b>2,424.46</b>
<b>Reconciliation of cash and cash equivalents with the Balance Sheet:</b>		
Cash and cash equivalents as per Balance Sheet		
Cash on hand	<b>9.49</b>	5.54
Balances with bank	<b>583.92</b>	39.81
Earmarked balances with bank	<b>34.70</b>	2,379.11
<b>Cash and cash equivalents at the end of the year</b>	<b>628.11</b>	<b>2,424.46</b>

See accompanying notes to standalone financial statements Note 1-51

In terms of our report attached.

**For Deloitte Haskins & Sells**

Chartered Accountants

(Firm's Registration No. 008072S)

**For and on behalf of the Board of Directors****Sathya P Koushik**

Partner

(Membership No. 206920)

**Kayum Dhanani**

Managing Director

DIN No: 00987597

**Rahul Agrawal**

Chief Executive Officer &amp; Whole Time Director

DIN No: 07194134

**T.N Unni**

Director

DIN No: 00079237

**Amit V Betala**

Chief Financial Officer

**Nagamani C Y**

Company Secretary

Bengaluru, May 18th, 2022



## STATEMENT OF CHANGES IN EQUITY

(Amount in Rupees Millions except for share data or as otherwise stated)

### (A) EQUITY SHARE CAPITAL

Particulars	As at 31 March 2022	As at 31 March 2021
Opening balance	169.72	139.96
Changes in equity share capital during the year		
Issue of the equity share during the year	24.83	29.76
<b>Closing balance</b>	<b>194.55</b>	<b>169.72</b>

### (B) OTHER EQUITY

Particulars	Share application money pending allotment	Reserves and Surplus			Total other equity
		Securities premium	Share options outstanding account	Retained earnings	
<b>Balance as at 1 April 2020</b>	-	1,631.01	47.31	(1,060.47)	617.85
Loss for the period	-	-	-	(702.94)	(702.94)
Remeasurements of the defined benefit plans (net of tax)	-	-	-	7.60	7.60
Transfer on forfeiture of options	-	-	(56.80)	56.80	-
Premium received on shares issued during the year	-	1,469.93	-	-	1,469.93
Share application money pending allotment	994.27	-	-	-	994.27
Share based compensation to employees	-	-	51.18	-	51.18
<b>Balance as at 31 March 2021</b>	<b>994.27</b>	<b>3,096.22</b>	<b>41.69</b>	<b>(1,699.01)</b>	<b>2,433.17</b>
<b>Balance as at 1 April 2021</b>	<b>994.27</b>	<b>3,096.22</b>	<b>41.69</b>	<b>(1,699.01)</b>	<b>2,433.17</b>
Loss for the period	-	-	-	(215.00)	(215.00)
Remeasurements of the defined benefit plans (net of tax)	-	-	-	(0.85)	(0.85)
Premium received on shares issued during the year	-	2,813.61	-	-	2,813.61
Share issue expenses	-	(138.06)	-	-	(138.06)
Share based compensation to employees	-	-	41.03	-	41.03
Transfer on account of exercise	(994.27)	22.59	(22.59)	-	(994.27)
Share application money pending allotment	0.65	-	-	-	0.65
<b>Balance as at 31 March 2022</b>	<b>0.65</b>	<b>5,794.36</b>	<b>60.13</b>	<b>(1,914.86)</b>	<b>3,940.28</b>

See accompanying notes to standalone financial statements Note 1-51

In terms of our report attached.

**For Deloitte Haskins & Sells**

Chartered Accountants

(Firm's Registration No. 008072S)

**For and on behalf of the Board of Directors**

**Sathya P Koushik**

Partner

(Membership No. 206920)

**Kayum Dhanani**

Managing Director

DIN No: 00987597

**Rahul Agrawal**

Chief Executive Officer & Whole Time Director

DIN No: 07194134

**T.N Unni**

Director

DIN No: 00079237

**Amit V Betala**

Chief Financial Officer

**Nagamani C Y**

Company Secretary

Bengaluru, May 18th, 2022



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

### 1. CORPORATE INFORMATION

Barbeque-Nation Hospitality Limited (the 'Company') is primarily engaged in the business of operating casual dining restaurant chain in India. The registered office of the Company is situated at "Saket Callipolis", Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Statement of compliance:

These financial statements have been prepared to comply in all material aspects with the 'Indian Accounting Standards' ("Ind AS") notified under section 133 of the Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter, as applicable to the Company, and other relevant provisions of the Act. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### 2.2 Basis of preparation and presentation

The financial statements have been prepared in accordance with the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of

the inputs to the fair value measurement in its entirety, which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- (b) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- (c) Level 3 inputs are unobservable inputs for the asset or liability.

Covid -19 Pandemic impacted the Company's operation during the initial few months of the year ended March 31,2021. Further, pursuant to second wave of Covid-19 Pandemic, the jurisdictional regulatory authorities have announced amongst other measures, social distancing measures and lockdowns (in some parts of country) during the months of April and May 2021.

Due to the aforesaid restriction placed by jurisdiction regulatory authorities, the Company's restaurant outlets were not permitted to be open for dine-in operations in more than one state.

The management of the Company has taken various measure to optimise the business operations which interalia, include:

- (i) The Company has initiated effective steps to reduce its operational fixed cost which include re-negotiation of rent and CAM charges for the rented properties.
- (ii) The Company continues to focus on Takeaway and delivery sales during the lockdown period as permitted by respective jurisdictional authorities.

#### Revenue recognition

Revenue is recognized at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer.

Revenue from sale of food and beverages is recognized at the time of underlying sale to the customer. Revenue is presented net of discounts given to the customers and any taxes collected from customers for remittance to the government. In case of discount to customers in the form



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

of "Smiles", the value of such discount is determined based on the percentage of redemption in the past. Customer purchases of gift cards are recognized as sales upon redemption of gift card or upon expiry.

Revenue from displays and sponsorships are recognized in the period in which the products or the sponsor's advertisements are promoted/displayed.

Royalty arrangements based on sales are recognised at the time the underlying sales occur.

Government incentives are accrued for based on fulfilment of eligibility criteria for availing the incentives and when there is no uncertainty in receiving the same. These incentives include estimated realisable values/benefits from special import licenses and benefits under Serve From India Scheme.

### 2.3 Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### 2.4 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange of control of the acquiree. Acquisition-related costs are generally recognised in Statement of profit and loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Business combinations involving entities or businesses under common control are accounted for using the

pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve.

### 2.5 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to the Company's cash-generating units.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss.

### 2.6 Property, Plant and Equipment

Property, Plant and Equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of profit and loss.

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation on tangible assets have been provided on the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes





## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

in estimate accounted for on a prospective basis. The useful life of assets is given below:

Leasehold improvements	Amortised over the period of the lease
Furniture and fittings	10 Years
Plant & machinery	15 Years
Service equipments	10 Years
Computer equipments	3-6 Years
Vehicles	8 Years

### 2.7 Intangible assets

Acquired Intangible Assets - Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Liquor licenses with perpetual term purchased for restaurant chain business: Amortised over the lease term of the respective restaurants

Software and other licenses	3 Years
Brand name	Indefinite useful life

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in Statement of profit and loss when the asset is derecognised.

### 2.8 Investments in subsidiary

Investment in subsidiaries are measured at cost less impairment.

### 2.9 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Cost of inventories include all costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### 2.10 Financial Instruments

#### Financial assets and financial liabilities:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

#### Initial recognition and measurement:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

#### Subsequent measurement:

Financial assets at amortised cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at fair value through other comprehensive Income: Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

Financial assets at fair value through profit or loss: Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

### Financial liabilities

Financial liabilities are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

### Equity Instrument

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

### Impairment of financial assets (other than at fair value)

The Company assesses at each date of balance sheet, whether a financial asset or a Company of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

### Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset

expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in Statement of profit and loss if such gain or loss would have otherwise been recognised in Statement of profit and loss on disposal of that financial asset.

### Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of profit and loss.

### 2.11 Share issue expense

The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction.

### 2.12 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.13 Foreign Currency transactions and translations

The functional currency of the Company is Indian Rupee (₹).

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

### 2.14 Employee Benefits

#### Defined Contribution Plan

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Defined Benefit Plan

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. Remeasurement, comprising actuarial gains and losses is recognised in other comprehensive income in the period in which they occur.

#### Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

#### The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

#### Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective

### 2.15 Share based payment transaction

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

### 2.16 Borrowing Costs

#### Borrowing costs include:

- (a) interest expense calculated using the effective interest rate method and
- (b) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in Statement of profit and loss in the period in which they are incurred.



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

### 2.17 Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Further, in respect of lease contracts of its outlet premises, the Company has elected not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

#### Measurement of the right-of use asset:

At the commencement date, the right-of-use asset is measured at cost and comprises:

- the amount of the initial measurement of the lease liability, to which is added, if applicable, any lease payments made at or before the commencement date, less any lease incentives received;
- where relevant, any initial direct costs incurred by the lessee for the conclusion of the contract. These are incremental costs which would not have been incurred if the contract had not been concluded;
- estimated costs for restoration and dismantling of the leased asset according to the terms of the contract, through a return obligation liability or provision determined as a discounted amount of the restoration and dismantling costs.

Following the initial recognition, the right-of-use asset is depreciated from the commencement date on a straight-line basis over the lease term. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

#### Measurement of the lease liability

At the commencement date, the lease liability is recognized for an amount equal to the present value of the lease payments over the lease term.

#### Amounts involved in the measurement of the lease liability are:

- fixed payments (including in-substance fixed payments; meaning that even if they are variable in form, they are in-substance unavoidable);
- variable lease payments that depend on an index or a rate, initially measured using the index or the rate in force at the lease commencement date;
- amounts expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently measured based on a process similar to the amortized cost method using the discount rate:

- the liability is increased by the accrued interests resulting from the discounting of the lease liability, at the beginning of the lease period;
- less payments made. The interest cost for the period as well as variable payments, not taken into account in the initial measurement of the lease liability and incurred over the relevant period are recognized as costs.



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

In addition, the lease liability may be remeasured in the following situations:

- change in the lease term,
- modification related to the assessment of the reasonably certain nature (or not) of the exercise of an option,
- remeasurement linked to the residual value guarantees,
- adjustment to the rates and indices according to which the rents are calculated when rent adjustments occur.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### 2.18 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

**Current tax:** The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

**Deferred tax:** Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

A deferred tax asset is recognised on the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### Current and deferred tax for the period

Current and deferred tax are recognised in Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 2.19 Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

### 2.20 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

### 2.21 Earnings per share (EPS)

Basic earnings per share are computed by dividing statement of profit and loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential

equity shares are determined independently for each period presented.

### 2.22 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## 3. USE OF ESTIMATES AND JUDGEMENTS

In the application of the Company's accounting policies, which are described in note 2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

Impairment of investments made and loans given to subsidiaries

The Company reviews its carrying value of investments made and loans given to subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

### Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives.

### Useful lives of property, plant and equipment

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

### Provision for site restoration obligations:

The Company has recognised provision for site restoration obligation associated with the stores opened. In determining the value of the provision, assumptions and estimates are made in respect of the expected cost to dismantle and remove the furniture/fixtures from the stores and the expected timing of those costs.

### Uncertain tax positions

The Company's current tax provision relates to management's assessment of the amount of tax payable on open tax positions where the liabilities remain to be agreed with relevant tax authorities. Uncertain tax items for which a provision is made relate principally to the interpretation of tax legislation applicable to arrangements entered into by the Company. Due to the uncertainty associated with such tax items, it is possible that, on conclusion of open tax matters at a future date, the final outcome may differ significantly.



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 4 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Particulars	Cost				Accumulated depreciation/amortisation				Net Block Balance as at 31-Mar-2022
	Balance as at 01-Apr-21	Additions	Deletions	Balance as at 31-Mar-2022	Balance as at 01-Apr-21	Depreciation/amortisation expense for the period	Eliminated on disposal of assets	Balance as at 31-Mar-2022	
<b>4(a) Property, plant and equipment (owned)</b>									
Lease hold improvement	1,387.29	186.71	65.89	<b>1,508.11</b>	613.72	152.89	63.38	<b>703.23</b>	<b>804.88</b>
Furniture and fixtures	1,159.86	182.51	31.68	<b>1,310.69</b>	494.99	124.34	30.65	<b>588.68</b>	<b>722.01</b>
Plant & machinery	900.61	146.07	13.03	<b>1,033.65</b>	233.35	64.41	10.42	<b>287.34</b>	<b>746.31</b>
Service equipment	821.44	133.98	24.75	<b>930.67</b>	465.63	83.81	22.91	<b>526.53</b>	<b>404.14</b>
Computer equipment	182.30	43.00	3.72	<b>221.58</b>	137.73	37.32	3.67	<b>171.38</b>	<b>50.20</b>
Vehicles	15.98	12.79	0.25	<b>28.52</b>	3.82	4.79	0.22	<b>8.39</b>	<b>20.13</b>
<b>Total</b>	<b>4,467.48</b>	<b>705.06</b>	<b>139.32</b>	<b>5,033.22</b>	<b>1,949.24</b>	<b>467.56</b>	<b>131.25</b>	<b>2,285.55</b>	<b>2,747.67</b>
<b>4(b) Intangible assets (others)</b>									
Liquor licenses	8.23	0.60	-	<b>8.83</b>	6.20	0.20	-	<b>6.40</b>	<b>2.43</b>
Software and licenses	56.68	1.42	0.02	<b>58.09</b>	34.91	9.27	0.02	<b>44.16</b>	<b>13.93</b>
Brand name	29.93	2.22	-	<b>32.15</b>	1.59	2.22	-	<b>3.81</b>	<b>28.34</b>
<b>Total</b>	<b>94.84</b>	<b>4.24</b>	<b>0.02</b>	<b>99.07</b>	<b>42.70</b>	<b>11.69</b>	<b>0.02</b>	<b>54.37</b>	<b>44.70</b>
<b>Grand Total</b>	<b>4,562.32</b>	<b>709.30</b>	<b>139.34</b>	<b>5,132.29</b>	<b>1,991.94</b>	<b>479.25</b>	<b>131.27</b>	<b>2,339.92</b>	<b>2,792.37</b>

Particulars	Cost				Accumulated depreciation/amortisation				Net Block Balance as at 31-Mar-2021
	Balance as at 01-Apr-20	Additions	Deletions	Balance as at 31-Mar-2021	Balance as at 01-Apr-20	Depreciation/amortisation expense for the period	Eliminated on disposal of assets	Balance as at 31-Mar-2021	
<b>4(a) Property, plant and equipment (owned)</b>									
Lease hold improvement	1,325.21	62.08	-	1,387.29	463.64	150.08	-	613.72	773.57
Furniture and fixtures	1,123.24	36.64	0.02	1,159.86	363.22	131.78	0.01	494.99	664.87
Plant & machinery	858.54	42.14	0.06	900.61	163.06	70.31	0.02	233.35	667.26
Service equipment	784.10	37.34	0.01	821.44	369.20	96.43	0.00	465.63	355.81
Computer equipment	172.50	9.85	0.05	182.30	93.69	44.09	0.05	137.73	44.57
Vehicles	9.25	6.79	0.06	15.98	2.10	1.74	0.02	3.82	12.16
<b>Total</b>	<b>4,272.84</b>	<b>194.84</b>	<b>0.20</b>	<b>4,467.48</b>	<b>1,454.91</b>	<b>494.43</b>	<b>0.10</b>	<b>1,949.24</b>	<b>2,518.24</b>
<b>4(b) Intangible assets (others)</b>									
Liquor licenses	8.23	-	-	8.23	6.00	0.20	-	6.20	2.03
Software and licenses	56.32	0.36	-	56.68	23.03	11.88	-	34.91	21.77
Brand name	29.48	0.45	-	29.93	-	1.59	-	1.59	28.34
<b>Total</b>	<b>94.03</b>	<b>0.81</b>	<b>-</b>	<b>94.84</b>	<b>29.03</b>	<b>13.67</b>	<b>-</b>	<b>42.70</b>	<b>52.14</b>
<b>Grand Total</b>	<b>4,366.87</b>	<b>195.65</b>	<b>0.20</b>	<b>4,562.32</b>	<b>1,483.94</b>	<b>508.10</b>	<b>0.10</b>	<b>1,991.94</b>	<b>2,570.38</b>

#### 4(c) Capital-Work-in Progress (CWIP)

##### (i) CWIP ageing schedule

Particulars	Amount in CWIP for the period				Total
	less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
FY 2021-22	183.13	-	-	-	183.13
FY 2020-21	28.45	25.45	-	-	53.90





## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 5. RIGHT-OF-USE ASSET

#### Gross carrying value

Particulars	Amount ₹
<b>As at April 1, 2020</b>	<b>5,942.06</b>
Additions	172.09
Deletions	(309.85)
<b>As at March 31, 2021</b>	<b>5,892.41</b>
Additions	1,761.00
Deletions	(140.68)
<b>As at Mar 31, 2022</b>	<b>7,512.73</b>
<b>Accumulated depreciation</b>	
<b>As at April 1, 2020</b>	<b>2,360.15</b>
Depreciation charge for the year	503.52
Deletions	(244.19)
<b>As at March 31, 2021</b>	<b>2,619.48</b>
Depreciation charge for the year	576.95
Deletions	(125.82)
<b>As at Mar 31, 2022</b>	<b>3,070.61</b>
Net carrying value	
<b>As at Mar 31, 2022</b>	<b>4,442.12</b>
<b>As at March 31, 2021</b>	<b>3,272.93</b>

### 6. GOODWILL

Particulars	As at 31 March 2022	As at 31 March 2021
Goodwill allocated to the business of operating restaurant outlets	189.66	189.66

The recoverable amount of the above cash generating units have been determined based on a value in use approach by considering cash flow projections approved by the management. The following inputs have been used for arriving the said recoverable amount.

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Input considered</b>		
Discount rate	12.00%	12.00%
Growth rate	2.00%	2.00%

The carrying value of brand referred in Note 4 and the goodwill referred above have been allocated to the business of operating restaurant outlets, which is considered cash generating unit by the Company for the purpose of impairment assessment. The recoverable amount of the above cash generating unit has been determined based on 'Value in use' model, wherein, the value of cash generating unit is determined as a sum of the net present value of the projected post tax cash flows for a period of 5 years and terminal value. The terminal value of each cash generating unit is arrived at by extrapolating cash flows of latest forecasted year to perpetuity using a constant long term growth rate. The Directors and the Management have assessed and concluded that the reasonably possible change in the key assumptions would not result in carrying amount of brand and goodwill to exceed the aggregate of their recoverable amounts.



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 7. INVESTMENTS

(Classified under non-current assets)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unquoted investments in equity instruments of subsidiaries (carried at cost):</b>		
<b>Barbeque Nation Mena Holding Limited (formerly known as Barbeque Nation Holdings Limited)</b>		
Cost of investment	313.09	313.09
Less:- Allowance for impairment (Refer note 8A)	(313.09)	(313.09)
Number of equity shares (Equity shares of AED 100 each)	159,425	159,425
Percentage of holding	100%	100%
<b>Barbeque Nation Holdings Pvt Ltd</b>		
Cost of investment	5.43	3.56
Number of equity shares (Equity shares of USD 1 each)	74,950	49,960
Percentage of holding	100%	100%
<b>Red Apple Kitchen Consultancy Private Limited</b>		
Cost of investment (Refer note (a) below)	844.82	674.87
Less:- Allowance for impairment (Refer note 8A)	(271.00)	(271.00)
Number of equity shares (Equity shares of ₹100 each)	4,493	3,232
Percentage of holding	68.82%	61.35%
<b>Total</b>	<b>579.25</b>	<b>407.43</b>
Aggregate amount of un-quoted investments	579.25	407.43

#### Note

- (a) During the current year, the Company has acquired additional equity shares of Red Apple Kitchen Consultancy Private Limited ("Red Apple") representing 7.46% stake on a fully diluted basis, for a total consideration of ₹169.95 towards 1,261 equity shares of face value of ₹100 each of Red Apple. This additional investment was approved by the Board of Directors of the company in their meeting held on February 03, 2022.

### 8. LOANS

(Classified under non-current assets)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Measured at amortised cost</b>		
Loans to related parties (Refer note 45)		
Considered good	503.24	65.26
Credit impaired	458.01	386.81
Less: Allowance for impairment (Refer note 8A)	(458.01)	(386.81)
<b>Total</b>	<b>503.24</b>	<b>65.26</b>
<b>Type of borrower</b>	<b>Amount of loan or advance in the nature of loan outstanding</b>	<b>Percentage to the total Loans and Advances in the nature of loans</b>
Related Parties	503.24	100%
	503.24	



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 8A (i) Impairment assessment of investments made and loans and advances given to subsidiaries: Following is the exposure towards subsidiaries :

Particulars	Red Apple Kitchen Consultancy Private Limited		Barbeque Nation Mena Holding Limited	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
<b>Prior to impairment</b>				
Investments	844.82	674.87	313.09	313.09
Loans and advances	-	-	961.25	452.07
Interest on loans granted	-	-	40.52	8.70
Bank guarantee given towards loans taken by subsidiary	6.75	8.97	-	480.41
<b>Total</b>	<b>851.57</b>	<b>683.84</b>	<b>1,314.86</b>	<b>1,254.27</b>
Less: Provision for impairment				
- during the earlier years	(271.00)	(271.00)	(777.05)	(777.05)
<b>Exposure post impairment</b>	<b>580.57</b>	<b>412.84</b>	<b>537.81</b>	<b>477.22</b>

The Directors of the Company performed impairment assessment of the above exposure by determining the "value in use" of these subsidiaries as an aggregate of present value of cash flow projections covering a five year period and the terminal value. Determination of value in use involves significant estimates and assumptions that affect the expected future cash flows. These estimates and assumptions, primarily include, but are not limited to, the revenue growth and profitability during the forecast period, the discount rate and the terminal growth rate.

For its impairment assessment, the management has assessed the impact of the COVID-19 on the operations and forecasted cash flows. The following inputs have been used for arriving the said recoverable amount.

In respect of Red Apple Kitchen Consultancy Private Limited:

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Input considered</b>		
Discount rate	12.00%	12.00%
Growth rate	3.00%	3.00%

In respect of Barbeque Nation Mena Holding Limited:

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Input considered</b>		
Discount rate	12.00%	12.00%
Growth rate	2.00%	2.00%

The table below shows the level upto which key assumptions (individually) can be changed to reach the point at which the value in use approximates the carrying value (post impairment).

Particulars	31-Mar-2022		31-Mar-2021	
	Red Apple Kitchen Consultancy Private Limited	Barbeque Nation Mena Holding Limited	Red Apple Kitchen Consultancy Private Limited	Barbeque Nation Mena Holding Limited
Discount rate can be increased upto	17.65%	20.00%	18.25%	21.50%
Projected Revenue can be decreased by	32%	4.5%	12%	8%



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 9 OTHER FINANCIAL ASSETS (Classified under non-current assets)

Particulars	As at 31 March 2022	As at 31 March 2021
Balances held as margin money or security (Measured at amortised cost)	45.31	17.71
<b>Unsecured, considered good</b>		
Security deposits		
Considered good	296.74	240.71
Credit impaired	11.69	11.69
Less: Allowance for impairment	(11.69)	(11.69)
<b>Total</b>	<b>342.05</b>	<b>258.42</b>

#### Movement in allowance for security deposits

Particulars	As at 31 March 2022	As at 31 March 2021
Opening balance	11.69	11.69
Additional provision during the year	-	0.36
Written-off during the year	-	(0.36)
<b>Closing balance</b>	<b>11.69</b>	<b>11.69</b>

The above includes dues from a private company in which a director of the Company is a member or director:

Particulars	As at 31 March 2022	As at 31 March 2021
Security deposits		
Red Apple Kitchen Consultancy Private Limited		
- at amortised cost	2.50	2.50
- at refundable value	2.50	2.50
Sara Soule Private Limited		
- at amortised cost	-	3.13
- at refundable value	-	3.13
Samar Retail Private Limited		
- at amortised cost	0.60	0.60
- at refundable value	0.60	0.60
Sana Reality Private Limited		
- at amortised cost	2.71	2.37
- at refundable value	3.00	3.00

### 10. OTHER NON-CURRENT ASSETS

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good:</b>		
Amounts paid to statutory authorities under protest	30.69	30.16
Other security deposits	17.33	16.42
<b>Total</b>	<b>48.02</b>	<b>46.58</b>



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 11. INVENTORIES

Particulars	As at 31 March 2022	As at 31 March 2021
<b>(At lower of cost and net realisable value)</b>		
Food & beverages	283.57	159.46
Stores & consumables	46.85	24.15
<b>Total</b>	<b>330.42</b>	<b>183.61</b>

### 12. TRADE RECEIVABLES

Particulars	As at 31 March 2022	As at 31 March 2021
Trade receivables (unsecured) consist of following		
Considered good	62.19	45.78
Credit impaired	1.78	1.69
	<b>63.97</b>	<b>47.47</b>
Less: Allowance for credit loss	(1.78)	(1.69)
<b>Total</b>	<b>62.19</b>	<b>45.78</b>

#### Movement in allowance for doubtful debts is as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Opening balance	1.69	1.65
Movement in Expected credit loss (ECL) allowance on trade receivables calculated at lifetime ECL	0.09	0.04
Written off during the year	-	-
<b>Closing balance</b>	<b>1.78</b>	<b>1.69</b>

#### Trade receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 month	6 month - 1 year	1-2 Years	2-3 Years	more than 3 Years	
<b>FY 2021-22</b>						
(i) Undisputed Trade receivables - considered good	52.47	7.73	1.43	0.56	-	62.19
(ii) Undisputed Trade receivables - considered doubtful	-	0.09	-	1.69	-	1.78
<b>FY 2020-21</b>						
(i) Undisputed Trade receivables - considered good	19.84	13.69	12.25	-	-	45.78
(ii) Undisputed Trade receivables - considered doubtful	-	-	1.69	-	-	1.69

### 13. CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2022	As at 31 March 2021
Cash on hand	9.49	5.54
Balances with banks :		
In current accounts	116.59	39.81
In deposit accounts	467.33	-
Earmarked balances with banks		
In current accounts (Refer note 47)	-	2,043.69
In deposit accounts (having maturity less than 3 months)	34.70	335.42
<b>Cash and cash equivalents as per balance sheet</b>	<b>628.11</b>	<b>2,424.46</b>



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 14. OTHER FINANCIAL ASSETS (CURRENT)

Particulars	As at 31 March 2022	As at 31 March 2021
Interest accrued on		
Loans to related parties	40.52	8.70
Less: Allowance for impairment	(5.95)	(5.95)
Other receivables from subsidiaries	6.05	16.82
<b>Total</b>	<b>40.62</b>	<b>19.57</b>

### 15. OTHER CURRENT ASSETS

Particulars	As at 31 March 2022	As at 31 March 2021
Advance to employees	24.22	25.96
Prepaid expenses	96.05	55.72
Advances paid for supply of materials / rendering of services		
Unsecured, considered good	43.62	48.21
Doubtful	5.42	8.98
	49.04	57.19
Less: Allowance for bad and doubtful advances	(5.42)	(8.98)
	43.62	48.21
Balance with Government authorities	0.78	3.49
Unamortised share issue expenses *	-	279.61
<b>Total</b>	<b>164.67</b>	<b>412.99</b>

\* The Company has incurred certain expenses towards proposed Initial Public Offering of its equity shares. The Company has recovered certain amounts from the shareholders and the balance amount charged-off to securities premium account in accordance with Section 52 of the Companies Act, 2013 upon the shares being issued.

### Movement in allowance for bad and doubtful advances

Particulars	As at 31 March 2022	As at 31 March 2021
Opening balance	8.98	8.98
Additional provision during the year	-	10.30
Written-off during the year	(3.56)	(10.30)
<b>Closing balance</b>	<b>5.42</b>	<b>8.98</b>

### Note No. 26 Current tax Assets (Net)

Particulars	As at 31 March 2022	As at 31 March 2021
Income tax assets (net)	3.74	-
<b>Total</b>	<b>3.74</b>	<b>-</b>



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 16. EQUITY SHARE CAPITAL

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Authorised capital</b>		
<b>Equity shares of ₹5/- each, with voting rights</b>		
Number of shares	60,000,000	60,000,000
Amount	300.00	300.00
<b>Issued, subscribed and fully paid up capital</b>		
<b>Equity shares of ₹5/- each, fully paid-up, with voting rights</b>		
Number of shares	38,909,166	33,942,920
Amount	194.55	169.72
<b>Total</b>	<b>194.55</b>	<b>169.72</b>

#### (a) Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the year

Particulars	Number of shares	Amount
<b>Outstanding at the 31 March 2020</b>	<b>27,991,788</b>	<b>139.96</b>
Add: Issued during the period #	5,951,132	29.76
<b>Outstanding at the 31 March 2021</b>	<b>33,942,920</b>	<b>169.72</b>
Add: Issued during the period #	4,966,246	24.83
<b>Outstanding at the 31 Mar 2022</b>	<b>38,909,166</b>	<b>194.55</b>

#

- (i) 59,51,132 equity shares of ₹5 each were issued under Pre IPO Private Placement at a premium of ₹247 per share in FY 2020-21.
- (ii) 11,77,855 equity shares of ₹5 each were issued under Preferential Issue at a premium of ₹844 per share in FY 2021-22.
- (iii) 1,88,391 equity shares of ₹5 each were issued to employees pursuant to Employee stock options scheme in FY 2021-22.
- (iv) 36,00,000 equity shares of ₹5 each were issued to public at the time of IPO at a premium of ₹495 per share in the FY 2021-22

#### (b) Details of shares held by each shareholder holding more than 5% shares

Particulars	As at 31 March 2022		As at 31 March 2021	
	No. of Shares	% holding	No. of Shares	% holding
Sayaji Housekeeping Services Limited	11,602,828	29.82%	12,621,116	37.18%
Tamara Private Limited	2,755,296	7.08%	6,078,402	17.91%
Pace Private Limited	3,182,964	8.18%	3,182,964	9.38%
Jubilant FoodWorks Limited	3,650,794	9.38%	3,650,794	10.76%

#### (c) Number of equity shares reserved for issuance

Particulars	As at 31 March 2022	As at 31 March 2021
Equity shares of ₹5/- each to eligible employees under Employee Stock Option Scheme	1,803,835	924,706

(d) The Company has only one class of equity share having a par value of ₹5/- each. Holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to number of equity shares held by the shareholders.



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### (e) Details of shares held by Promoters:

Particulars	As at 31 March 2022			As at 31 March 2021	
	No. of Shares	% of Total Shares	% Change during the year	No. of Shares	% of Total Shares
Sayaji Housekeeping Services Limited	11,602,828	29.82%	-8.07%	12,621,116	37.18%
Kayum Dhanani	333,400	0.86%	0.00%	333,400	0.98%
Suchitra Dhanani	6	0.00%	0.00%	6	0.00%
<b>Total of the above</b>	<b>11,936,234</b>			12,954,522	
<b>Total no. of Shares</b>	<b>38,909,166</b>	<b>30.68%</b>		33,942,920	38.17%

## 17. LEASE LIABILITIES

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Opening balance</b>	<b>4,051.27</b>	4,284.75
Addition	1,724.51	164.28
Accretion of interest	461.21	449.42
Adjustment due to modification	-	84.05
Payments	(702.16)	(442.13)
Rent concessions (Refer note 28)	(163.00)	(371.33)
Deletions	(17.57)	(117.77)
<b>Closing balance</b>	<b>5,354.26</b>	<b>4,051.27</b>
Current	491.18	434.35
Non-Current	4,863.08	3,616.92
<b>Maturity Analysis - contractual undiscounted cash flows</b>		
Less than one year	975.10	835.17
One to five years	3,406.51	2,900.65
More than five years	4,012.22	2,431.58
<b>Total Undiscounted Lease Liability as at</b>	<b>8,393.83</b>	<b>6,167.40</b>

## 18 OTHER EQUITY

Particulars	As at 31 March 2022	As at 31 March 2021
Share application money pending allotment (Refer note (i) below)	0.65	994.27
Reserves and surplus (Refer Note (ii) below)		
Securities premium	5,794.36	3,096.22
Share based payment reserve	60.13	41.69
Retained earnings	(1,914.86)	(1,699.01)
<b>Total</b>	<b>3,940.28</b>	<b>2,433.17</b>

### (i) Share application money pending allotment

Pursuant to the Initial Public Offering, the Company opened the bid/offer on March 23, 2021 to the Anchor investors and received ₹2,043.63 on March 23, 2021. Out of this, the Company has allocated ₹994.27 towards fresh issue of equity shares and such shares have been issued at a price of ₹500 per share on April 05, 2021 subsequently. Balance of ₹1,049.42 is determined as proceeds received by the Company on behalf of selling shareholders and has been accounted as payable to selling shareholders under Note 23 - Other financial liabilities.





## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### (ii) Reserves and Surplus

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Securities premium account</b>		
Opening balance	3,096.22	1,631.01
Add: Premium on shares issued during the period [Refer Note 16 (a)]	2,813.61	1,469.93
Add: Transfer from share based payment reserve on account of exercise	22.59	-
Less : Share issue expenses	(138.06)	(4.72)
<b>Closing balance</b>	<b>5,794.36</b>	<b>3,096.22</b>
<b>Share based payment reserve</b>		
Opening balance	41.69	47.31
Add: Charge for the year	41.03	51.18
Less: Transfer to securities premium on account of exercise	(22.59)	-
Less: Transfer to retained earnings on account of forfeiture / replacement	-	(56.80)
<b>Closing balance</b>	<b>60.13</b>	<b>41.69</b>
<b>Retained earnings</b>		
Opening balance	(1,699.01)	(1,060.47)
Add: Transfer on forfeiture/ replacement of options	-	56.80
Add: Profit /(loss) for the year / period	(215.00)	(702.94)
Less: Remeasurement loss recognised in Other comprehensive Income (net of tax)	(0.85)	7.60
<b>Closing balance</b>	<b>(1,914.86)</b>	<b>(1,699.01)</b>

### Nature and purpose of reserves

**Securities premium account:** Securities premium account is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

**Share based payment reserve:** The fair value of the equity-settled share based payment transactions with employees is recognised in statement of profit and loss with corresponding credit to employee stock options outstanding account. The amount of cost recognised is transferred to share premium on exercise of the related stock options.

**Retained earnings:** Retained earnings are the profits / loss that the Company has earned / incurred till date, less any transfers to other reserves, dividends or other distributions paid to its equity shareholders.

## 19. BORROWINGS

Particulars	As at 31 March 2022	As at 31 March 2021
Secured at amortised cost:		
(For details of terms and security, refer notes)		
Term loan from banks	30.13	587.43
Working capital Term loan from bank	98.93	-
Vehicle loan from banks	8.45	4.75
<b>Total</b>	<b>137.51</b>	<b>592.18</b>

## 20. PROVISIONS

Particulars	As at 31 March 2022	As at 31 March 2021
Provision for employee benefits:		
Compensated absences	9.82	9.73
Gratuity	31.86	27.63
Provision for asset retirement obligations	51.14	40.59
<b>Total</b>	<b>92.82</b>	<b>77.95</b>



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 21. BORROWINGS

Particulars	As at 31 March 2022	As at 31 March 2021
Secured loans repayable on demand from banks:		
(i) Working capital loan	-	50.00
The rate of interest is 1 month MCLR plus 65 base points		
Security		
1) First pari passu charge by way of hypothecation on entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future.		
2) First pari passu charge on entire current assets and security deposits of the Company, both present and future.		
3) First pari passu charge by way of hypothecation over the Brand of the Company		
<b>Unsecured</b>		
(i) Overdraft facility	-	133.16
Repayable on demand and carries and interest rate of 1 month MCLR		
(ii) AXIS credit card	0.26	36.77
Repayable in fifty two days credit period		
(iii) AMEX credit card	0.63	-
Repayable in fifty two days credit period		
(iv) ICICI credit card	0.33	-
Repayable in fifty two days credit period		
<b>Current maturities of long-term borrowings</b>		
From banks	66.77	223.04
<b>Total</b>	<b>67.99</b>	<b>442.97</b>

### 22 TRADE PAYABLES

Particulars	As at 31 March 2022	As at 31 March 2021
Other than Acceptances		
Total outstanding dues of micro enterprises and small enterprises	20.29	38.27
Total outstanding dues of creditors other than micro enterprises	795.42	1,253.71
<b>Total</b>	<b>815.71</b>	<b>1,291.98</b>

#### Disclosure required under section 22 of the micro, small and Medium Enterprises Development Act, 2006:

Particulars	As at 31 March 2022	As at 31 March 2021
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	16.41	34.81
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0.42	3.46
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	0.42	3.46
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	3.88	3.46
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Trade payables ageing schedule

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 Years	2-3 Years	more than 3 Years	
FY2021-22						
(i) MSME	14.65	5.64	-	-	-	20.29
(ii) Others	150.01	627.96	9.57	4.88	3.00	795.42
FY2020-21						
(i) MSME	16.67	21.60	-	-	-	38.27
(ii) Others	152.09	1,078.97	14.52	1.65	6.48	1,253.71

### 23. OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Other payables</b>		
Payables on purchase of property, plant and equipment	61.09	73.57
Payable to selling shareholders (Refer note 18)	-	1,049.42
Recognition of credit loss in respect of financial guarantee given towards loan taken by subsidiary (Refer note 34)	-	71.20
Interest accrued but not due on borrowings	-	4.74
<b>Total</b>	<b>61.09</b>	<b>1,198.93</b>

### 24. OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2022	As at 31 March 2021
Payable towards statutory remittances	80.04	59.13
Contract liability		
Gift card liability (Refer note below)	38.20	23.81
<b>Total</b>	<b>118.24</b>	<b>82.94</b>

Note:

The Company recognised revenue from contractual liability in the statement of profit and loss in the following year.

### 25. PROVISIONS

Particulars	As at 31 March 2022	As at 31 March 2021
Provision for employee benefits:		
Compensated absences	20.45	20.00
Gratuity	31.35	31.11
Provision for asset retirement obligations	5.21	3.30
<b>Total</b>	<b>57.01</b>	<b>54.41</b>



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 26. CURRENT TAX LIABILITIES (NET)

Particulars	As at 31 March 2022	As at 31 March 2021
Provision - Others:		
Income Tax (net of advance income tax)	-	20.37
<b>Total</b>	<b>-</b>	<b>20.37</b>

### Note No. 19. Details of security and terms of repayment for the long-term borrowings:

Terms of repayment and security	As at 31 March 2022	As at 31 March 2021
<b>Term loans from banks</b>		
<b>(i) Term loan 1:</b>		
<b>Non -Current portion</b>	-	222.80
<b>Current maturities of long-term debt</b>	-	76.68
<b>Repayment terms:</b>		
Repayable in 60 monthly instalments after a moratorium of 6 months and carries an interest rate of 1 Year MCLR + 0.40% p.a		
<b>Security :</b>		
1)First paripassu charge by way of hypothecation on entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future.		
2)First paripassu charge on entire current assets and security deposits of the Company, both present and future.		
3)First paripassu charge by way of hypothecation over the Brand of the Company		
<b>(ii) Term loan 2:</b>		
<b>Non -Current portion</b>	-	-
<b>Current maturities of long-term debt</b>	-	13.22
<b>Repayment terms:</b>		
USD loan - Repayable in 60 defined monthly instalments and carries an interest rate of 6 months LIBOR + 450 base points		
<b>Security :</b>		
1) Exclusive first charge on the entire assets of new outlets to be established at different places(including hypothecation of security deposits) all over India and the movable equipment to be purchased out of Bank's finance & company's margin thereof.		
2)Second paripassu charge on the entire movable fixed assets of the Company both present and future.		
2)Second paripassu charge on entire current assets and security deposits of the Company, both present and future.		
3)Exclusive charge by way of hypothecation over the intangible assets (including Brand/ Trademarks) of the Company.		
<b>(iii) Term loan 3:</b>		
<b>Non -Current portion</b>	-	160.34
<b>Current maturities of long-term debt</b>	-	55.56
<b>Repayment terms:</b>		
Repayable in 54 defined installments and carries an interest rate of 1 year MCLR plus 0.85% p.a.		
<b>Security :</b>		
1)First paripassu charge by way of hypothecation on entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future.		
2)First paripassu charge on entire current assets and security deposits of the Company, both present and future.		
3)First paripassu charge by way of hypothecation over the Brand of the Company		



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Terms of repayment and security	As at 31 March 2022	As at 31 March 2021
<b>(iv) Term loan 4:</b>		
<b>Non -Current portion</b>	<b>18.00</b>	34.67
<b>Current maturities of long-term debt</b>	<b>18.25</b>	17.35
<b>Repayment terms:</b>		
Repayable in 60 equal monthly instalments and carries an interest rate of 12 month MCLR plus 1% p.a		
<b>Security :</b>		
1)First paripassu charge by way of hypothecation on entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future.		
2)First paripassu charge on entire current assets and security deposits of the Company, both present and future.		
3)First paripassu charge by way of hypothecation over the Brand of the Company		
<b>(v) Term loan 5:</b>		
<b>Non -Current portion</b>	-	-
<b>Current maturities of long-term debt</b>	-	12.50
<b>Repayment terms:</b>		
Repayable in 42 defined monthly instalments and carries an interest rate of 12 month MCLR plus 1% p.a		
<b>Security :</b>		
1)First paripassu charge by way of hypothecation on entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future.		
2)First paripassu charge on entire current assets and security deposits of the Company, both present and future.		
3)First paripassu charge by way of hypothecation over the Brand of the Company		
<b>(vi) Term loan 7:</b>		
<b>Non -Current portion</b>	-	9.35
<b>Current maturities of long-term debt</b>	-	11.03
<b>Repayment terms:</b>		
Repayable in 20 equal quarterly instalments and carries an interest at 1 year MCLR + 155 base points p.a.		
<b>Security :</b>		
1)First paripassu charge on the entire fixed assets, current assets and security deposits of the Company, both present and future		
2)First paripassu charge over the Brand of the Company		
<b>(vii) Term loan 8:</b>		
<b>Non -Current portion</b>	-	7.10
<b>Current maturities of long-term debt</b>	-	10.53
<b>Repayment terms:</b>		
Repayable in 19 equal quarterly instalments and carries an interest at 1 year MCLR + 155 base points p.a.		
<b>Security :</b>		
1)First paripassu charge on the entire fixed assets, current assets and security deposits of the Company, both present and future		
2)First paripassu charge over the Brand of the Company		
<b>(viii) Working Capital Term Loan 11:</b>		
<b>Non -Current portion</b>	<b>98.93</b>	133.85
<b>Current maturities of long-term debt</b>	<b>37.10</b>	15.46
<b>Repayment terms:</b>		
Repayable in 47 defined monthly installments and carries an interest rate 8.45% 1 year MCLR		



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Terms of repayment and security	As at 31 March 2022	As at 31 March 2021
<b>Security :</b>		
1)Second pari-passu charge over all current assets and security deposits of the Company, both present and future.		
2)Second Pari-passu over entire fixed assets (including leasehold improvements and excluding vehicles).		
3)Second Pari-passu on brand name 'Barbeque Nation'.		
4) 100% Credit Guarantee by NCGTC.		
<b>(ix) Term loan 12:</b>		
<b>Non -Current portion</b>	<b>12.13</b>	19.32
<b>Current maturities of long-term debt</b>	<b>7.27</b>	7.92
Repayment terms: Repayable in 60 equal monthly instalments		
<b>Security :</b>		
First Paripassu charge by way of hypothecation along with other term lenders on		
1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future		
2.Entire current assets and security deposits of the Company, both present and future		
3.Brand of the Company		
<b>(x) Vehicle loan:</b>		
<b>Non -Current portion</b>	<b>8.45</b>	4.75
<b>Current maturities of long-term debt</b>	<b>4.15</b>	2.79
<b>Repayment terms:</b> Repayable in 36 equated monthly installments and carries an interest rate of 8.5% p.a		
<b>Security :</b> Hypothecation of underlying vehicle in favor of lender		
Current maturities of long-term debt		
<b>Total</b>	<b>204.28</b>	<b>815.22</b>
<b>Non -Current portion</b>	<b>137.51</b>	<b>592.18</b>
<b>Current maturities of long-term debt</b>	<b>66.77</b>	<b>223.04</b>

### 27.

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Revenue from operations</b>		
Sale of food & beverages	<b>7,570.85</b>	4,510.74
<b>Other operating revenues</b>		
Revenue from displays and sponsorships	<b>2.59</b>	0.59
Share of profits and income from royalty	<b>19.13</b>	7.69
Sale of scrap	<b>2.57</b>	1.33
Income from Professional Fees	<b>9.39</b>	4.93
Other receipts from outdoor catering	<b>2.14</b>	0.77
Guarantee commission	<b>0.78</b>	3.83
Others	<b>3.07</b>	2.86
<b>Total</b>	<b>7,610.52</b>	4,532.74



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 28 OTHER INCOME

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest income from other financial assets at amortised cost	23.04	17.18
Interest income on fixed deposits and loan	65.54	10.09
Foreign exchange gain (net)	-	0.84
Rent Concession Due to Covid 19 pandemic (Refer note below)	163.00	371.33
Provision no longer required	4.00	5.98
<b>Total</b>	<b>255.58</b>	<b>405.42</b>

Note:

The Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24th July 2020 on IND- AS 116 for all rent concessions which are granted due to COVID-19 pandemic. Accordingly, these rent concessions confirmed for the year ended 31, March 2022 have been accounted as Other Income.

### 29. COST OF FOOD AND BEVERAGES CONSUMED

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening stock	159.46	117.34
Add: Purchases	2,915.48	1,683.68
	<b>3,074.94</b>	<b>1,801.02</b>
Less Closing stock	(283.57)	(159.46)
<b>Total</b>	<b>2,791.37</b>	<b>1,641.56</b>

### 30. EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries and wages	1,124.35	869.44
Contributions to provident fund	82.02	57.45
Gratuity expenses	11.89	12.13
Expense on employee stock option scheme	41.03	25.30
Staff welfare expenses	387.50	216.78
<b>Total</b>	<b>1,646.79</b>	<b>1,181.10</b>

### 31. OTHER OPERATING EXPENSES

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Consumption of stores & operating supplies	421.54	187.53
Power and fuel	594.52	388.73
Commission to the delivery agents	240.12	102.95
Rent including lease rentals	225.31	172.62
Repairs and maintenance:		
Buildings	3.53	4.20
Machinery	39.23	21.39
Others	35.44	25.71
House keeping services	63.81	44.82



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Water charges	36.67	25.29
Insurance	13.12	12.39
Rates and taxes	84.51	69.53
Communication	39.63	31.22
Travelling and conveyance	31.16	16.34
Printing and stationery	28.82	20.07
Laundry expenses	2.84	3.40
Security service charges	10.96	8.22
Recruitment expenses	0.72	0.27
Business promotion	94.21	79.62
Vehicle hiring charges	10.28	7.38
Legal and professional	52.06	37.89
Payments to auditors	7.76	5.81
Parking Charges	3.01	2.82
Provision for doubtful security deposits, receivables and advances	-	10.70
Miscellaneous expenses	59.05	32.24
<b>Total</b>	<b>2,098.30</b>	<b>1,311.14</b>
Note:		
Payment to auditors		
For statutory audit and quarterly reviews	6.00	4.50
Other services (including reimbursement of expenses)	0.68	0.50
Taxes thereon	1.08	0.81
<b>Total</b>	<b>7.76</b>	<b>5.81</b>

### 32. FINANCE COSTS

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense on:		
Borrowings	38.96	188.92
Provision for asset retirement obligations	5.26	4.37
Interest on lease liabilities	461.21	449.42
Interest on delayed payment of taxes	-	3.73
Interest on delayed payment of other statutory dues	-	16.01
Receivable discounting charges	39.97	16.80
Other bank charges	10.48	26.68
<b>Total</b>	<b>555.88</b>	<b>705.93</b>





## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 33. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation (Refer note 4(a))	467.56	494.43
Amortisation (Refer note 4(b))	11.69	13.67
Derecognition on right-of-use asset (Refer note 5)	576.94	503.51
<b>Total</b>	<b>1,056.19</b>	<b>1,011.61</b>

### 34. EXCEPTIONAL ITEMS

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Offer document filing fees written off	-	5.32
Expenses towards accelerated vesting of employee stock options surrendered	-	25.88
Net (profit) / loss relating to restaurant units closed / relocated during the year	(2.77)	(51.87)
<b>Total</b>	<b>(2.77)</b>	<b>(20.67)</b>

35. As explained in Note 2, the impact of the COVID-19 pandemic and the measures put in place to control the spread of virus, have triggered significant disruptions to the Company's operations. The management has considered the possible effects that may result from the COVID-19 pandemic on the carrying value of assets. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of the pandemic, the management has used external and internal information to assess the expected future performance of the Company. The Company has performed sensitivity analysis on the assumptions and based on the current estimates, the Company expects that the carrying value of the assets as at March 31, 2022 is fully recoverable.

The actual impact of the COVID-19 pandemic may be different from that estimated as at the date of approval of these financial statements.

### 36. TAX EXPENSE / (BENEFIT):

#### Tax expenses recognised in Statement of Profit and Loss

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Current tax	-	-
Deferred tax	(64.66)	(189.57)
<b>Total</b>	<b>(64.66)</b>	<b>(189.57)</b>

The reconciliation between the income tax expense and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Profit before tax</b>	<b>(279.66)</b>	(892.51)
Enacted income tax rate in India	<b>25.17%</b>	25.17%
<b>Computed expected tax expense</b>	<b>(70.38)</b>	<b>(224.63)</b>
Tax impact on:		
Deferred tax liability created on goodwill	-	10.24
Expenses relating to closed outlets	-	13.05
Effect on account of non-deductible expenses under income tax	<b>5.41</b>	10.45
Others	<b>0.31</b>	1.32
<b>Income tax expense recognised in Statement of profit and loss</b>	<b>(64.66)</b>	<b>(189.57)</b>

### Movement in deferred tax balances

Particulars	For the year ended Mar 31, 2022			
	Opening balance	Recognised in profit and Loss	Recognised in Other Comprehensive Income	Closing balance
<b>Tax effect of items constituting deferred tax assets</b>				
On unused tax losses (Refer note below)	<b>161.71</b>	<b>5.71</b>	-	<b>167.42</b>
Property, Plant and Equipment and other intangible assets	<b>75.31</b>	<b>18.21</b>	-	<b>93.52</b>
Right-of-use and lease liabilities (net)	<b>229.60</b>	<b>33.67</b>	-	<b>263.27</b>
Provision towards asset retirement obligations	<b>11.05</b>	<b>3.13</b>	-	<b>14.18</b>
Employee Benefits and other provisions	<b>31.44</b>	<b>3.50</b>	<b>0.29</b>	<b>35.23</b>
Others	<b>3.54</b>	<b>0.44</b>	-	<b>3.98</b>
<b>Tax effect of items constituting deferred tax liabilities</b>				
Goodwill	<b>(47.73)</b>	-	-	<b>(47.73)</b>
<b>Net deferred tax asset / (liabilities)</b>	<b>464.92</b>	<b>64.66</b>	<b>0.29</b>	<b>529.87</b>

Particulars	For the year ended Mar 31, 2021			
	Opening balance	Recognised in profit and Loss	Recognised in Other Comprehensive Income	Closing balance
<b>Tax effect of items constituting deferred tax assets</b>				
On unused tax losses (Refer note below)	-	161.71	-	161.71
Property, Plant and Equipment and other intangible assets	41.43	33.88	-	75.31
Right-of-use and lease liabilities (net)	210.60	19.00	-	229.60
Provision towards asset retirement obligations	11.32	(0.27)	-	11.05
Employee Benefits and other provisions	35.60	(1.61)	(2.55)	31.44
Others	16.44	(12.90)	-	3.54
<b>Tax effect of items constituting deferred tax liabilities</b>				
Goodwill	(37.49)	(10.24)	-	(47.73)
<b>Net deferred tax asset / (liabilities)</b>	<b>277.90</b>	<b>189.57</b>	<b>(2.55)</b>	<b>464.92</b>



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 37. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>A. Contingent liabilities</b>		
Indirect tax matters #	171.06	170.94
Direct tax matters	401.96	420.36
Other matters	-	7.36
Stand-by Letter of Credit given to bank on borrowings by subsidiary (to the extent of loans outstanding)	6.75	489.38
<b>B. Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for tangible assets	128.30	23.18

# The Company was subject to Anti-profiteering investigation for the period Nov 15, 2017 to Mar 31, 2019 by Director General of Anti-Profiteering (DGAP). During the year ended March 31, 2020, DGAP conducted the investigation and submitted the report to National Anti-Profiteering Authority (NAA) with a demand amounting ₹325.88 million and the Company has disclosed such demand as a contingent liability as of March 31, 2020. Subsequently, the NAA has examined this report and passed an order dated 20 May 2020, holding that although the finding of the DGAP was correct with respect to anti-profiteering, however, the methodology adopted by DGAP while arriving at the demand is incorrect and directed DGAP to conduct further investigation. Being aggrieved, the Company has filed a writ petition before the High Court of Karnataka, seeking a stay of the above order passed by the NAA. The Court passed an order dated 15 July 2020 staying the operation of the order dated 20 May 2020 passed by the NAA. Accordingly, the demand of ₹325.88 million has been excluded from contingent liability as of March 31, 2022 as the investigation is under process. Thereafter, a transfer petition was filed by the NAA before the Supreme Court seeking transfer of the said writ petition from Karnataka High Court to Delhi High Court, which is pending as of date.

### 38. EMPLOYEE BENEFIT PLANS

#### Defined contribution plans

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Particulars	As at 31 March 2022	As at 31 March 2021
Contribution to Provident Fund and Employee State Insurance Scheme	103.87	72.84

#### Defined benefit plans

The Company offers gratuity, a defined employee benefit scheme to its employees. The said plan typically exposes the company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk

#### Investment risk

The fund has invested 100% of the funds in 'Schemes of insurance - conventional products' which are risk averse as whole of the risk is borne by the Insurance company.

#### Interest risk

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase."

#### Longevity risk

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee."

#### Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability."



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Gratuity: The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Discount rate	4.50%	4.20%
Salary escalation	5.00%	5.00%
Attrition rate	53.00%	53.00%
Retirement age	58 years	58 years
<b>Mortality</b>	<b>100% of IALM 2012-14</b>	<b>100% of IALM 2012-14</b>

Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Service cost:</b>		
Current service cost	9.33	8.87
Net interest expense	2.56	3.26
<b>Components of defined benefit costs recognised in profit or loss</b>	<b>11.89</b>	<b>12.13</b>
<b>Remeasurement on the net defined benefit liability:</b>		
Return on plan assets [excluding amounts included in net interest expense] (excess) / Short return	0.06	-
Actuarial (gains) / losses arising from changes in demographic assumptions	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	(0.38)	0.93
Actuarial (gains) / losses arising from experience adjustments	1.46	(11.08)
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>1.14</b>	<b>(10.15)</b>
<b>Total</b>	<b>13.03</b>	<b>1.98</b>

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss. The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Present value of funded defined benefit obligation	65.61	61.10
Fair value of plan assets	(2.40)	(2.36)
<b>Funded status</b>	<b>63.21</b>	<b>58.74</b>
Restrictions on asset recognised	-	-
<b>Net liability arising from defined benefit obligation</b>	<b>63.21</b>	<b>58.74</b>
Current	31.35	31.11
Non-current	31.86	27.63



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Movements in the present value of the defined benefit obligation are as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Opening defined benefit obligation	61.10	65.21
<b>Expenses recognised in the statement of profit and loss</b>		
Current service cost	9.33	8.87
Interest cost	2.56	3.26
<b>Remeasurement (gains)/losses recognised in other comprehensive income:</b>		
Actuarial gains and losses arising from changes in demographic assumptions	-	-
Actuarial gains and losses arising from changes in financial assumptions	(0.38)	0.93
Actuarial gains and losses arising from experience adjustments	1.46	(11.08)
Benefits paid	(8.46)	(6.09)
<b>Closing defined benefit obligation</b>	<b>65.61</b>	<b>61.10</b>

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Opening fair value of the Plan asset</b>	<b>2.36</b>	<b>2.25</b>
Acquisition adjustment	-	-
Interest income on plan assets	0.05	0.11
Employer contributions	-	-
Return of plan assets greater / (lesser) than discount rate	-	-
Benefits paid	-	-
<b>Closing fair value of assets</b>	<b>2.41</b>	<b>2.36</b>

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Discount Rate	As at 31 March 2022	As at 31 March 2021
1 Effect on defined benefit obligation due to 100 bps increase in Discount Rate	(1.23)	(1.16)
2 Effect on defined benefit obligation due to 100 bps decrease in Discount Rate	1.29	1.20

Salary escalation rate	As at 31 March 2022	As at 31 March 2021
1 Effect on defined benefit obligation due to 100 bps increase in salary escalation rate	1.23	1.18
2 Effect on defined benefit obligation due to 100 bps decrease in salary escalation rate	(1.21)	(1.16)



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years. There has been no change in the process used by the Company to manage its risks from prior periods.

Expected future cash outflows (undiscounted) towards the plan are as follows:

Financial year	As at 31 March 2022	As at 31 March 2021
1 year	33.75	31.11
2 to 5 year	35.50	33.02
6 to 10 year	2.48	2.29

### 39. EMPLOYEE STOCK OPTION SCHEME

In the annual general meeting held on August 26, 2015, the shareholders of the Company had approved the issue of not more than 266,240 options (underlying equity share of face value of ₹10/- each per option) under the Scheme titled " Employee Stock Option Scheme 2015 (ESOP 2015). The ESOP 2015 allows the issue of options to employees of the Company and its subsidiaries. Pursuant to the sub-division of equity share of ₹10 each into 2 equity shares of ₹5 each during the year ended March 31, 2017, the scheme comprise of 532,480 options (underlying equity share of face value of ₹5 each per option). Further, in the annual general meeting held on July 23, 2019 the shareholders of the Company has approved the increase of options to be offered to the employees upto 932,480 and in the Extra ordinary General meeting held on July 19, 2021 the shareholders approved the increase of ESOP pool size to 20,00,000 options.

As per the Scheme, the Remuneration committee grants the options to the employees deemed eligible. The exercise price of each option shall be at a price not less than the face value per share. Vesting period of the option is from one to three years from the date of grant and all the vested options can be exercised by the option grantee within sixty months from the vesting date.

On April 1, 2016, July 10, 2017, August 5, 2017, October 1, 2019, January 14, 2020 & October 16, 2020, the Company granted options under said scheme for eligible personnel. The fair market value of the option has been determined using Black Scholes Option Pricing Model. The Company has amortised the fair value of option after applying an estimated forfeiture rate over the vesting period.

On October 15, 2020, Board of Directors have approved the grant of same number of options to the employees who have surrendered their options.

The detail of fair market value and the exercise price is as given below (considering the effect of sub-division of shares):

Date of grant	16-Oct-20	16-Oct-20	16-Oct-20	16-Oct-20	2-Aug-21	2-Aug-21	2-Aug-21
Fair market value of option at grant date (₹)	116.44	51.13	92.99	92.99	129.06	218.81	276.80
Fair market value of shares per option at grant date (₹)	252.00	252.00	252.00	252.00	890.05	890.05	890.05
Vesting period	3 years	1 years	2 years	2 years	1 years	2 years	3 years
Exercise price (₹)	252.00	252.00	252.00	252.00	890.05	890.05	890.05





## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 40 DISCLOSURES IN RESPECT OF LEASES

Company as a lessee : The Company has lease contracts for operational stores and corporate office, with lease period varying between 3 to 15 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

#### Amount recognised in Special Purpose Restated Standalone Statement of Profit and Loss

Particulars	As at 31 March 2022	As at 31 March 2021
Depreciation: on Right-of-use assets	576.95	503.52
Finance cost: Interest on lease liabilities	461.21	449.42
Short term and variable lease payments (Refer Note below (i))	225.31	172.62

The Company applies the short-term lease recognition exemption to its short-term leases of certain premises taken on lease (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and lease arrangements having variable lease payments based on turnover of respective outlets at premises taken on lease.

#### Amount recognised in Standalone Statement of Cash flows

Particulars	As at 31 March 2022	As at 31 March 2021
Cash outflows for leases	(702.16)	(454.23)
Additional information:		
Non-cash additions to lease liabilities	1,706.94	46.51

### 41. EARNINGS PER SHARE

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Basic and Diluted Earnings Per Share (₹)</b>		
<b>Basic Earnings Per Share (Basic EPS)</b>		
Net profit/(loss) after tax attributable to equity shareholders	(215.00)	(702.94)
Less: Share issue expenses debited to securities premium	(138.06)	(4.72)
	<b>(353.06)</b>	<b>(707.66)</b>
Weighted average number of Equity Shares outstanding	38,250,422	29,207,015
<b>Basic EPS in ₹</b>	<b>(9.23)</b>	<b>(24.23)</b>
Face value in ₹	5.00	5.00
<b>Diluted Earnings Per Share (Diluted EPS)</b>		
Net profit/(loss) after tax attributable to equity shareholders	(215.00)	(702.94)
Less: Share issue expenses debited to securities premium	(138.06)	(4.72)
	<b>(353.06)</b>	<b>(707.66)</b>
Weighted average number of Shares used for calculating Basic EPS	38,250,422	29,207,015
Add: Effect of ESOPs and share warrants which are dilutive	-	-
Weighted average number of shares considered for calculating Diluted EPS	38,250,422	29,207,015
Diluted EPS in ₹	<b>(9.23)</b>	<b>(24.23)</b>
Face value in ₹	5.00	5.00

\*The effect of ESOPs outstanding is anti-dilutive and hence ignored for the purpose of computing Diluted EPS.





## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 42. SEGMENT REPORTING

The Company operates in only one segment, viz., setting up and managing restaurant business. The Company's operations are in India and therefore there are no secondary geographical segment.

### 43. FINANCIAL INSTRUMENTS

#### The carrying value and fair value of financial instruments by categories

Particulars	Carrying value		Fair value	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
<b>Financial assets</b>				
<b>Amortised cost</b>				
Loans	503.24	65.26	503.24	65.26
Trade receivables	62.19	45.78	62.19	45.78
Cash and cash equivalents	628.11	2,424.46	628.11	2,424.46
Other financial assets	382.67	277.99	382.67	277.99
<b>Total assets</b>	<b>1,576.21</b>	<b>2,813.49</b>	<b>1,576.21</b>	<b>2,813.49</b>
<b>Financial liabilities</b>				
<b>Amortised cost</b>				
Loans and borrowings	205.50	1,035.15	205.50	1,035.15
Lease Liabilities	5,354.26	4,051.27	5,354.26	4,051.27
Trade payables	815.71	1,291.98	815.71	1,291.98
Other financial liabilities	61.09	1,198.93	61.09	1,198.93
<b>Total liabilities</b>	<b>6,436.56</b>	<b>7,577.33</b>	<b>6,436.56</b>	<b>7,577.33</b>

The management assessed that fair value of cash and cash equivalents, trade receivables, loans and trade payables, approximate their carrying amounts largely due to the short-term maturities of these instruments. Difference between carrying amounts and fair values of bank deposits, other financial assets, and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented.

#### Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

#### Financial risk management

The company's activities expose it to a variety of financial risks: credit risk, liquidity risk and price risks which may adversely impact the fair value of its financial instruments. The company has a risk management policy which covers risks associated with the financial assets and liabilities. The focus of risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the company.

#### Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The company is exposed to the credit risk from its trade receivables, investments, cash and cash equivalents, bank deposits and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the Company has unutilised credit limits with banks.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

### The working capital position of the Company is given below:

Particulars	As at 31 March 2022	As at 31 March 2021
Cash and cash equivalents	628.11	2,424.46
Investments in mutual funds (quoted)	-	-
<b>Total</b>	<b>628.11</b>	<b>2,424.46</b>

### The table below provides details regarding the contractual maturities of significant financial liabilities

Particulars	As at 31-03-2022			Total	Carrying value
	< 1 year	1-3 years	> 3 years		
Borrowings	66.77	111.83	26.90	205.50	205.50
Trade payables	798.26	14.45	3.01	815.71	815.71
Other financial liabilities	61.09	-	-	61.09	61.09
<b>Total</b>	<b>926.12</b>	<b>126.28</b>	<b>29.91</b>	<b>1,082.30</b>	<b>1,082.30</b>

### The table below provides details regarding the contractual maturities of significant financial liabilities

Particulars	As at 31-03-2021			Total	Carrying value
	< 1 year	1-3 years	> 3 years		
Borrowings	446.65	415.45	173.05	1,035.15	1,035.15
Trade payables	1,269.33	16.17	6.48	1,291.98	1,291.98
Other financial liabilities	1,198.93	-	-	1,198.93	1,198.93
<b>Total</b>	<b>2,914.91</b>	<b>431.62</b>	<b>179.53</b>	<b>3,526.06</b>	<b>3,526.06</b>

### Foreign currency risk

The Company's exchange risk arises mainly from its foreign currency borrowings. As a result, depreciation of Indian rupee relative to these foreign currencies will have impact on the financial performance of the Company. The exchange rate between the Indian rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future.

### The following table presents unhedged foreign currency risk from financial instruments

Particulars	As at 31 March 2022	As at 31 March 2021
Borrowings in USD	-	13.22

### Foreign currency rate sensitivity analysis

Particulars	After tax impact of profit after tax	
	As at 31 March 2022	As at 31 March 2021
<b>Depreciation of USD by 5%</b>		
Increase in profit	-	0.49
<b>Appreciation of USD by 5%</b>		
Decrease in profit	-	(0.49)



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. Such risks are overseen by the Company's corporate treasury department as well as senior management.

### Interest rate sensitivity analysis

If interest rates had been 1% higher/lower and all other variables were held constant, the company's profit for the year ended would have impacted in the following manner:

Particulars	After tax impact of profit after tax	
	As at 31 March 2022	As at 31 March 2021
<b>Decrease in interest rate by 1%</b>		
Increase in profit	1.54	7.75
<b>Increase in interest rate by 1%</b>		
Decrease in profit	(1.54)	(7.75)

### Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company.

### The capital structure is as follows:

Particulars	As at	As at
	31 March 2022	31 March 2021
Equity attributable to the equity share holders of the company	4,134.83	2,602.89
Equity as a percentage of total capital	95%	72%
Current borrowings	67.99	442.97
Non-current borrowings	137.51	592.18
<b>Total borrowings</b>	<b>205.50</b>	<b>1,035.15</b>
Less: Cash and cash equivalents	628.11	1,375.04
<b>Net borrowings</b>	<b>(422.61)</b>	<b>(339.89)</b>
Net borrowings as a percentage of total capital	-10%	-9%
<b>Total capital (borrowings and equity)</b>	<b>4,340.33</b>	<b>3,638.04</b>

Particulars	As at	As at
	31 March 2022	31 March 2021
Cash and cash equivalents as per note 13	628.11	2,424.46
Less: Bank balance received on behalf of selling share holders as per note 17	-	1,049.42
<b>Net Cash &amp; cash equivalent</b>	<b>628.11</b>	<b>1,375.04</b>



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 44.

Particulars	As at 31 March 2022	As at 31 March 2021	Change
<b>Ratio Analysis</b>			
<b>a. Current Ratio - in times (A) / (B)</b>	<b>0.76</b>	0.88	-13%
Current Assets (A)	<b>1,229.75</b>	3,086.41	
Current Liabilities (B)	<b>1,611.22</b>	3,525.95	
<b>b. Debt-Equity Ratio - in times (C) / (D)</b>	<b>1.34</b>	1.95	-31%
Debt (C)	<b>5,559.76</b>	5,086.42	Refer note(1)
Equity (D)	<b>4,134.83</b>	2,602.89	
Debt is defined as non-current borrowings, current borrowings and Lease liability (current and non current).			
<b>c. Debt Service Coverage Ratio - in times (E) / ((F) + (G))</b>	<b>0.88</b>	0.53	66%
Earnings Before Interest, Taxes, Depreciation and Amortisation (E)	<b>1,329.64</b>	804.36	Refer note(1)
Debt repayment (F)	<b>1,008.33</b>	879.87	
Interest payments (G)	<b>505.43</b>	642.71	
Earnings before interest,taxes, depreciation and amortisation is defined as: Profit for the year before exceptional items and taxes (add) Depreciation and Amortisation (add) Finance costs (less) interest income			
Debt repayment is defined as repayment of loans to Banks and lease payments during the year			
Interest payments is defined as interest paid on loans and lease liability during the year			
<b>d. Return on Equity ratio (H) / (I)</b>	<b>-6.38%</b>	-41.83%	-85%
Net profit (H)	<b>(215.00)</b>	(702.94)	Refer note (2)
Equity (I)	<b>3,368.86</b>	1,680.35	
Equity is defined as Average Equity share capital and Other equity.			
<b>e. Inventory turnover ratio (K) / (L)</b>	<b>12.60</b>	11.86	6%
Cost of food and beverages consumed (K)	<b>2,791.37</b>	1,641.56	
Average Inventory (L)	<b>221.52</b>	138.40	
Average Inventory is defined as average of inventories as at the beginning and as at the end of the year.			
<b>f. Trade receivables turnover ratio (M) / (N)</b>	<b>140.97</b>	127.65	10%
Revenue from operations(M)	<b>7,610.52</b>	4,532.74	
Average Trade receivables (N)	<b>53.99</b>	35.51	
Average Trade receivables is defined as average of Trade receivables as at the beginning and as at the end of the year.			
<b>g. Trade payables turnover ratio (O) / (P)</b>	<b>3.10</b>	1.82	71%
Total expenses (O)	<b>6,536.46</b>	4,133.80	Refer note( 2)
Average Trade payables (P)	<b>2,107.69</b>	2,274.32	
Total expenses is defined as Cost of food and beverages consumed, Employee benefits expenses and Other operating expenses.			
Average Trade payables is defined as average of Trade payables as at the beginning and as at the end of the year.			
<b>h. Net capital turnover ratio (Q) / (R)</b>	<b>(19.95)</b>	(10.31)	93%
Revenue from operations(Q)	<b>7,610.52</b>	4,532.74	Refer note( 2)
Working Capital (R)	<b>(381.47)</b>	(439.54)	
Working Capital is defined as current assets minus current liabilities			
<b>i. Net profit ratio (S) / (T)</b>	<b>-2.73%</b>	-14.23%	-81%
Net profit (S)	<b>(215.00)</b>	(702.94)	Refer note( 2)



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	As at 31 March 2022	As at 31 March 2021	Change
Total Revenue (T)	7,866.10	4,938.16	
Total revenue is defined as revenue from operation plus other income .			
<b>j. Return on capital employed (U) / (V)</b>	<b>2.82%</b>	-2.70%	-205%
Earnings Before Interest and Taxes (U)	273.45	(207.25)	Refer note( 2)
Capital Employed (V)	9,694.59	7,689.31	
Earnings before interest and taxes is defined as: Profit for the year before exceptional items and taxes (add) Finance costs			
Capital employed is defined as Equity, Debt and Lease liability.			

### Notes:

Variance of >25% due to:

- The Company completed its Initial Public Offer(IPO) of its equity shares on April 4th April 2022 and raised ₹1,800 million through fresh issue of equity shares. Additionally raised ₹1,000 million through preferential issue during the year, the Company has utilised the funds raised for repayment of loans.
- The Company's operations were serverly impacted during previous year due to COVID wave 1. During the year, the Company has started operating Post Covid levels which has resulted in increase in the revenue and other related expenses during the period as compared to previous year.

## 45. RELATED PARTY TRANSACTIONS

### A) List of related parties:

Description of relationship	Names of related parties
Subsidiaries	Barbeque Nation MENA Holding Limited (formerly known as Barbeque Nation Holdings Limited) Barbeque Nation Restaurant LLC Barbeque Nation Holdings Pvt Ltd Barbeque Holdings Pvt Ltd ( wound up wef August 10, 2020) Barbeque Nation (Malaysia) SDN. BHD. Barbeque Nation International LLC Barbeque Nation Kitchen LLC
Investing party for which the Company is an Associate	Sayaji Hotels Limited Sayaji Housekeeping Services Limited Tamara Private Limited
Key Management Personnel (KMP)	Kayum Dhanani (Managing Director) Amit V Betala (Chief Financial Officer - from January 14, 2020) Rahul Agrawal (Chief Financial Officer - from May 21, 2018 to January 13, 2020) Rahul Agrawal (Chief Executive Officer - from January 14, 2020) Rahul Agrawal (Chief Executive Officer and Whole Time Director - from December 31, 2020) Nagamani CY (Company Secretary)
	<b>Non-Executive Directors</b>
	T Narayanan Unni Raooof Razak Dhanani Suchitra Dhanani Tarun Khanna (resigned wef February 04, 2022) Abhay Chintaman Chaudhary Natarajan Ranganathan ( resigned wef April 16, 2022) Ashok Revathy ( appointed wef March 28, 2022) Devinjit Singh



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Description of relationship	Names of related parties
Relatives of KMP	Gulshanbanu Memon Sanya Dhanani
Entities in which KMP / Relatives of KMP can exercise significant influence	Sara Soule Private Limited Sana Reality Private Limited Samar Lifestyle Private Limited Liberty Restaurant Pvt Ltd Samar Retail Private Limited

### B) Standalone Statement of Transactions and Balances with Related Parties

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>i. Transactions with related parties</b>		
<b>Royalty income</b>		
Subsidiary company:		
Barbeque Nation Restaurant LLC	9.02	5.61
Barbeque Nation (Malaysia) SDN. BHD.	0.70	0.57
Barbeque Nation International LLC	0.95	0.53
<b>Guarantee commission</b>		
Subsidiary company:		
Barbeque Nation MENA Holding Limited	0.78	3.83
<b>Services received</b>		
Investing party for which the Company is an Associate :		
Sayaji Hotels Limited	1.20	0.02
Entity in which KMP / Relatives of KMP can exercise significant influence		
Sara Soule Private Limited	-	0.71
<b>Reimbursement of expenses paid</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	0.63	1.32
Sayaji Hotels Limited	1.75	-
<b>Rent and maintenance charges</b>		
Entity in which KMP / Relatives of KMP can exercise significant influence		
Sara Soule Private Limited	-	2.46
Sana Reality Private Limited	9.55	5.55
Liberty Restaurant Pvt Ltd	4.78	4.64
Investing party for which the Company is an Associate		
Sayaji Hotels Limited	10.77	4.58
Relatives of KMP		
Gulshanbanu Memon	5.33	4.94
<b>Remuneration</b>		
Relatives of KMP		
Sanya Dhanani	1.09	1.72
<b>Security deposit paid(Received)</b>		
Entities in which KMP / relatives of KMP have significant influence:		
Sara Soule Private Limited	(3.13)	-
<b>Investment made during the year in</b>		
Subsidiaries:		
Red Apple Kitchen Consultancy Private Limited	169.95	-
Barbeque Nation Holdings Pvt Ltd	1.87	-
<b>Loan granted to subsidiaries</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	509.18	65.26
<b>Loan received</b>		
Non-Executive Directors		
Raof Razak Dhanani	-	20.00



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Receipt towards interest on loan granted to subsidiary</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	2.75	-
<b>Receipt towards Royalty Income from subsidiary</b>		
Subsidiaries:		
Barbeque Nation Restaurant LLC	13.51	-
Barbeque Nation (Malaysia) SDN. BHD.	1.26	-
Barbeque Nation International LLC (Oman)	1.58	-
<b>Receipt towards Reimbursement of expenses from subsidiary</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	16.54	-
Barbeque Nation Restaurant LLC	0.01	-
Barbeque Nation (Malaysia) SDN. BHD.	0.21	-
Barbeque Nation International LLC (Oman)	0.38	-
<b>Interest income on loan granted</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	34.57	2.76
<b>ii) Balances outstanding with related parties</b>		
<b>Trade receivables</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	1.75	7.87
Barbeque Nation Restaurant LLC	9.02	13.51
Barbeque Nation (Malaysia) SDN. BHD.	0.70	1.26
Barbeque Nation International LLC (Oman)	0.95	1.58
Entities in which KMP / relatives of KMP have significant influence:		
Sara Soule Private Limited	-	1.26
<b>Loans</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	503.24	65.26
<b>Security deposits (refundable) with</b>		
Entities in which KMP / relatives of KMP have significant influence:		
Sara Soule Private Limited	-	3.13
Samar Retail Private Limited	0.60	0.60
Sana Reality Private Limited	3.00	3.00
Red Apple Kitchen Consultancy Private Limited (liquor licence deposit)	2.50	2.50
Relatives of KMP		
Gulshanbanu Memon	7.46	7.46
Investing party for which the Company is an Associate		
Sayaji Hotels Limited	5.10	5.10
<b>Trade Payables</b>		
Entities in which KMP / relatives of KMP have significant influence:		
Samar Lifestyle Private Limited	-	0.04
Sana Reality Private Limited	2.02	1.95
Investing party for which the Company is an Associate		
Sayaji Hotels Limited	3.44	2.99
<b>Other receivables</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited		
Barbeque Nation Holdings Private Limited, Mauritius	(-)	9.00
Barbeque Holdings Private Limited, Mauritius	1.67	1.67
Barbeque Nation (Malaysia) SDN. BHD.	-	-
Barbeque Nation International LLC (Oman)	4.39	5.76
<b>Interest accrued on loan</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	34.57	2.75



## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Compensation of key management personnel

The remuneration of directors and other members of key management personnel during the year is as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Short-term benefits	19.38	16.94
Share-based payments	14.82	7.10
Perquisites	59.60	-
<b>Total</b>	<b>93.80</b>	<b>24.04</b>

The above compensation excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by actuary.

- C) All the related party transactions entered during the period / year were in ordinary course of business and are on arm's length price
- D) All loans given to related parties are repayable on demand at the agreed interest rate.

### Disclosure as per Regulation 34 (3) and 53 (f) read with Part A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of loans and advances, the amount in the nature of loans outstanding at year end:

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Name of borrower	Nature of relationship	Security	Rate of interest	As at April 01, 2021	Given during the year	Repayment during the year	As at March 31, 2022	Maximum amount outstanding during the year ended March 31, 2022
Barbeque Nation Mena Holding	Subsidiary	Unsecured	8.55%	452.07	509.18	-	961.25	961.25

47. The Code on Social Security, 2020 (the Code) has been enacted, which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified. The Company will complete its evaluation and will give appropriate impact in its financial statements in the period in which the Code becomes effective and the related rules are published.

#### 48. RELATIONSHIP WITH STRUCK OFF COMPANIES

Name of the struck off Company	Nature of Transaction with Struck off Companies	Transaction during the year 31-March-2022	Balance Outstanding as at 31-March-2022	Relationship with Struck off Companies if any
Bhawani Elite Food and Beverages Private Limited	Payables	-	0.01	Vendor
Garhwala Aircon Services Private Limited	Payables/ (Advance to vendor)	3.16	(0.93)	Vendor

Name of the struck off Company	Nature of Transaction with Struck off Companies	Transaction during the year 31-March-2021	Balance Outstanding as at 31-March-2021	Relationship with Struck off Companies if any
Bhawani Elite Food and Beverages Private Limited	Payables	-	0.01	Vendor





## See Accompanying Notes to the Standalone Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 49. OTHER STATUTORY INFORMATION

- (a) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (b) The Company does not have any transactions with struck off companies, other than those disclosed in note No.48.
- (c) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (d) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (e) The Company has no transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (f) The Company has borrowings from banks on the basis of security of current assets, the quarterly returns or statements of current assets has been filed by the Company with banks are in agreement with the books of accounts.
- (g) The Company has not been declared willful defaulter by any bank or financial Institution or other lender.
- (h) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (A) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (B) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (A) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (B) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

### 50. AMENDMENTS EFFECTIVE FROM APRIL 1, 2022 :

On March 23, 2022, the Ministry of Corporate Affairs (MCA) issued certain amendments and annual improvements to Ind AS. These amendments are applicable for accounting periods beginning on or after April 1, 2022:

- Ind AS 103 – Business Combinations – Reference to conceptual framework added
- Ind AS 16 – Property, Plant and Equipment – Accounting for proceeds before an asset's intended use
- Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – Assessing if the contract is onerous
- Annual improvements to Ind AS – Ind AS 109 (Financial Instruments) and Ind AS 116 (Leases)

The Company will evaluate the impact of the above, where applicable, on the financial statements and give impact of the same in the relevant period."

### 51. THE PREVIOUS YEAR'S FIGURES HAVE BEEN RE-GROUPED/RECLASSIFIED, WHERE NECESSARY TO CONFIRM TO CURRENT YEAR'S CLASSIFICATION.

For and on behalf of the Board of Directors

**Kayum Dhanani**  
Managing Director  
DIN No: 00987597

**T.N Unni**  
Director  
DIN No: 00079237

**Rahul Agrawal**  
Chief Executive Officer & Whole Time Director  
DIN No: 07194134

**Amit V Betala**  
Chief Financial Officer

**Nagamani C Y**  
Company Secretary

Bengaluru, May 18th, 2022



## INDEPENDENT AUDITOR'S REPORT

### To The Members of BARBEQUE-NATION HOSPITALITY LIMITED Report on the Audit of the Consolidated Financial Statements

#### OPINION

We have audited the accompanying consolidated financial statements of BARBEQUE-NATION HOSPITALITY LIMITED ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2022, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditor on separate financial statements of the subsidiary referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

#### BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl.No	Key Audit Matter	Response to Key Audit Matter
1	<p>Impairment assessment of Goodwill</p> <p>Refer note 6 of the consolidated financial statements.</p> <p>The Group has goodwill of Rs. 722.97 million as at 31 March 2022 arising out of past business combinations and is subjected to impairment test as part of Cash Generating Units (CGUs) which include goodwill. The goodwill is tested by the Management atleast annually, or more frequently if the events or changes in circumstances indicate that the asset might be impaired. The evaluation requires a comparison of the estimated recoverable value of the CGU to the carrying value of the assets in the CGU. The annual impairment testing of goodwill within such CGUs was considered to be a key audit matter due to the significant judgement involved to estimate the recoverable amount. The recoverable amount of the CGUs (including goodwill) which is the value in use has been derived from discounted forecast cash flow models. These models use several assumptions, of which the assumptions with highest degree of estimation, subjectivity and impact on value in use, are forecasted sales volumes and revenues, and the weighted average cost of capital (discount rate) and potential impact of COVID-19 on these assumptions, if any.</p>	<p>Principal audit procedures performed:</p> <ul style="list-style-type: none"> <li>Tested the design and operating effectiveness of the Group's controls around the impairment testing of carrying value of goodwill.</li> <li>Understood the key assumptions considered in the management's estimates of future cash flows related to forecasted revenue and discount rate.</li> <li>Involved our independent valuation specialist to assist in evaluating the discount rates applied, which included benchmarking the weighted average cost of capital with sector averages for the relevant markets in which the CGUs operate and considering Company specific factors.</li> <li>Evaluated the reasonable of Management projections for forecasted revenue by comparing the historical cash flows including cashflows subsequent to reporting date with the past projections of the management for the same periods.</li> </ul>



Sl.No	Key Audit Matter	Response to Key Audit Matter
	The annual impairment testing was significant to our audit, because of the significance of the goodwill and related assets and involvement of significant judgement, estimates and assumptions as aforesaid.	<ul style="list-style-type: none"> <li>Performed sensitivity analysis on the key assumptions of revenue growth during the forecast period and the discount rate applied to the future cash flows. We ascertained the extent to which a change in these assumptions, both individually or in aggregate, would result in impairment, and considered the likelihood of such events occurring.</li> </ul>

### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's report including Annexures to Board's report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiary audited by the other auditors, to the extent it relates to this entity and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary is traced from their financial statements audited by the other auditors.
- If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic



decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial

statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entity or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are



therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### OTHER MATTERS

We did not audit the financial statements of a subsidiary, whose financial statements reflect total assets of Rs. 1,189 million as at March 31, 2022, total revenues of Rs. 1,048 million and net cash inflows amounting to Rs. 194.82 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiary referred to in the Other Matters section above we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Parent as on March 31, 2022 taken on record by the Board of Directors of the Company and the reports of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group has disclosed the impact of pending litigations on its financial position in note 39 of its consolidated financial statements;



- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary company incorporated in India.
- iv. (a) The respective Managements of the Parent Company and its subsidiary companies which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiary companies respectively that, to the best of their knowledge and belief, other than as disclosed in the note 46 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Managements of the Parent Company and its subsidiary, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiary, respectively that, to the best of their knowledge and belief, other than as disclosed in the note 46 to the consolidated financial statements, no funds have been received by the Parent Company or any of such subsidiary, from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiary, shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.]



- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Parent Company and its subsidiary which is companies incorporated in India whose financial statements have been audited under the Act, have not declared or paid any dividend during the year and have not proposed final dividend for the year
2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section

143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements

**For Deloitte Haskins & Sells**  
Chartered Accountants  
Firm's Registration No. 008072S

**Sathya P. Koushik**  
Partner  
(Membership No. 206920)  
UDIN: 22206920AJEAKK5971

Place : Bengaluru  
Date : May 18, 2022



## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of BARBEQUE-NATION HOSPITALITY LIMITED (hereinafter referred to as "Parent") and its subsidiary company, which are companies incorporated in India, as of that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Parent and its subsidiary company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent and its subsidiary company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable

to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary company, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, and its subsidiary company, which are companies incorporated in India.

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted





accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as

at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **OTHER MATTERS**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to subsidiary company, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
Firm's Registration No. 008072S

**Sathya P. Koushik**  
Partner  
(Membership No. 206920)  
UDIN: 22206920AJEAKK5971

Place : Bengaluru  
Date : May 18, 2022



# BALANCE SHEET

as at Mar 31, 2022

(Amount in Rupees Millions except for share data or as otherwise stated)

	Note	31 March 2022	31 March 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4(a)	3,077.87	2,924.27
Right-of-use assets	5	4,877.47	3,616.95
Capital work-in-progress	4(c)	211.80	60.19
Goodwill	6	722.97	722.97
Other intangible assets	4(b)	44.70	52.14
<b>Financial assets</b>			
Other financial assets	7	394.64	317.86
Deferred tax assets (net)	35	540.85	471.90
Other non-current assets	8	48.02	46.58
<b>Total Non-current assets [A]</b>		<b>9,918.32</b>	<b>8,212.86</b>
<b>Current assets</b>			
Inventories	9	357.55	201.52
<b>Financial assets</b>			
Trade receivables	10	57.27	26.44
Cash and cash equivalents	11	853.41	2,454.94
Current tax assets (Net)	26 (a)	10.29	-
Other current assets	12	215.86	482.35
<b>Total current assets [B]</b>		<b>1,494.38</b>	<b>3,165.25</b>
<b>Total assets [A+B]</b>		<b>11,412.70</b>	<b>11,378.11</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	13	194.55	169.72
Other equity	14	3,665.30	2,269.28
<b>Equity attributable to owners of the Company [C]</b>		<b>3,859.85</b>	<b>2,439.00</b>
Non-controlling interest	15	93.30	38.10
<b>Total equity [D]</b>		<b>3,953.15</b>	<b>2,477.10</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	16	144.13	989.55
Lease Liability	17	5,294.60	3,972.86
Provisions	19	104.26	88.40
<b>Total Non-current liabilities [E]</b>		<b>5,542.99</b>	<b>5,050.81</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	20	73.40	538.36
Lease Liability	17	591.90	524.94
Trade payables	21	-	-
- total outstanding dues of micro enterprises and small enterprises		25.08	38.27
- total outstanding dues of creditors other than micro enterprises		963.36	1,429.50
Other financial liabilities	22	70.69	1,142.85
Other current liabilities	23	128.14	93.85
Provisions	24	63.99	62.06
Current tax liabilities (Net)	25	-	20.37
<b>Total current liabilities [F]</b>		<b>1,916.56</b>	<b>3,850.20</b>
<b>Total liabilities [G= [E+F]]</b>		<b>7,459.55</b>	<b>8,901.01</b>
<b>Total equity and liabilities [G+D]</b>		<b>11,412.70</b>	<b>11,378.11</b>

See accompanying notes to consolidated financial statements Note 1 to 50

In terms of our report attached.

**For Deloitte Haskins & Sells**

Chartered Accountants

(Firm's Registration No. 008072S)

**For and on behalf of the Board of Directors****Sathya P Koushik**

Partner

(Membership No. 206920)

**Kayum Dhanani**

Managing Director

DIN No: 00987597

**Rahul Agrawal**

Chief Executive Officer &amp; Whole Time Director

DIN No: 07194134

**T.N Unni**

Director

DIN No: 00079237

**Amit V Betala**

Chief Financial Officer

**Nagamani C Y**

Company Secretary

Bengaluru, May 18th, 2022



# STATEMENT OF PROFIT AND LOSS

for the year ended Mar 31, 2022

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>REVENUE</b>			
Revenue from operations	26	8,605.54	5,070.82
Other Income	27	262.79	460.48
<b>Total Revenue (A)</b>		<b>8,868.33</b>	<b>5,531.30</b>
<b>EXPENSES</b>			
Cost of food and beverages consumed	28	3,047.36	1,782.48
Employee benefits expenses	29	1,886.09	1,351.90
Other operating expenses	30	2,334.77	1,472.61
<b>Total Expenses (B)</b>		<b>7,268.22</b>	<b>4,606.99</b>
<b>Earnings before exceptional items, finance costs, depreciation and amortisation (EBITDA) (C= (A-B))</b>		<b>1,600.11</b>	<b>924.31</b>
Finance costs (D)	31	653.03	848.68
Depreciation and amortisation expense (E)	32	1,272.59	1,211.70
<b>Profit/(loss) before exceptional items and tax (F=(C-D-E))</b>		<b>(325.51)</b>	<b>(1,136.07)</b>
Exceptional Items (G)	33	(4.93)	(20.67)
<b>Profit/(loss) before tax (H=(F-G))</b>		<b>(320.58)</b>	<b>(1,115.40)</b>
<b>Tax expense / (benefit)</b>	35		
(1) Current tax		-	-
(2) Deferred tax		(68.66)	(196.55)
<b>Total tax expense (I)</b>		<b>(68.66)</b>	<b>(196.55)</b>
<b>Profit/(loss) after tax (J=(H-I))</b>		<b>(251.92)</b>	<b>(918.85)</b>
<b>Profit/(Loss) for the year attributable to:</b>			
Owners of the Company		(256.02)	(904.64)
Non controlling interests		4.10	(14.21)
<b>Other comprehensive income (K)</b>			
A (i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit liabilities / (asset)		(1.14)	10.15
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.29	(2.55)
B (i) Items that may be reclassified to profit or loss			
(a) Exchange differences in translating the financial statements of foreign operations		(18.97)	17.96
<b>Total comprehensive income for the year (J+K)</b>		<b>(271.74)</b>	<b>(893.29)</b>
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the Company		(275.84)	(879.08)
Non controlling interests		4.10	(14.21)
<b>Earnings per equity share</b>			
(1) Basic	41	(10.30)	(31.14)
(2) Diluted	41	(10.30)	(31.14)

See accompanying notes to consolidated financial statements Note 1 to 50

In terms of our report attached.

**For Deloitte Haskins & Sells**

Chartered Accountants

(Firm's Registration No. 008072S)

**For and on behalf of the Board of Directors****Sathya P Koushik**

Partner

(Membership No. 206920)

**Kayum Dhanani**

Managing Director

DIN No: 00987597

**Rahul Agrawal**

Chief Executive Officer &amp; Whole Time Director

DIN No: 07194134

**T.N Unni**

Director

DIN No: 00079237

**Amit V Betala**

Chief Financial Officer

**Nagamani C Y**

Company Secretary

Bengaluru, May 18th, 2022



# CASH FLOW STATEMENT

for the year ended Mar 31, 2022

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars for the year	For the period ended 31 March 2022	For the period ended 31 March 2021
<b>A. Cash flow from operating activities</b>		
<b>Profit / (loss) before tax</b>	<b>(320.58)</b>	(1,115.40)
<b>Adjustments for:</b>		
Depreciation and amortisation	<b>1,272.59</b>	1,211.70
Net (gain) / loss relating to restaurant units closed / relocated	<b>(4.93)</b>	(51.87)
Interest expense on borrowings	<b>44.98</b>	222.51
Interest expense on gross obligation	-	44.25
Interest expenses on provision for asset retirement obligations	<b>5.26</b>	4.37
Interest on lease liabilities	<b>508.03</b>	499.23
Interest income	<b>(58.09)</b>	(31.44)
Rent Concession due to COVID 19 (Refer note 29)	<b>(170.16)</b>	(422.10)
Expense on employee stock option scheme	<b>41.03</b>	51.18
Offer document filing fees written off	-	5.32
Provision no longer required	<b>(4.00)</b>	(5.98)
Provision for doubtful receivables and advances	<b>1.10</b>	11.59
<b>Operating profit before working capital changes</b>	<b>1,315.23</b>	<b>423.36</b>
<b>Changes in working capital:</b>		
Adjustments for (increase) / decrease in operating assets:		
Inventories	<b>(156.03)</b>	(52.27)
Trade receivables	<b>(30.83)</b>	(4.93)
Other assets (financial & non financial)	<b>(69.95)</b>	(31.75)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	<b>(479.33)</b>	342.64
Non-current provisions	<b>19.01</b>	12.29
Current provisions	<b>(3.33)</b>	(0.65)
Other liabilities	<b>34.29</b>	(21.74)
<b>Cash generated from operations</b>	<b>629.06</b>	<b>666.95</b>
Net income tax (paid) / refunds	<b>(30.94)</b>	<b>12.31</b>
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>598.12</b>	679.26
<b>B. Cash flow from investing activities</b>		
Capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances	<b>(932.86)</b>	(143.26)
Proceeds from sale of property, plant and equipment	<b>0.73</b>	0.08
Deposits placed for margin money	<b>(27.60)</b>	-
Deposits held as margin money released	-	39.98
Interest received	<b>58.09</b>	31.44
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(901.64)</b>	<b>(71.76)</b>



# CASH FLOW STATEMENT

for the year ended Mar 31, 2022

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars for the year	For the period ended 31 March 2022	For the period ended 31 March 2021
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity shares (net of share issue expenses)	1,844.17	1,494.97
Proceeds from Share Application money pending allotment	0.65	994.27
Share issue expenses / Expenses towards offer for sale of shares	(138.06)	(148.75)
Proceeds from long-term borrowings	172.24	186.55
Proceeds from loans given by director (Net)	-	3.00
Repayment of long-term borrowings	(1,260.45)	(916.92)
Net increase / (decrease) in working capital borrowings	(222.17)	(194.35)
Payment of lease liabilities	(838.44)	(541.68)
Liabilities towards selling shareholders (net)	(806.23)	1,049.42
Interest paid	(49.72)	(226.03)
<b>Net cash flow from financing activities (C)</b>	<b>(1,298.01)</b>	<b>1,700.48</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(1,601.53)</b>	2,307.98
Cash and cash equivalents at the beginning of the year	2,454.94	146.96
<b>Cash and cash equivalents at the end of the year</b>	<b>853.41</b>	<b>2,454.94</b>
Reconciliation of cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet		
Cash on hand	12.34	6.62
Balances with bank	658.87	63.00
Earmarked balances with bank	182.20	2,385.32
<b>Cash and cash equivalents at the end of the year</b>	<b>853.41</b>	<b>2,454.94</b>

See accompanying notes to consolidated financial statements Note 1 to 50

In terms of our report attached.

**For Deloitte Haskins & Sells**

Chartered Accountants

(Firm's Registration No. 008072S)

**For and on behalf of the Board of Directors****Sathya P Koushik**

Partner

(Membership No. 206920)

**Kayum Dhanani**

Managing Director

DIN No: 00987597

**Rahul Agrawal**

Chief Executive Officer &amp; Whole Time Director

DIN No: 07194134

**T.N Unni**

Director

DIN No: 00079237

**Amit V Betala**

Chief Financial Officer

**Nagamani C Y**

Company Secretary

Bengaluru, May 18th, 2022



## STATEMENT OF CHANGES IN EQUITY

for the year ended Mar 31, 2022

(Amount in Rupees Millions except for share data or as otherwise stated)

### (A) EQUITY SHARE CAPITAL

Particulars	As at 31 March 2022	As at 31 March 2021
Opening balance	169.72	139.96
Changes in equity share capital during the year		
Issue of the equity share during the year	24.83	29.76
<b>Closing balance</b>	<b>194.55</b>	<b>169.72</b>

### (B) OTHER EQUITY

Particulars	Reserves and Surplus				Equity attributable to equity holders of the Company	Share application money pending allotment	Non-controlling interests	Total Other Equity
	Securities premium	Share options outstanding account	Retained earnings	Other comprehensive income - Foreign currency translation				
	(A)	(B)	(C)	(D)	(E=A+B+C+D)	(F)	(G)	(H=E+F+G)
<b>Balance as at April 1, 2020</b>	<b>1,631.01</b>	<b>47.31</b>	<b>(1,715.07)</b>	<b>(44.05)</b>	<b>(80.80)</b>	-	<b>52.31</b>	<b>(28.49)</b>
Profit/(loss) for the year	-	-	(904.64)	-	(904.64)	-	(14.21)	(918.85)
Remeasurements of the defined benefit plans (net of tax)	-	-	7.60	-	7.60	-	-	7.60
Foreign currency translation	-	-	-	17.96	17.96	-	-	17.96
<b>Total comprehensive income/(loss)</b>	<b>-</b>	<b>-</b>	<b>(897.04)</b>	<b>17.96</b>	<b>(879.08)</b>	<b>-</b>	<b>(14.21)</b>	<b>(893.29)</b>
Premium received on shares issued during the year	1,469.93	-	-	-	1,469.93	-	-	1,469.93
Share issue expenses	(4.72)	-	-	-	(4.72)	-	-	(4.72)
Transfer on forfeiture of options	-	(56.80)	56.80	-	-	-	-	-
Share based compensation to employees	-	51.18	-	-	51.18	-	-	51.18
De-recognition of gross obligation towards put option given to non-controlling interests	-	-	718.50	-	718.50	-	-	718.50
Share application money received pending allotment	-	-	-	-	-	994.27	-	994.27
<b>Balance as at March 31, 2021</b>	<b>3,096.22</b>	<b>41.69</b>	<b>(1,836.81)</b>	<b>(26.09)</b>	<b>1,275.01</b>	<b>994.27</b>	<b>38.10</b>	2,307.38



Particulars	Reserves and Surplus				Equity attributable to equity holders of the Company	Share application money pending allotment	Non-controlling interests	Total Other Equity
	Securities premium	Share options outstanding account	Retained earnings	Other comprehensive income - Foreign currency translation				
<b>Profit / (loss) for the year</b>	-	-	(256.02)	-	(256.02)	-	4.10	(251.92)
Remeasurements of the defined benefit plans (net of tax)	-	-	(0.85)	-	(0.85)	-	-	(0.85)
Foreign currency translation	-	-	-	(18.97)	(18.97)	-	-	(18.97)
<b>Total comprehensive income/(loss)</b>	-	-	(256.87)	(18.97)	(275.84)	-	4.10	(271.74)
Premium received on shares issued during the year	2,813.61	-	-	-	2,813.61	-	-	2,813.61
Share issue expenses	(138.06)	-	-	-	(138.06)	-	-	(138.06)
Transfer on exercise of options	22.59	(22.59)	-	-	-	(994.27)	-	(994.27)
Share based compensation to employees	-	41.03	-	-	41.03	-	-	41.03
On account of further equity infusion	-	-	(51.10)	-	(51.10)	-	51.10	-
Share application money received pending allotment	-	-	-	-	-	0.65	-	0.65
<b>Balance as at March 31, 2022</b>	<b>5,794.36</b>	<b>60.13</b>	<b>(2,144.78)</b>	<b>(45.06)</b>	<b>3,664.65</b>	<b>0.65</b>	<b>93.30</b>	<b>3,758.60</b>

See accompanying notes to consolidated financial statements Note 1 to 50

In terms of our report attached.

**For Deloitte Haskins & Sells**

Chartered Accountants

(Firm's Registration No. 008072S)

**Sathya P Koushik**

Partner

(Membership No. 206920)

Bengaluru, May 18th, 2022

**For and on behalf of the Board of Directors**

**Kayum Dhanani**

Managing Director

DIN No: 00987597

**T.N Unni**

Director

DIN No: 00079237

**Rahul Agrawal**

Chief Executive Officer & Whole Time Director

DIN No: 07194134

**Amit V Betala**

Chief Financial Officer

**Nagamani C Y**

Company Secretary



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

### 1. CORPORATE INFORMATION

Barbeque-Nation Hospitality Limited (the 'Company') and its subsidiaries (collectively referred to as the 'Group'), are primarily engaged in the business of operating casual dining restaurant chain. The registered office of the Company is situated at "Saket Callipolis", Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035.

### 2. BASIS OF PREPARATION AND PRESENTATION:

#### 2.1 Statement of compliance:

These consolidated financial statements have been prepared to comply in all material aspects with the 'Indian Accounting Standards' ("Ind AS") notified under section 133 of the Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter, as applicable to the Group, and other relevant provisions of the Act. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### 2.2 Basis of preparation and presentation

The consolidated financial statements have been prepared in accordance with the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value

measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- (b) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- (c) Level 3 inputs are unobservable inputs for the asset or liability.

Covid -19 Pandemic impacted the Company's operation during the initial few months of the year ended March 31,2021. Further, pursuant to second wave of Covid-19 Pandemic, the jurisdictional regulatory authorities have announced amongst other measures, social distancing measures and lockdowns (in some parts of country) during the months of April and May 2021.

Due to the aforesaid restriction placed by jurisdiction regulatory authorities, the Company's restaurant outlets were not permitted to be open for dine-in operations in more than one state.

The management of the Group has taken various measure to optimise the business operations which interalia, include:

- (i) The Group has initiated effective steps to reduce its operational fixed cost which include re-negotiation of rent and CAM charges for the rented properties.
- (ii) The Group continues to focus on Takeaway and delivery sales during the lockdown period as permitted by respective jurisdictional authorities.

#### 2.3 Basis of consolidation:

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- (a) has power over the investee;
- (b) is exposed, or has rights, to variable returns from its involvement with the investee; and
- (c) has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary





## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity

transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

The Restated Consolidated Financial Information of the Group include subsidiaries in the table below:

Name of the entity	Country of incorporation	As at	
		31-Mar-2022	31-Mar-2021
Barbeque Nation Mena Holding Limited	Dubai	100%	100%
Barbeque-Nation Restaurant LLC	Dubai	49%	49%
Barbeque Nation (Malaysia) SDN. BHD.	Malaysia	100%	100%
Barbeque Nation International LLC	Oman	49%	49%
Barbeque Nation Holdings Private Limited	Mauritius	100%	100%
Barbeque Nation Kitchen LLC	Dubai	49%	49%
Red Apple Kitchen Consultancy Private Limited (Refer note 38)	India	68.82%	61.35%

### 2.4 Revenue recognition

Revenue is recognized at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring the goods or services to a customer.

Revenue from sale of food and beverages is recognized at the time of underlying sale to the customer. Revenue is presented net of discounts given to the customers and any taxes collected from customers for remittance to the government. In case of discount to customers in the form of "Smiles", the value of such discount is determined based on the percentage of redemption in the past. Customer purchases of gift cards are recognized as sales upon redemption of gift card or upon expiry.

Revenue from displays and sponsorships are recognized in the period in which the products or the sponsor's advertisements are promoted/displayed.

Royalty arrangements based on sales are recognised at the time the underlying sales occur.

Government incentives are accrued for based on fulfilment of eligibility criteria for availing the incentives and when there is no uncertainty in receiving the same. These incentives include estimated realisable values/benefits from special import licenses and benefits under Serve from India Scheme.

### 2.5 Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### 2.6 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange of control of the acquiree. Acquisition-related costs are generally recognised in Statement of profit and loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve.

### 2.7 Non-current assets held for sale and discontinued operations:

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and: (a) represents a separate major line of business or geographical area of operations, (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or (c) is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

### 2.8 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to the Group's cash-generating units.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss.

### 2.9 Property, Plant and Equipment

Property, Plant and Equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of profit and loss.

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation on tangible assets have been provided on the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The useful life of assets is given below:

Leasehold improvements	Amortised over the period of the lease
Furniture and fittings	10 Years
Plant & machinery	15 Years
Service equipments	10 Years
Computer equipments	3-6 Years
Vehicles	8 Years

### 2.10 Intangible assets

Acquired Intangible Assets - Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Liquor licenses with perpetual term purchased for restaurant chain business: Amortised over the lease term of the respective restaurants

Software and other licenses	3 Years
Brand name	Indefinite useful life

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in Statement of profit and loss when the asset is derecognised.

### 2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Cost of inventories include all costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### 2.12 Financial Instruments

#### Financial assets and financial liabilities:

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

#### Initial recognition and measurement:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

#### Subsequent measurement:

Financial assets at amortised cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at fair value through other comprehensive Income: Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss: Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

#### Financial liabilities

Financial liabilities are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

### Equity Instrument

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Group are recognised at the proceeds received net off direct issue cost.

### Impairment of financial assets (other than at fair value)

The Group assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

### Derecognition of financial assets

Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in Statement of profit and loss if such gain or loss would have otherwise been recognised in Statement of profit and loss on disposal of that financial asset.

### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the

carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of profit and loss.

### 2.13 Share issue expense

The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction.

### 2.14 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.15 Foreign Currency transactions and translations

The functional currency of the Company is Indian Rupee (Rs.).

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

### 2.16 Employee Benefits

#### Defined Contribution Plan

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Defined Benefit Plan

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

Remeasurement, comprising actuarial gains and losses is recognised in other comprehensive income in the period in which they occur.

### Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

### Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective

### 2.17 Share based payment transaction

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based

on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

### 2.18 Borrowing Costs

#### Borrowing costs include:

- (a) interest expense calculated using the effective interest rate method,
- (b) finance charges in respect of finance leases, and
- (c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in Statement of profit and loss in the period in which they are incurred.

### 2.19 Leases

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Further, in respect of lease contracts of its outlet premises, the Group has elected not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

### Measurement of the right-of use asset:

At the commencement date, the right-of-use asset is measured at cost and comprises:

- the amount of the initial measurement of the lease liability, to which is added, if applicable, any lease payments made at or before the commencement date, less any lease incentives received;
- where relevant, any initial direct costs incurred by the lessee for the conclusion of the contract. These are incremental costs which would not have been incurred if the contract had not been concluded;
- estimated costs for restoration and dismantling of the leased asset according to the terms of the contract, through a return obligation liability or provision determined as a discounted amount of the restoration and dismantling costs.

Following the initial recognition, the right-of-use asset is depreciated from the commencement date on a straight-line basis over the lease term. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

### Measurement of the lease liability

At the commencement date, the lease liability is recognized for an amount equal to the present value of the lease payments over the lease term.

Amounts involved in the measurement of the lease liability are:

- fixed payments (including in-substance fixed payments; meaning that even if they are variable in form, they are in-substance unavoidable);
- variable lease payments that depend on an index or a rate, initially measured using the index or the rate in force at the lease commencement date;
- amounts expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently measured based on a process similar to the amortized cost method using the discount rate:

- the liability is increased by the accrued interests resulting from the discounting of the lease liability, at the beginning of the lease period;
- less payments made. The interest cost for the period as well as variable payments, not taken into account in the initial measurement of the lease liability and incurred over the relevant period are recognized as costs.

In addition, the lease liability may be remeasured in the following situations:

- change in the lease term,
- modification related to the assessment of the reasonably certain nature (or not) of the exercise of an option,
- remeasurement linked to the residual value guarantees,
- adjustment to the rates and indices according to which the rents are calculated when rent adjustments occur.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

## 2.20 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

**Current tax:** The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

**Deferred tax:** Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### Current and deferred tax

Current and deferred tax are recognised in Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax

are also recognised in other comprehensive income or directly in equity respectively.

### 2.21 Provisions and Contingent Liabilities

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

### 2.22 Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

### 2.23 Earnings per share (EPS)

Basic earnings per share are computed by dividing statement of profit and loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

### 2.24 Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### 3. USE OF ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Critical judgement in applying accounting policies

##### Determining control over certain subsidiaries:

The Company's wholly-owned subsidiary, Barbeque Nation Mena Holding Limited, Dubai ('BNHL, Dubai') has 49% stake in following entities:

Name of the entity	Country of incorporation	As at		
		31-Mar-2022	31-Mar-2021	31-Mar-2020
Barbeque-Nation Restaurant LLC	Dubai	49%	49%	49%
Barbeque Nation International LLC	Oman	49%	49%	49%
Barbeque Nation Kitchen LLC	Dubai	49%	49%	49%





## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rupees Millions except for share data or as otherwise stated)

Although BNHL, Dubai holds less than half of the voting power in these entities, pursuant to its unilateral control over the relevant activities of these entities, these are considered subsidiaries of BNHL, Dubai.

### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

### Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken

over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives.

### Useful lives of property, plant and equipment

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

### Provision for site restoration obligations

The Group has recognised provision for site restoration obligation associated with the stores opened. In determining the value of the provision, assumptions and estimates are made in respect of the expected cost to dismantle and remove the furniture/fixtures from the stores and the expected timing of those costs.

### Uncertain tax positions

The Company's current tax provision relates to management's assessment of the amount of tax payable on open tax positions where the liabilities remain to be agreed with relevant tax authorities. Uncertain tax items for which a provision is made relate principally to the interpretation of tax legislation applicable to arrangements entered into by the Company. Due to the uncertainty associated with such tax items, it is possible that, on conclusion of open tax matters at a future date, the final outcome may differ significantly.



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 4 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Particulars	Cost				Accumulated depreciation/amortisation			Net Block Balance as at 31-Mar-2022	Balance as at 31-Mar-2021			
	Balance as at 01-Apr-21	Additions	Deletions	Effect of foreign currency exchange differences	Balance as at 31-Mar-2022	Balance as at 01-Apr-21	Depreciation / amortisation expense for the year			Effect of foreign currency exchange differences	Balance as at 31-Mar-2022	
<b>4(a) Property, plant and equipment (owned)</b>												
Lease hold improvement	1,881.88	201.92	(73.53)	13.37	2,023.64	878.92	207.91	(69.19)	8.65	1,026.29	997.34	1,002.96
Furniture and fixtures	1,264.71	185.29	(31.68)	2.39	1,420.71	554.55	142.71	(30.65)	1.66	668.27	752.44	710.16
Plant & machinery	942.88	151.51	(13.49)	3.84	1,084.74	253.57	73.85	(10.84)	0.95	317.53	767.20	689.31
Service equipment	1,004.62	137.50	(24.84)	1.41	1,118.69	540.79	115.02	(22.99)	1.70	634.52	484.16	463.83
Computer equipment	198.52	44.67	(3.72)	0.43	239.90	151.70	39.14	(3.67)	0.42	187.59	52.31	46.82
Vehicles	19.24	20.32	(0.25)	0.13	39.44	8.05	7.07	(0.22)	0.12	15.02	24.42	11.19
<b>Total</b>	<b>5,311.85</b>	<b>741.21</b>	<b>(147.51)</b>	<b>21.57</b>	<b>5,927.11</b>	<b>2,387.58</b>	<b>585.70</b>	<b>(137.56)</b>	<b>13.50</b>	<b>2,849.22</b>	<b>3,077.87</b>	<b>2,924.27</b>
<b>4(b) Intangible assets (others)</b>												
Liquor licenses	11.67	0.60	-	-	12.27	9.28	0.20	-	-	9.48	2.79	2.39
Software and licenses	57.93	1.42	(0.02)	0.05	59.39	36.52	9.27	(0.02)	0.04	45.81	13.57	21.41
Brand name	29.93	2.22	-	-	32.15	1.59	2.22	-	-	3.81	28.34	28.34
<b>Total</b>	<b>99.53</b>	<b>4.24</b>	<b>(0.02)</b>	<b>0.05</b>	<b>103.81</b>	<b>47.39</b>	<b>11.69</b>	<b>(0.02)</b>	<b>0.04</b>	<b>59.10</b>	<b>44.70</b>	<b>52.14</b>
<b>Grand Total</b>	<b>5,411.38</b>	<b>745.45</b>	<b>(147.53)</b>	<b>21.62</b>	<b>6,030.92</b>	<b>2,434.97</b>	<b>597.39</b>	<b>(137.58)</b>	<b>13.54</b>	<b>2,908.32</b>	<b>3,122.57</b>	<b>2,976.41</b>
Particulars	Cost				Accumulated depreciation/amortisation			Net Block Balance as at 31-Mar-2021	Balance as at 31-Mar-2021			
Balance as at 01-Apr-20	Additions	Deletions	Effect of foreign currency exchange differences	Balance as at 31-Mar-2021	Balance as at 01-Apr-20	Depreciation / amortisation expense for the year	Effect of foreign currency exchange differences			Balance as at 31-Mar-2021		
<b>4(a) Property, plant and equipment (owned)</b>												
Lease hold improvement	1,820.27	74.43	(2.63)	(10.19)	1,881.88	684.15	203.80	(0.85)	(8.18)	878.92	1,002.96	1,136.12
Furniture and fixtures	1,229.07	37.48	(0.02)	(1.82)	1,264.71	407.88	147.59	(0.01)	(0.91)	554.55	710.16	821.19
Plant & machinery	901.99	42.63	(0.06)	(1.67)	942.88	174.98	79.16	(0.02)	(0.55)	253.57	689.31	727.01
Service equipment	967.93	39.10	(0.01)	(2.41)	1,004.62	423.76	117.88	(0.00)	(0.85)	540.79	463.83	544.17
Computer equipment	188.73	10.16	(0.05)	(0.32)	198.52	103.57	48.44	(0.05)	(0.26)	151.70	46.82	85.16
Vehicles	15.16	6.79	(2.60)	(0.11)	19.24	6.88	2.66	(1.42)	(0.07)	8.05	11.19	8.28
<b>Total</b>	<b>5,123.15</b>	<b>210.59</b>	<b>(5.37)</b>	<b>(16.52)</b>	<b>5,311.85</b>	<b>1,801.22</b>	<b>599.53</b>	<b>(2.35)</b>	<b>(10.82)</b>	<b>2,387.58</b>	<b>2,924.27</b>	<b>3,321.93</b>
<b>4(b) Intangible assets (others)</b>												
Liquor licenses	11.67	-	-	-	11.67	6.83	2.45	-	-	9.28	2.39	4.84
Software and licenses	57.62	0.36	-	(0.05)	57.93	24.69	11.88	-	(0.05)	36.52	21.41	32.93
Brand name	29.48	0.45	-	-	29.93	-	1.59	-	-	1.59	28.34	29.48
<b>Total</b>	<b>98.77</b>	<b>0.81</b>	<b>-</b>	<b>(0.05)</b>	<b>99.53</b>	<b>31.52</b>	<b>15.92</b>	<b>-</b>	<b>(0.05)</b>	<b>47.39</b>	<b>52.14</b>	<b>67.25</b>
<b>Grand Total</b>	<b>5,221.92</b>	<b>211.40</b>	<b>(5.37)</b>	<b>(16.57)</b>	<b>5,411.38</b>	<b>1,832.74</b>	<b>615.45</b>	<b>(2.35)</b>	<b>(10.87)</b>	<b>2,434.97</b>	<b>2,976.41</b>	<b>3,389.18</b>
<b>4(c) Capital-Work-in Progress (CWIP)</b>												
Particulars	Amount in CWIP for the period			Total								
	less than 1 year	1-2 years	2-3 years		More than 3 years							
Projects in progress	211.80	-	-	211.80								
FY 2021-22	34.15	25.44	0.60	60.19								
FY 2020-21	-	-	-	-								



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 5. RIGHT-OF-USE ASSET

Particulars	Amount Rs.
<b>As at April 01, 2020</b>	<b>6,685.49</b>
Additions	198.82
Adjustment due to modification	88.52
Deletions	(325.44)
Effect of foreign currency exchange differences	(9.74)
<b>As at March 31, 2021</b>	<b>6,637.65</b>
Additions	1,952.54
Acquired on business combination	
Deletions	(224.09)
Effect of foreign currency exchange differences	13.53
<b>As at March 31, 2022</b>	<b>8,379.63</b>

### Accumulated depreciation

Particulars	Amount Rs.
<b>As at April 01, 2020</b>	<b>2,670.78</b>
Depreciation charge	596.25
Deletions	(244.19)
Effect of foreign currency exchange differences	(2.14)
<b>As at March 31, 2021</b>	<b>3,020.70</b>
Depreciation charge	675.21
Deletions	(201.72)
Forex	7.97
<b>As at March 31, 2022</b>	<b>3,502.16</b>

### Net Book Value

Particulars	Amount Rs.
<b>As at March 31, 2022</b>	<b>4,877.47</b>
<b>As at March 31, 2021</b>	<b>3,616.95</b>

### 6. GOODWILL

#### A reconciliation of the carrying amount of goodwill at the beginning and end of the reporting period

Particulars	As at 31 March 2022	As at 31 March 2021
Cost or deemed cost	722.97	722.97
Total	722.97	722.97

Allocation of goodwill to cash generating units:

For the purpose of impairment testing, goodwill has been allocated to group of cash-generating units in the following manner.

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Group of Cash generating units		
Barbeque-Nation	189.66	189.66
Toscano / Café Toscano	583.31	583.31
<b>Total</b>	<b>772.97</b>	<b>772.97</b>



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

The recoverable amount of the above cash generating units have been determined based on a value in use approach by considering cash flow projections approved by the management covering a five year period and the terminal value. Determination of value in use involves significant estimates and assumptions that affect the expected future cash flows. These estimates and assumptions, primarily include, but are not limited to, the revenue growth and profitability during the forecast period, the discount rate and the terminal growth rate.

For its impairment assessment as at March 31, 2022 and as at March 31, 2021, the management has assessed the impact of the Covid-19 pandemic on the operations and forecasted cash flows. The following inputs have been used for arriving the said recoverable amount.

### Outlets operating with the brand name "Toscano" / "Café Toscano"

Particulars	As at	
	31 March 2022	31 March 2021
<b>Input considered</b>		
Discount rate	12.00%	18.00%
Growth rate	2.00%	2.00%

In respect of restaurant outlets acquired and operating with the brand name Barbeque-Nation, an analysis of the sensitivity of the computation to a change in key parameters based on reasonably probable assumptions, did not identify any probable scenario in which the value-in use would decrease below the carrying amount.

As explained in note no 36, given the uncertainty regarding the duration, extent and ultimate impact of the COVID-19 pandemic, the Group cannot estimate with any precision the impact on its prospective financial performance and accordingly the impact may be different from that estimated as at the date of approval of these consolidated financial statements.

## 7. OTHER FINANCIAL ASSETS

(Classified under non-current assets)

Particulars	As at	
	31 March 2022	31 March 2021
<b>Financial assets at amortised cost</b>		
Balances held as margin money or security	45.31	17.71
Security deposits		
Considered good	349.33	300.15
Credit impaired	38.14	30.38
Less: Allowance for doubtful deposits- credit impaired	(38.14)	(30.38)
<b>Total</b>	<b>394.64</b>	<b>317.86</b>

Allowance for bad and doubtful deposits pursuant to closure of outlets is included in the Net loss relating to restaurant units closed / relocated disclosed under Note 33.

### Movement in allowance for security deposits

Particulars	As at	
	31 March 2022	31 March 2021
Opening balance	30.38	30.94
Additional provision during the year	3.24	-
Forex difference during the year	4.52	(0.56)
<b>Closing balance</b>	<b>38.14</b>	<b>30.38</b>



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Security deposits		
Red Apple Kitchen Consultancy Private Limited		
- at amortised cost	2.50	2.50
- at refundable value	2.50	2.50
Sara Soule Private Limited		
- at amortised cost	-	3.13
- at refundable value	-	3.13
Samar Retail Private Limited		
- at amortised cost	0.60	0.60
- at refundable value	0.60	0.60
Sana Reality Private Limited		
- at amortised cost	2.71	2.45
- at refundable value	3.00	3.00

### 8. OTHER NON-CURRENT ASSETS

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good:</b>		
Amounts paid to statutory authorities under protest	30.69	30.16
Other security deposits	17.33	16.42
<b>Total</b>	<b>48.02</b>	<b>46.58</b>

### 9. INVENTORIES

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>(At lower of cost and net realisable value)</b>		
Food and beverages	308.81	175.18
Stores and consumables	48.74	26.34
<b>Total</b>	<b>357.55</b>	<b>201.52</b>

### 10. TRADE RECEIVABLES

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Trade receivables (unsecured) consist of following</b>		
considered good	57.27	26.44
credit impaired	1.97	1.69
	59.24	28.13
Less: Allowance for credit loss	(1.97)	(1.69)
<b>Total</b>	<b>57.27</b>	<b>26.44</b>



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Movement in allowance for credit loss is as follows:

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Opening balance	1.69	1.65
Movement in expected credit loss (ECL) allowance on trade receivables at lifetime ECL	0.28	0.04
<b>Closing balance</b>	<b>1.97</b>	<b>1.69</b>
<b>Total</b>	<b>57.27</b>	<b>26.44</b>

### Trade receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 month	6 month - 1 year	1-2 Years	2-3 Years	more than 3 Years	
<b>FY 2021-22</b>						
(i) Undisputed Trade receivables - considered good	54.48	0.19	1.50	0.93	-	57.10
(ii) Undisputed Trade receivables - considered doubtful	0.00	0.10	0.05	1.76	-	1.91
(iii) Disputed Trade receivables - considered good	-	0.17	-	-	-	0.17
(iv) Disputed Trade receivables - considered doubtful	-	-	-	0.05	0.01	0.06
<b>FY 2020-21</b>						
(i) Undisputed Trade receivables - considered good	22.82	0.33	3.08	0.21	-	26.44
(ii) Undisputed Trade receivables - considered doubtful	(0.01)	1.59	0.04	0.01	-	1.63
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	0.05	0.01	-	0.06

## 11. CASH AND CASH EQUIVALENTS

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Cash on hand	12.34	6.62
Balances with banks :		
In current accounts	191.54	63.00
In Deposit accounts	467.33	-
Earmarked balances with banks		
In current accounts	-	2,043.69
In deposit accounts (having maturity less than 3 months)	182.20	341.63
<b>Cash and cash equivalents as per balance sheet</b>	<b>853.41</b>	<b>2,454.94</b>

## 12. OTHER CURRENT ASSETS

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Advance to employees	24.67	26.19
Prepaid expenses	124.12	106.80
Advances paid for supply of materials / rendering of services		
Unsecured, considered good	64.60	56.10
Doubtful	4.47	10.90
	69.07	67.00
Less: Allowance for bad and doubtful advances	(5.42)	(10.90)



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Balance with Government authorities	63.65	56.10
Unamortised share issue expenses (Refer note below)	3.42	13.65
<b>Total</b>	<b>215.86</b>	<b>482.35</b>

The Company has incurred expenses towards proposed Initial Public Offering of its equity shares. The Company expects has recovered certain amounts from the shareholders and the balance amount is charged-off to securities premium account during the current year in accordance with Section 52 of the Companies Act, 2013 upon the shares being issued.

### Movement in allowance for bad and doubtful advances

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Opening balance	10.90	9.93
Additional provision during the year	-	11.27
Written-off during the year	(5.48)	(10.30)
<b>Closing balance</b>	<b>5.42</b>	<b>10.90</b>

### 26(a) Current tax Assets (Net)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Income Tax (net of advance income tax)	10.29	-
<b>Total</b>	<b>10.29</b>	<b>-</b>

## 13 EQUITY SHARE CAPITAL

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Authorised</b>		
60,000,000 equity shares of Rs. 5/- each (as at 31-March-21 60,000,000 equity shares of Rs. 5/- each)	300.00	300.00
<b>Issued, subscribed and fully paid up capital</b>		
3,89,09,166 equity shares of Rs. 5/- each (as at 31-March-21 3,39,42,920 equity shares of Rs. 5/- each)	194.55	169.72
<b>Total</b>	<b>194.55</b>	<b>169.72</b>

### (a) Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the year

Particulars	31-Mar-2022		31-Mar-2021	
	No. of shares	Amount	No. of shares	Amount
<b>Equity shares of Rs. 5/ each:</b>				
Opening balance	3,39,42,920	169.72	2,79,91,788	139.96
Add: Issued during the year #	49,66,246	24.83	59,51,132	29.76
<b>Closing balance</b>	<b>3,89,09,166</b>	<b>194.55</b>	<b>3,39,42,920</b>	<b>169.72</b>

- #
- (i) 59,51,132 equity shares of Rs. 5 each were issued under Pre IPO Private Placement at a premium of Rs. 247 per share in FY 2020-21.
  - (ii) 11,77,855 equity shares of Rs. 5 each were issued under Preferential Issue at a premium of Rs. 844 per share in FY 2021-22.



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

- (iii) 1,88,391 equity shares of Rs. 5 each were issued to employees pursuant to Employee stock options scheme in FY 2021-22.  
 (iv) 36,00,000 equity shares of Rs. 5 each were issued to public at the time of IPO at a premium of Rs. 495 per share in the FY 2021-22

### (b) Details of shares held by each shareholder holding more than 5% shares

Particulars	As at			
	31-Mar-2022		31-Mar-2021	
	No. of shares	% holding	No. of shares	% holding
Sayaji Housekeeping Services Limited	1,16,02,828	29.82%	1,26,21,116	37.18%
Tamara Private Limited	27,55,296	7.08%	60,78,402	17.91%
Pace Private Limited	31,82,964	8.18%	31,82,964	9.38%
Jubilant FoodWorks Limited	36,50,794	9.38%	12,98,684	3.83%

### (c) Number of equity shares reserved for issuance

Name of shareholders	As at	
	As at 31 March 2022	As at 31 March 2021
Equity shares of Rs. 5/- each to eligible employees under Employee Stock Option Scheme	18,03,835	9,24,706

- (d) The Company has only one class of equity share having a par value of Rs.5/- each. Holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to number of equity shares held by the shareholders.

### (e) Details of shares held by Promoters:

Particulars	As at 31 March 2022			As at 31 March 2021	
	No. of Shares	% of Total Shares	% Change during the year	No. of Shares	% of Total Shares
Sayaji Housekeeping Services Limited	1,16,02,828	29.82%	-8.07%	1,26,21,116	37.18%
Kayum Dhanani	3,33,400	0.86%	0.00%	3,33,400	0.98%
Suchitra Dhanani	6	0.00%	0.00%	6	0.00%
<b>Total no. of Shares</b>	<b>3,89,09,166</b>	<b>30.68%</b>		3,39,42,920	38.17%

## 14 OTHER EQUITY

Particulars	As at	As at
	31 March 2022	31 March 2021
Share application money pending allotment (Refer note (i) below)	0.65	994.27
Reserves and surplus (Refer Note (ii) below)		
Securities premium	5,794.36	3,096.22
Share based payment reserve	60.13	41.69
Foreign currency translation reserve	(45.06)	(26.09)
Retained earnings	(2,144.78)	(1,836.81)
<b>Total</b>	<b>3,665.30</b>	<b>2,269.28</b>

### (i) Share application money pending allotment

Pursuant to the Initial Public Offering, the Company has opened the bid/offer on March 23, 2021 to the Anchor investors and received Rs. 2,043.63 on March 23, 2021. Out of this, the Company has allocated Rs. 994.27 towards fresh issue of equity shares and such shares have been issued at a price of Rs. 500 per share on April 05, 2021. Balance of Rs. 1,049.42 relates to the proceeds received by the Company on behalf of selling shareholders and has been accounted as payable to selling shareholders under Note 23 - Other financial liabilities Rs. 0.65 as at March 31, 2022 relates to the proceeds received from the employees under Employee Stock Option Scheme pending allotment.





## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### (ii) Reserves and Surplus

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Securities premium</b>		
Opening balance	3,096.22	1,631.01
Add: Premium on shares issued during the year	2,813.61	1,469.93
Add: Transfer from share based payment reserve on account of exercise	22.59	-
Less : Share issue expenses	(138.06)	(4.72)
<b>Closing balance</b>	<b>5,794.36</b>	<b>3,096.22</b>
<b>Share based payment reserve</b>		
Opening balance	41.69	47.31
Add: Charge for the year	41.03	51.18
Less: Transfer to securities premium on account of exercise	(22.59)	-
Less: Transfer to retained earnings on account of forfeiture / replacement	-	(56.80)
<b>Closing balance</b>	<b>60.13</b>	<b>41.69</b>
<b>Retained earnings</b>		
Opening balance	(1,836.81)	(1,715.07)
Add: Transfer on forfeiture of options	-	56.80
Add: Profit/(loss) for the year	(256.02)	(904.64)
Less: De-recognition of gross obligation towards put option given to non-controlling interests (Refer note 20)	-	718.50
Add/(Less) : Remeasurement gain/(loss) recognised in Other comprehensive Income (net of tax)	(0.85)	7.60
Add: On account of further equity infusion	(51.10)	-
<b>Closing balance</b>	<b>(2,144.78)</b>	<b>(1,836.81)</b>
<b>Items of other comprehensive income</b>		
<b>Foreign currency translation reserve</b>		
Opening balance	(26.09)	(44.05)
Add: Additions during the year	(18.97)	17.96
<b>Closing balance</b>	<b>(45.06)</b>	<b>(26.09)</b>

#### Nature and purpose of other reserves

**Securities premium:** Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

**Share based payment reserve:** The fair value of the equity-settled share based payment transactions with employees is recognised in statement of profit and loss with corresponding credit to employee stock options outstanding account. The amount of cost recognised is transferred to share premium on exercise of the related stock options.

**Foreign currency translation reserve:** Foreign currency translation reserve comprises of exchange (gain)/loss arising on translation of foreign subsidiary.

**Retained earnings :** Retained earnings are the profit / loss that the Group has earned / incurred till date, less any transfers to other reserves, dividends or other distributions paid to its equity shareholders.

### 15 NON-CONTROLLING INTERESTS

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Balance at beginning of year</b>	<b>38.10</b>	52.31
Share of profit / (loss)	4.10	(14.21)
On account of further equity infusion into the subsidiary	51.10	-
<b>Balance at end of year</b>	<b>93.30</b>	<b>38.10</b>



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 16. BORROWINGS

(Classified under non-current liabilities)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Secured at amortised cost: (For details of terms and security, refer notes)		
Term loans		
(i) from banks	32.60	984.80
Working Capital term loan	98.93	-
Vehicle loans	12.60	4.75
<b>Total</b>	<b>144.13</b>	<b>989.55</b>

Notes: Details of security and terms of repayment for the long-term borrowings:

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Term loans from banks</b>		
<b>(i) Term loan 1:</b>		
<b>Non-current portion</b>	-	222.80
<b>Current maturities of long-term debt</b>	-	76.68
<b>Repayment terms:</b>		
Repayable in 60 monthly instalments after a moratorium of 6 months and carries an interest rate of 1 Year MCLR + 0.40% p.a		
<b>Security :</b>		
1) First paripassu charge by way of hypothecation on entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future.		
2) First paripassu charge on entire current assets and security deposits of the Company, both present and future.		
3) First paripassu charge by way of hypothecation over the Brand of the Company		
<b>(ii) Term loan 2:</b>		
<b>Non-current portion</b>	-	-
<b>Current maturities of long-term debt</b>	-	13.22
<b>Repayment terms:</b>		
USD loan - Repayable in 60 defined monthly instalments and carries an interest rate of 6 months LIBOR + 450 base points		
<b>Security :</b>		
1) Exclusive first charge on the entire assets of new outlets to be established at different places (including hypothecation of security deposits) all over India and the movable equipment to be purchased out of Bank's finance & company's margin thereof.		
2) Second paripassu charge on the entire movable fixed assets of the Company both present and future.		
3) Second paripassu charge on entire current assets and security deposits of the Company, both present and future.		
4) Exclusive charge by way of hypothecation over the intangible assets (including Brand/ Trademarks) of the Company.		
<b>(iii) Term loan 3:</b>		
<b>Non-current portion</b>	18.00	34.67
<b>Current maturities of long-term debt</b>	18.25	17.35
<b>Repayment terms:</b>		



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Repayable in 60 equal monthly instalments and carries an interest rate of 12 month MCLR plus 1% p.a		
<b>Security :</b>		
1) First paripassu charge by way of hypothecation on entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future.		
2) First paripassu charge on entire current assets and security deposits of the Company, both present and future.		
3) First paripassu charge by way of hypothecation over the Brand of the Company;		
<b>(iv) Term loan 4:</b>		
<b>Non-current portion</b>	-	-
<b>Current maturities of long-term debt</b>	-	12.50
<b>Repayment terms:</b>		
Repayable in 42 defined monthly instalments and carries an interest rate of 12 month MCLR plus 1% p.a		
<b>Security :</b>		
1) First paripassu charge by way of hypothecation on entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future.		
2) First paripassu charge on entire current assets and security deposits of the Company, both present and future.		
3) First paripassu charge by way of hypothecation over the Brand of the Company		
<b>(v) Term loan 5:</b>		
<b>Non-current portion</b>	-	160.34
<b>Current maturities of long-term debt</b>	-	55.56
<b>Repayment terms:</b>		
Repayable in 54 defined installments and carries an interest rate of 1 year MCLR plus 0.85% p.a.		
<b>Security :</b>		
1) First paripassu charge by way of hypothecation on entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future.		
2) First paripassu charge on entire current assets and security deposits of the Company, both present and future.		
3) First paripassu charge by way of hypothecation over the Brand of the Company.		
<b>(vi) Term loan 6:</b>		
<b>Non-current portion</b>	-	9.35
<b>Current maturities of long-term debt</b>	-	11.03
<b>Repayment terms:</b>		
Repayable in 20 equal quarterly instalments and carries an interest at 1 year MCLR + 155 base points p.a.		
<b>Security :</b>		
1) First paripassu charge on the entire fixed assets, current assets and security deposits of the Company, both present and future		
2) First paripassu charge over the Brand of the Company		
<b>(vii) Term loan 7:</b>		
<b>Non-current portion</b>	-	7.10
<b>Current maturities of long-term debt</b>	-	10.53
<b>Repayment terms:</b>		



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Repayable in 19 equal quarterly instalments and carries an interest at 1 year MCLR + 155 base points p.a.		
<b>Security :</b>		
1) First paripassu charge on the entire fixed assets, current assets and security deposits of the Company, both present and future		
2) First paripassu charge over the Brand of the Company		
<b>(viii) Term loan 8:</b>		
<b>Non-current portion</b>	<b>6.50</b>	5.75
<b>Current maturities of long-term debt</b>	<b>5.61</b>	3.22
<b>Repayment terms: Repayable in 18 equated monthly instalments and carries an interest of 12% p.a."</b>		
<b>Security :</b>		
1) First paripassu charge on all current assets of Red Apple Kitchen Consultancy Private Limited		
<b>(ix) Term loan 9:</b>		
<b>Non-current portion</b>	-	27.26
<b>Current maturities of long-term debt</b>	-	12.00
<b>Repayment terms:</b>		
USD loan - Repayable in 11 unequal half yearly installments after a moratorium of 12 months and carries an interest rate of 6-month LIBOR plus 450 bps		
<b>Security :</b>		
1) First paripassu charge on all current assets, movable fixed assets (present & future ) including security deposits of the Company		
2) First paripassu charge on brand and other intangible assets of Company		
3) Corporate guarantee by Barbeque Nation Hospitality Limited, Parent Company		
<b>(x) Term loan 10:</b>		
<b>Non-current portion</b>	-	364.30
<b>Current maturities of long-term debt</b>	-	76.37
<b>Repayment terms:</b>		
USD loan - Repayable in 24 equal quarterly installments after a moratorium of 12 months and carries an interest rate of 6 months LIBOR plus 300 bps p.a.p.m		
<b>Security :</b>		
1) First paripassu charge on all the current assets, movable fixed assets (present and future) including security deposits of the Company		
2) First paripassu charge over the Brand and other intangible assets of the Company		
3) Corporate guarantee by Barbeque Nation Hospitality Limited, Parent Company		
<b>(xi) Working Capital Term loan 11:</b>		
<b>Non-current portion</b>	<b>98.93</b>	133.85
<b>Current maturities of long-term debt</b>	<b>37.10</b>	15.46
<b>Repayment terms: Repayable in 47 defined monthly installments and carries an interest rate 8.45% 1 year MCLR"</b>		
<b>Security :</b>		
1) Second paripassu charge over all current assets and security deposits of the Company, both present and future.		
2) Second Pari-passu over entire fixed assets (including leasehold improvements and excluding vehicles).		
3) Second Pari-passu on brand name 'Barbeque Nation'.		
4) 100% Credit Guarantee by NCGTC.		



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>(xii) Term loan 12:</b>		
<b>Non-current portion</b>	<b>12.13</b>	19.32
Current maturities of long-term debt	<b>7.27</b>	7.92
<b>Repayment terms:</b> Repayable in in 6 equal monthly instalments		
<b>Security :</b>		
Paripassu first charge by way of hypothecation along with other term lenders on		
1. Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future		
2. Entire current assets and security deposits of the Company, both present and future		
3. Brand of the Company		
<b>(xiii) Vehicle loan 1:</b>		
<b>Non-current portion</b>	-	0.06
<b>Current maturities of long-term debt</b>	-	0.32
<b>Repayment terms:</b>		
AED loan - Repayable in 48 equated monthly installments and carries an interest rate of 3.25% p.a		
<b>Security :</b>		
1) Undated security cheques for the entire loan amount		
2) Personal guarentee of Mr. Mansoor Mohmed Ismail Memon, Director		
<b>(xiii) Vehicle loan 2:</b>		
<b>Non-current portion</b>	-	-
<b>Current maturities of long-term debt</b>	-	0.10
<b>Repayment terms:</b>		
AED loan - Repayable in 36 equated monthly installments and carries an interest rate of 3.25% p.a		
<b>Security :</b>		
1) Undated security cheques for the entire loan amount		
2) Personal guarentee of Mr. Mansoor Mohmed Ismail Memon, Director		
<b>(xiv) Vehicle loan 3:</b>		
<b>Non-current portion</b>	<b>8.57</b>	4.75
<b>Current maturities of long-term debt</b>	<b>4.03</b>	2.79
<b>Repayment terms:</b> Repayable in 36 equated monthly installments and carries an interest rate of 8.5% p.a		
<b>Security :</b>		
Hypothecation of underlying vehicle in favor of lender		
<b>(xv) Director loan:</b>		
<b>Non-current portion</b>	-	-
<b>Current maturities of long-term debt</b>	-	3.00
<b>Repayment terms:</b> Repayable in 6 equated monthly installments and carries nil interest rate		
<b>Security :</b>		
Nil		
<b>Total</b>	<b>216.39</b>	<b>1,307.60</b>
<b>Non-current portion</b>	<b>144.13</b>	989.55
<b>Current maturities of long-term debt</b>	<b>72.26</b>	<b>318.05</b>



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Notes to the consolidated financial statements for the year ended March 31, 2022

	As at 31-Mar-2022	As at 31-Mar-2021	Change
<b>Ratio Analysis</b>			
<b>a Current Ratio - in times (A) / (B)</b>	<b>0.78</b>	<b>0.82</b>	<b>-5%</b>
Current Assets (A)	1,494.38	3,165.25	
Current Liabilities (B)	1,916.56	3,850.20	
<b>b Debt-Equity Ratio - in times (C) / (D)</b>	<b>1.58</b>	<b>2.47</b>	<b>-36%</b>
Debt (C)	6,104.03	6,025.71	Refer Note 1
Equity (D)	3,859.85	2,439.00	
Debt is defined as non-current borrowings, current borrowings and Lease liability (current and non current).			
Equity is defined as Equity share capital and Other equity.			
<b>c Debt Service Coverage Ratio - in times (E) / ((F) + (G))</b>	<b>0.75</b>	<b>0.55</b>	<b>36%</b>
Earnings Before Interest, Taxes, Depreciation and Amortisation (E)	1,600.11	924.31	Refer Note 1
Debt repayment (F)	1,585.60	955.00	
Interest payments (G)	558.27	726.11	
"Earnings before interest,taxes, depreciation and amortisation is defined as:			
Profit for the year before exceptional items and taxes (add)			
Depreciation and Amortisation (add) Finance costs (less)			
interest income"			
Debt repayment is defined as repayment of loans to Banks and lease payments during the year			
Interest payments is defined as interest paid on loans and lease liability during the year			
<b>d Return on Equity ratio (H) / (I)</b>	<b>-8.00%</b>	<b>-73.56%</b>	<b>-89%</b>
Net profit (H)	(251.92)	(918.85)	Refer Note 2
Equity (I)	3,149.43	1,249.08	
Net profit is defined as Profit for the year after tax			
Equity is defined as Average Equity share capital and Other equity.			
<b>e Inventory turnover ratio (K) / (L)</b>	<b>12.59</b>	<b>11.54</b>	<b>9%</b>
Cost of food and beverages consumed (K)	3,047.36	1,782.48	
Average Inventory (L)	242.00	154.49	
Average Inventory is defined as average of inventories as at the beginning and as at the end of the year.			
<b>f Trade receivables turnover ratio (M) / (N)</b>	<b>205.60</b>	<b>211.50</b>	<b>-3%</b>
Revenue from operations(M)	8,605.54	5,070.82	
Average Trade receivables (N)	41.86	23.98	
Average Trade receivables is defined as average of Trade receivables as at the beginning and as at the end of the year.			
<b>g Trade payables turnover ratio (O) / (P)</b>	<b>11.84</b>	<b>5.33</b>	<b>122%</b>
Total expenses (O)	7,268.22	4,606.99	Refer Note 2
Average Trade payables (P)	614.05	864.30	
Total expenses is defined as Cost of food and beverages consumed, Employee benefits expenses and Other operating expenses.			



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

	As at 31-Mar-2022	As at 31-Mar-2021	Change
Average Trade payables is defined as average of Trade payables as at the beginning and as at the end of the year.			
<b>h Net capital turnover ratio (Q) / (R)</b>	<b>(20.38)</b>	<b>(7.40)</b>	<b>175%</b>
Revenue from operations(Q)	<b>8,605.54</b>	5,070.82	<b>Refer Note 2</b>
Working Capital (R)	<b>(422.18)</b>	(684.95)	
Working Capital is defined as current assets minus current liabilities			
<b>i Net profit ratio (S) / (T)</b>	<b>-2.84%</b>	-16.61%	-83%
Net profit (S)	<b>(251.92)</b>	(918.85)	Refer Note 2
Total Revenue (T)	<b>8,868.33</b>	5,531.30	
Net profit is defined as Profit after tax for the year			
Total revenue is defined as revenue from operation plus other income .			
<b>j Return on capital employed (U) / (V)</b>	<b>3.29%</b>	<b>-3.40%</b>	<b>-197%</b>
Earnings Before Interest and Taxes (U)	<b>327.52</b>	(287.39)	<b>Refer Note 1 &amp; 2</b>
Capital Employed (V)	<b>9,963.88</b>	8,464.71	
Earnings before interest and taxes is defined as: Profit for the year before exceptional items and taxes (add) Finance costs			
Capital employed is defined as Equity, Debt and Lease liability.			

## 17 LEASE LIABILITIES

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Opening balance</b>	<b>4,497.80</b>	<b>4,815.73</b>
Additions	<b>1,911.80</b>	175.04
Acquired on business combination	-	-
Adjustment due to modification	-	84.35
Accretion of interest	<b>508.03</b>	499.23
Payments	<b>(838.44)</b>	(527.35)
Rent concession due to COVID 19	<b>(170.16)</b>	(422.10)
Deletions	<b>(30.48)</b>	(117.77)
Effect of foreign currency exchange differences	<b>7.95</b>	(9.33)
<b>Closing balance</b>	<b>5,886.50</b>	<b>4,497.80</b>
Current	<b>591.90</b>	524.94
Non-Current	<b>5,294.60</b>	3,972.86
<b>Maturity Analysis - contractual undiscounted cash flows</b>		
Less than one year	<b>1,125.50</b>	964.81
One to five years	<b>3,784.98</b>	3,262.97
More than five years	<b>4,166.84</b>	2,510.13
<b>Total Undiscounted Lease Liability as at</b>	<b>9,077.32</b>	<b>6,737.91</b>



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(Amount in Rupees Millions except for share data or as otherwise stated)

### 18 OTHER FINANCIAL LIABILITIES (Classified under non-current liabilities)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Gross obligation towards put option given to non-controlling interests	-	674.25
Add: Accretion of interest	-	44.25
Less: De-recognition of gross obligation (Refer note below)	-	(718.50)
<b>Total</b>	<b>-</b>	<b>-</b>

Refer note 38 for details of acquisition of Red Apple Kitchen Consultancy Private Limited ("Red Apple")

Note:

The non-controlling interests in Red Apple are entitled for put options to sell their equity shares in accordance with the terms of underlying agreement with shareholders. Should the option be exercised, the Company has to settle such liability by payment of cash. As at the acquisition date, the amount that may become payable on the exercise of option is recognised as a financial liability at its present value with a corresponding charge directly to the shareholders' equity. The amount so recognised on acquisition date was determined by the management based on information available as at such date. The finance cost on such gross obligation recognised as financial liability is computed at 10.5% per annum from the date of acquisition.

As at March 31, 2020, the management has re-estimated the gross obligation that may become payable due to significant changes in the business and economic conditions pursuant to COVID-19 pandemic. Based on such revised estimate, the carrying value of gross obligations required reduction by Rs. 236.17 which was recognised under exceptional items.

Pursuant to the terms of understanding entered into between the Group and put option holders on November 16, 2020, put option stands cancelled and accordingly, the carrying value of the gross obligation amounting Rs. 718.50 as on this date has been derecognised and the corresponding credit has been adjusted in retained earnings.

### 19 PROVISIONS (Classified under non-current liabilities)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Provision for employee benefits:		
Compensated absences	11.04	10.49
Gratuity	42.08	37.32
Provision for asset retirement obligations	51.14	40.59
<b>Total</b>	<b>104.26</b>	<b>88.40</b>

### 20 BORROWINGS (Classified under non-current liabilities)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Secured loans repayable on demand from banks:</b>		
(i) Working capital loan	-	50.00
The rate of interest is 1 month MCLR plus 65 bps		
Security		





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Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
1) First pari passu charge by way of hypothecation on entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future.		
2) First pari passu charge on entire current assets and security deposits of the Company, both present and future.		
3) First pari passu charge by way of hypothecation over the Brand of the Company		
<b>Unsecured</b>		
(i) Overdraft facility Repayable on demand and carries and interest rate of 1 year MCLR plus 15 bps	(0.08)	133.54
(ii) Axis bank credit card Repayable in fifty two days credit period	0.26	36.42
(iii) AMEX credit card Repayable in fifty two days credit period	0.63	0.24
(iv) ICICI credit card Repayable in fifty two days credit period	0.33	0.11
<b>Current maturities of long-term borrowings</b>		
From banks	72.26	315.05
From director	-	3.00
<b>Total</b>	<b>73.40</b>	<b>538.36</b>

### 21 TRADE PAYABLES

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Other than Acceptances		
Total outstanding dues of micro enterprises and small enterprises	25.08	38.27
Total outstanding dues of creditors other than micro enterprises	963.36	1,429.50
<b>Total</b>	<b>988.44</b>	<b>1,467.77</b>

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2022 has been made in the financial statements based on information received and available with the Company. Further, interest has been accrued in respect of overdues outstanding as of March 31, 2022. The dues to micro and small enterprises as at March 31, 2022 and March 31, 2021 are as follows:

#### Disclosure required under section 22 of the micro, small and Medium Enterprises Development Act, 2006:

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	21.20	34.81
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0.42	3.46
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	0.42	3.46
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	3.88	3.46
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-



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### Trade payables ageing schedule

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 Years	2-3 Years	more than 3 Years	
<b>FY2021-22</b>						
(i) MSME	14.65	6.55	-	-	-	21.20
(ii) Others	151.09	756.09	33.72	17.08	2.21	960.19
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - others	-	1.42	0.44	0.93	0.38	3.17
<b>FY2020-21</b>						
(i) MSME	16.67	18.14	-	-	-	34.81
(ii) Others	154.31	1,232.72	31.10	(0.30)	6.61	1,424.44
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - others	-	1.08	1.76	1.59	0.63	5.06

### 22 OTHER FINANCIAL LIABILITIES (classified under current)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Other payables</b>		
Payables on purchase of property, plant and equipment	70.69	88.69
Payable to selling shareholders	-	1,049.42
Interest accrued but not due on borrowings	-	4.74
<b>Total</b>	<b>70.69</b>	<b>1,142.85</b>

### 23 OTHER CURRENT LIABILITIES

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Payable towards statutory remittances	89.59	69.85
Contract Liability	-	-
Gift card liability (Refer note below)	38.55	24.00
<b>Total</b>	<b>128.14</b>	<b>93.85</b>

**Note:** The Group recognised revenue from contractual liability in the statement of profit and loss in the following year.

### 24 PROVISIONS (Classified under current liabilities)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Provision for employee benefits:		
Compensated absences	25.11	27.49
Gratuity	33.67	31.27
Provision for asset retirement obligations	5.21	3.30
<b>Total</b>	<b>63.99</b>	<b>62.06</b>



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### 25 CURRENT TAX LIABILITIES (NET)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Provision - Others:		
Income Tax (net of advance income tax)	-	20.37
<b>Total</b>	<b>-</b>	<b>20.37</b>

### 26 REVENUE FROM OPERATIONS

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Sale of food & beverages	8,576.77	5,056.90
Other operating revenues (net of expenses directly attributable to such income) (Refer note (i) below)	28.77	13.92
<b>Total</b>	<b>8,605.54</b>	<b>5,070.82</b>

Refer Note 41 for disaggregated revenues by geography.

#### (i) Other operating revenue

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Revenue from displays and sponsorships	2.59	0.59
Share of profits and income from royalty	8.45	3.09
Sale of scrap	3.03	1.68
Professional fees	9.39	-
Other receipts from outdoor catering	2.14	0.77
Guarantee commission	-	-
Others	3.17	7.79
<b>Total</b>	<b>28.77</b>	<b>13.92</b>

### 27 OTHER INCOME

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Interest income on		
Interest income on fixed deposits with banks	30.86	10.32
Interest income from other financial assets at amortised cost	27.23	21.12
Provision no longer required	4.00	5.98
Foreign exchange gain (net)	16.38	0.96
Profit on Sale of Asset	14.16	-
Rent Concession due to COVID 19 (Refer note below)	170.16	422.10
<b>Total</b>	<b>262.79</b>	<b>460.48</b>

#### Note:

Consequent to COVID 19 pandemic, the Company has negotiated several rent concessions. In view of the amendment by the Companies (Indian Accounting Standards) Amendment Rules, 2020, the Company has elected, as a practical expedient, not



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to assess these rent concessions as lease modifications and has recognized impact of such rent concession in the Statement. The election is made for all such rent concessions as these satisfy the conditions mentioned in Para 46A and Para 46B of Ind AS 116 (as amended). Accordingly, rent concessions aggregating to Rs.170.16 for the year ended March 31, 2022 and Rs 422.10 for the year ended March 31, 2021 have been recognised under Other income.

### 28 COST OF FOOD AND BEVERAGES CONSUMED

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Opening Stock	175.18	133.79
Add: Purchases	3,180.99	1,823.87
	3,356.17	1,957.66
Less Closing stock	(308.81)	(175.18)
<b>Total</b>	<b>3,047.36</b>	<b>1,782.48</b>

### 29 EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Salaries and wages	1,289.23	992.48
Contributions to provident fund	87.87	61.66
Gratuity expenses	17.69	13.71
Expense on employee stock option scheme	41.03	25.30
Staff welfare expenses	450.27	258.75
<b>Total</b>	<b>1,886.09</b>	<b>1,351.90</b>

### 30 OTHER OPERATING EXPENSES

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Consumption of stores & operating supplies	444.88	199.27
Power and fuel	652.95	426.42
Commission to the delivery agents	270.48	102.95
Rent including lease rentals	246.34	196.03
Repairs and maintenance:		
Buildings	4.07	4.82
Machinery	43.81	24.62
Others	38.97	28.62
House keeping services	68.97	46.84
Water charges	40.63	27.97
Insurance	17.20	17.82
Rates and taxes	91.49	76.17
Communication	43.34	34.73
Travelling and conveyance	48.49	34.15
Printing and stationery	31.95	21.77
Laundry expenses	4.85	4.41
Security service charges	11.61	9.15



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Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Recruitment expenses	0.72	0.27
Business promotion	104.72	84.63
Vehicle hiring charges	10.31	7.39
Legal and professional	65.54	50.92
Payments to auditors (Refer note below)	9.69	8.19
Parking Charges	3.36	3.04
Loss on sale of property, plant and equipment (net)	0.02	1.08
Provision for doubtful receivables and advances	1.10	11.59
Miscellaneous expenses	79.28	49.76
<b>Total</b>	<b>2,334.77</b>	<b>1,472.61</b>

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
<b>Payment to auditors</b>		
For statutory audit and quarterly reviews	6.00	4.50
For statutory audit of subsidiaries (paid to other auditor)	1.93	2.38
Reimbursement of expenses	0.68	0.50
Taxes thereon	1.08	0.81
<b>Total</b>	<b>9.69</b>	<b>8.19</b>

### 31 FINANCE COSTS

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Interest expense on:		
Borrowings	44.98	222.51
Provision for asset retirement obligations	5.26	4.37
Interest on lease liabilities	508.03	499.23
Gross obligation	-	44.25
Others	0.01	20.00
Receivable discounting charges	54.26	25.55
Other bank charges	40.49	32.77
<b>Total</b>	<b>653.03</b>	<b>848.68</b>

### 32 DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Depreciation on property, plant and equipment	585.70	599.53
Depreciation on Right-of-use assets	675.20	596.25
Amortisation of intangible assets	11.69	15.92
<b>Total</b>	<b>1,272.59</b>	<b>1,211.70</b>



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### 33 EXCEPTIONAL ITEMS

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Net (profit) / loss relating to restaurant units closed / relocated during the year	(4.93)	(51.87)
Expenses towards accelerated vesting of employee stock options surrendered	-	25.88
Offer document filing fees written off	-	5.32
<b>Total</b>	<b>(4.93)</b>	<b>(20.67)</b>

34 As explained in Note 2, the impact of the COVID-19 pandemic and the measures put in place to control the spread of virus, have triggered significant disruptions to the Group's operations. The management has considered the possible effects that may result from the COVID-19 pandemic on the carrying value of assets. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of the pandemic, the management has used external and internal information to assess the expected future performance of the Group. The Group has performed sensitivity analysis on the assumptions and based on the current estimates, the Group expects that the carrying value of the assets as at March 31, 2022 is fully recoverable.

The actual impact of the COVID-19 pandemic may be different from that estimated as at the date of approval of these financial statements.

### 35 TAX EXPENSE / (BENEFIT):

#### Tax expenses recognised in Statement of Profit and Loss

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Current tax	-	-
Deferred tax	(68.66)	(196.55)
<b>Total tax expense</b>	<b>(68.66)</b>	<b>(196.55)</b>

The reconciliation between the income tax expense and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
Profit before tax	(320.58)	(1,115.40)
Add: Losses of foreign subsidiaries in non-taxable jurisdictions	50.08	133.87
<b>Profit before tax of Indian Group Companies subject to Income Tax</b>	<b>(270.50)</b>	<b>(981.53)</b>
Enacted income tax rate in India	25.17%	25.17%
<b>Computed expected tax expense</b>	<b>(68.08)</b>	<b>(247.03)</b>
<b>Income tax effect on:</b>		
Goodwill pursuant to the amendment to section 32(1)(ii) of Income Tax Act, 1961	-	10.24
Finance cost relating to gross obligation to acquire non-controlling interests in Red Apple	-	15.63
Expenses relating to closed outlets	-	13.05
Other non-deductible expenses under income tax	5.41	10.45
Others	(6.00)	1.11
<b>Income tax expense recognised in Statement of profit and loss</b>	<b>(68.66)</b>	<b>(196.55)</b>



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### Movement in deferred tax balances

Particulars	For the year ended Mar 31, 2022			Closing balance
	Opening balance	Recognised in profit and Loss	Recognised in Other Comprehensive Income	
<b>Tax effect of items constituting deferred tax assets</b>				
On unused tax losses (Refer note below)	161.71	5.71	-	167.42
Property, Plant and Equipment	82.29	20.45	-	102.74
Right-of-use and lease liabilities (net)	229.60	34.42	-	264.02
Provision towards asset retirement obligations	11.06	3.13	-	14.19
Employee Benefits and other provisions	31.44	4.51	0.29	36.24
Others	3.53	0.44	-	3.97
<b>Tax effect of items constituting deferred tax liabilities</b>				
Goodwill	(47.73)	-	-	(47.73)
<b>Net deferred tax asset / (liabilities)</b>	<b>471.90</b>	<b>68.66</b>	<b>0.29</b>	<b>540.85</b>

Particulars	For the year ended Mar 31, 2021			Closing balance
	Opening balance	Recognised in profit and Loss	Recognised in Other Comprehensive Income	
<b>Tax effect of items constituting deferred tax assets</b>				
On unused tax losses (Refer note below)	-	161.71	-	161.71
Property, Plant and Equipment	41.43	40.86	-	82.29
Lease liability (net of right-of-use asset)	210.60	19.00	-	229.60
Provision towards asset retirement obligations	11.33	(0.27)	-	11.06
Employee Benefits and other provisions	35.60	(1.61)	(2.55)	31.44
Others	16.43	(12.90)	-	3.53
<b>Tax effect of items constituting deferred tax liabilities</b>				
Goodwill	(37.49)	(10.24)	-	(47.73)
<b>Net deferred tax asset / (liabilities)</b>	<b>277.90</b>	<b>196.55</b>	<b>(2.55)</b>	<b>471.90</b>

### 36. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Contingent liabilities</b>		
Claims against the Company not acknowledged as debt on account of:		
Indirect tax matters #	171.06	170.94
Direct tax matters	401.96	420.36
Other matters	-	16.07
<b>Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for tangible assets	128.30	23.18

# The Company was subject to Anti-profiteering investigation for the period Nov 15, 2017 to Mar 31, 2019 by Director General of Anti-Profiteering (DGAP). During the year ended March 31, 2020, DGAP conducted the investigation and submitted the report to National Anti-Profiteering Authority (NAA) with a demand amounting Rs. 325.88 million and the Group has disclosed such demand as a contingent liability as of March 31, 2020. Subsequently, the NAA has examined this report and passed an order dated 20 May 2020, holding that although the finding of the DGAP was correct with respect to anti-profiteering, however, the methodology adopted by DGAP while arriving at the demand is incorrect and directed DGAP to conduct further



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investigation, Being aggrieved, the Company has filed a writ petition before the High Court of Karnataka, seeking a stay of the above order passed by the NAA. The Court passed an order dated 15 July 2020 staying the operation of the order dated 20 May 2020 passed by the NAA. Accordingly, the demand of Rs. 325.88 million has been excluded from contingent liability as of March 31, 2022 as the investigation is under process. Thereafter, a transfer petition was filed by the NAA before the Supreme Court seeking transfer of the said writ petition from Karnataka High Court to Delhi High Court, which is pending as of date.

### 37. EMPLOYEE BENEFIT PLANS

#### Defined contribution plans

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Contribution to Provident Fund and Employee State Insurance Scheme	110.83	77.73

#### Defined benefit plans

The Company offers gratuity, a defined employee benefit scheme to its employees. The said plan typically exposes the company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

#### Investment risk

The fund has invested 100% of the funds in 'Schemes of insurance - conventional products' which are risk averse as whole of the risk is borne by the Insurance company.

#### Interest risk

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

#### Longevity risk

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

#### Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Gratuity: The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Discount rate	4.50%	4.20%
Salary escalation	5.00%	5.00%
Attrition rate	53.00%	53.00%
Retirement age	58 years	58 years
Mortality	100% of IALM 2012-14	





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### Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Service cost</b>		
Current service cost	14.74	10.08
Net interest on net defined benefit liability / (asset)	2.95	3.63
<b>Components of defined benefit costs recognised in profit or loss</b>	<b>17.69</b>	<b>13.71</b>
<b>Remeasurement on the net defined benefit liability:</b>		
Return on plan assets [excluding amounts included in net interest expense] (excess) / short return	0.06	-
Actuarial (gains) / losses arising from changes in demographic assumptions	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	(0.38)	0.93
Actuarial (gains) / losses arising from experience adjustments	1.46	(11.08)
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>1.14</b>	<b>(10.15)</b>
<b>Total</b>	<b>18.83</b>	<b>3.56</b>

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss. The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
Present value of funded defined benefit obligation	78.16	66.24
Fair value of plan assets	(2.41)	(2.36)
<b>Funded status</b>	<b>75.75</b>	<b>63.88</b>
<b>Net liability arising from defined benefit obligation</b>	<b>75.75</b>	<b>63.88</b>
Current	33.67	31.27
Non-current	42.08	32.61

### Movements in the present value of the defined benefit obligation are as follows:

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>Opening defined benefit obligation</b>	<b>66.24</b>	70.43
Add/(Less) on account of acquisitions /business transfers	-	-
<b>Expenses recognised in the statement of profit and loss</b>		
Current service cost	14.74	10.08
Interest cost	2.95	3.63
Opening balance adjustment	1.81	-
<b>Remeasurement (gains)/losses recognised in other comprehensive income:</b>		
Actuarial gains and losses arising from changes in demographic assumptions	-	-
Actuarial gains and losses arising from changes in financial assumptions	(0.38)	0.93
Actuarial gains and losses arising from experience adjustments	1.46	(11.08)
Benefits paid	(8.66)	(7.75)
<b>Closing defined benefit obligation</b>	<b>78.16</b>	<b>66.24</b>



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Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
<b>(Opening fair value of the assets)</b>	<b>2.36</b>	2.25
Interest income on plan assets	0.05	0.11
Return of plan assets greater / (lesser) than discount rate	-	-
<b>Closing fair value of assets</b>	<b>2.41</b>	<b>2.36</b>

Significant actuarial assumptions for the determination of the defined benefit obligation (DBO) are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	As at	
	As at 31 March 2022	As at 31 March 2021
1 Effect on DBO due to 100 bps increase in Discount Rate	(2.01)	(1.81)
2 Effect on DBO due to 100 bps decrease in Discount Rate	2.21	2.00
1 Effect on DBO due to 100 bps increase in salary escalation rate	2.04	1.94
2 Effect on DBO due to 100 bps decrease in salary escalation rate	(1.90)	(1.79)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years. There has been no change in the process used by the Company to manage its risks from prior periods.

Expected benefit payments for the year ending	31-Mar-2022	31-Mar-2021
1 year	36.06	31.28
2 to 5 year	36.70	33.73
> 5 YEARS	23.85	19.61

### 38 EMPLOYEE STOCK OPTION SCHEME

In the annual general meeting held on August 26, 2015, the shareholders of the Company had approved the issue of not more than 266,240 options (underlying equity share of face value of Rs. 10/- each per option) under the Scheme titled " Employee Stock Option Scheme 2015 (ESOP 2015). The ESOP 2015 allows the issue of options to employees of the Company and its subsidiaries. Pursuant to the sub-division of equity share of Rs. 10 each into 2 equity shares of Rs. 5 each during the year ended March 31, 2017, the scheme comprise of 532,480 options (underlying equity share of face value of Rs. 5 each per option). Further, in the annual general meeting held on July 23, 2019 the shareholders of the Company has approved the increase of options to be offered to the employees upto 932,480.

As per the Scheme, the Remuneration committee grants the options to the employees deemed eligible. The exercise price of each option shall be at a price not less than the face value per share. Vesting period of the option is from one to three years from the date of grant and all the vested options can be exercised by the option grantee within sixty months from the vesting date.



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

On April 1, 2016, July 10, 2017, August 5, 2017, October 1, 2019, January 14, 2020 & October 16, 2020, the Company granted options under said scheme for eligible personnel. The fair market value of the option has been determined using Black Scholes Option Pricing Model. The Company has amortised the fair value of option after applying an estimated forfeiture rate over the vesting period.

On October 15, 2020, Board of Directors have approved the grant of same number of options to the employees who have surrendered their options.

The detail of fair market value and the exercise price is as given below (considering the effect of sub-division of shares):

The detail of fair market value and the exercise price is as given below (considering the effect of sub-division of shares):

Date of grant	16-Oct-20	16-Oct-20	16-Oct-20	16-Oct-20	2-Aug-21	2-Aug-21	2-Aug-21
Fair market value of option at grant date (Rs.)	116.44	51.13	92.99	92.99	129.06	218.81	276.80
Fair market value of shares per option at grant date (Rs.)	252.00	252.00	252.00	252.00	890.05	890.05	890.05
Vesting period	3 years	1 years	2 years	2 years	1 years	2 years	3 years
Exercise price (Rs.)	252.00	252.00	252.00	252.00	890.05	890.05	890.05
<b>Date of grant</b>	<b>29-Oct-21</b>						
Fair market value of option at grant date (Rs.)	369.38						
Fair market value of shares per option at grant date (Rs.)	1,220.25						
Vesting period	3 years						
Exercise price (Rs.)	1,220.25						

Employee stock options details as on the Balance Sheet date (considering the effect of sub-division of shares) are as follows:

Particulars	Options (Numbers)	Weighted average exercise price per option (Rs.)
Options outstanding at the beginning of April 01, 2020	5,27,955	450.34
Granted during the year	8,06,412	252.00
Surrendered during the year	3,77,712	525.48
Lapsed/forfeited the year	71,500	446.60
<b>Options outstanding at the end of March 31, 2021</b>	<b>8,85,155</b>	<b>237</b>
<b>Options available for grant as at March 31, 2021</b>	<b>30,853</b>	
Options outstanding at the beginning of April 01, 2021	8,85,155	237.43
Granted during the year	3,90,448	1,178.38
Exercised during the year	1,88,391	201.93
Lapsed/forfeited the year	1,13,293	619.29
<b>Options outstanding at the end of March 31, 2022</b>	<b>9,73,919</b>	<b>579</b>
<b>Options available for grant as at March 31, 2022</b>	<b>8,29,916</b>	



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

The fair value of the options has been determined under the Black-Scholes model. The assumptions used in this model for calculating fair value are as below:

Grant date	1-Apr-16	10-Jul-17	5-Aug-17	5-Aug-17	5-Aug-17	1-Oct-19	14-Jan-20	16-Oct-20
Risk Free Interest Rate	6.60%	6.68%	6.68%	6.68%	6.68%	6.76%	6.76%	5.48%
Expected Life	3.5 years	1.75 years	1 year	2 years	3 years	3 years	3 years	1 year
Expected Annual Volatility of Shares	33.33%	3.02%	3.02%	3.02%	3.02%	31.30%	31.30%	44.63%
Expected Dividend Yield	0.24%	0.15%	0.15%	0.15%	0.15%	0.20%	0.20%	0.20%

Grant date	16-Oct-20	16-Oct-20	2-Aug-21	2-Aug-21	2-Aug-21	29-Oct-21
Risk Free Interest Rate	5.96%	5.96%	3.77%	4.45%	5.24%	5.24%
Expected Life	2 year	3 year	1 year	2 year	3 year	3 year
Expected Annual Volatility of Shares	59.77%	62.35%	31.00%	36.10%	35.20%	35.20%
Expected Dividend Yield	0.20%	0.20%	0.20%	0.20%	0.20%	0.20%

### 39 DISCLOSURES IN RESPECT OF LEASES

Company as a lessee : The Company has lease contracts for operational stores and corporate office, with lease period varying between 3 to 15 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

#### Amount recognised in Consolidated Statement of Profit and Loss

Particulars	As at	
	31-Mar-2022	31-Mar-2021
Depreciation on Right-of-use assets	675.21	596.25
Finance cost: Interest on lease liabilities	508.03	499.23
Exceptional items: Profit/(loss) on early termination of lease contracts	-	(51.87)
Short term and variable lease payments	246.34	196.03

The Company applies the short-term lease recognition exemption to its short-term leases of certain premises taken on lease (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and lease arrangements having variable lease payments based on turnover of respective outlets at premises taken on lease.

Particulars	As at	
	31-Mar-2022	31-Mar-2021
Cash outflows for leases	(838.44)	(541.68)
<b>Additional information:</b>		
Non-cash changes to lease liabilities	1,889.27	132.29

### 40 SEGMENT INFORMATION

The Company and its subsidiaries (Group) are solely engaged in the business of restaurant services. The economic characteristics, nature of service provided, production and distribution process of the company and its subsidiaries are similar. Hence, the management has determined that the group operates as a single segment.

#### Geographical information:

The group predominantly operates in India. Refer details below of geographical operations:

#### Revenue

Country	As at	
	31-Mar-2022	31-Mar-2021
India	8,065.45	5,187.26
Others (Overseas)	540.09	344.04



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Non-current assets

Country	As at	
	31-Mar-2022	31-Mar-2021
India	9,572.58	7,714.87
Others	345.74	578.15

The Group does not have revenues from transactions with a single external customer amounting to more than 10 per cent or more of the Group's revenues. The total of non-current assets do not include financial instruments and deferred tax asset.

### 41. EARNINGS PER SHARE

Particulars	As at	
	31-Mar-2022	31-Mar-2021
Basic Earnings Per Share (Basic EPS)	(10.30)	(31.14)
Diluted Earnings Per Share (Diluted EPS)	(10.30)	(31.14)
<b>Earnings used in computing basic and diluted earnings per share</b>		
Profit/loss after tax attributable to the equity holders of the Company	(256.02)	(904.64)
Less: Share issue expenses debited to securities premium	(138.06)	(4.72)
<b>Profit/loss after tax attributable to the equity holders of the Company</b>	<b>(394.08)</b>	<b>(909.36)</b>
<b>Weighted average number of shares used in computing basic and diluted earnings per share</b>		
Weighted average number of shares used for calculating Basic EPS	3,82,50,422	2,92,07,015
Add: Effect of ESOPs and share warrants which are dilutive*	-	-
Weighted average number of shares considered for calculating Diluted EPS	3,82,50,422	2,92,07,015
Face value in Rs.	5.00	5.00

\*The effect of ESOPs outstanding is anti-dilutive and hence ignored for the purpose of computing Diluted EPS.

### 42 CONSOLIDATED STATEMENT OF TRANSACTIONS WITH RELATED PARTIES AND BALANCES

#### A) List of related parties:

Description of relationship	Names of related parties
Subsidiaries	Barbeque Nation MENA Holding Limited (formerly known as Barbeque Nation Holding Limited)
	Barbeque Nation Restaurant LLC
	Barbeque Nation Holdings Pvt Ltd
	Barbeque Holdings Pvt Ltd (wound up wef August 10, 2020)
	Barbeque Nation (Malaysia) SDN. BHD.
	Barbeque Nation International LLC (from February 18, 2018)
	Barbeque Nation International LLC
	Barbeque Nation Kitchen LLC
	Red Apple Kitchen Consultancy Private Limited
	Investing party for which the Company is an Associate
	Sayaji Housekeeping Services Limited
	Tamara Private Limited (upto Jan 24, 2021)



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Description of relationship	Names of related parties
Key Management Personnel (KMP)	Kayum Dhanani (Managing Director)
	Amit V Betala (Chief Financial Officer - from January 14, 2020)
	Rahul Agrawal (Chief Financial Officer - from May 21, 2018 to January 13, 2020)
	Rahul Agrawal (Chief Executive Officer - from January 14, 2020)
	Rahul Agrawal (Chief Executive Officer and Whole Time Director - from December 31, 2020)
	Nagamani CY (Company Secretary)
	Non-Executive Directors
	T Narayanan Unni
	Raooof Razak Dhanani
	Suchitra Dhanani
Relatives of KMP	Tarun Khanna (resigned wef February 04, 2022)
	Abhay Chintaman Chaudhary
	Natarajan Ranganathan ( resigned wef April 16, 2022)
	Ashok Revathy ( appointed wef March 28, 2022)
	Devinjit Singh
	Gulshanbanu Memon
	Sanya Dhanani
Entities in which KMP / Relatives of KMP can exercise significant influence	Sara Soule Private Limited
	Sana Reality Private Limited
	Samar Lifestyle Private Limited
	Liberty Restaurant Pvt Ltd
	Samar Retail Private Limited

### B) Consolidated Statement of Transactions and Balances with Related Parties

#### i) Transactions with related parties

Particulars	For the period/year	
	31-Mar-2022	31-Mar-2021
<b>Royalty income</b>		
Subsidiary company:		
Barbeque Nation Restaurant LLC	9.02	5.61
Barbeque Nation (Malaysia) SDN. BHD.	0.70	0.57
Barbeque Nation International LLC	0.95	0.53
<b>Guarantee commission</b>		
Subsidiary company:		
Barbeque Nation MENA Holding Limited	0.78	3.83
<b>Services received</b>		
Investing party for which the Company is an Associate :		
Sayaji Hotels Limited	1.20	0.02
Entities in which KMP exercises control		
Sara Soule Private Limited	-	0.71
<b>Reimbursement of expenses paid</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	0.63	1.32
Sayaji Hotels Limited	1.75	-



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	For the period/year	
	31-Mar-2022	31-Mar-2021
<b>Rent and maintenance charges</b>		
Entities in which KMP exercises control		
Sara Soule Private Limited	-	2.46
Entities in which Relatives of KMP exercises significant influence		
Sana Reality Private Limited	9.55	5.55
Liberty Restaurant Pvt Ltd	4.78	4.64
Investing party for which the Company is an Associate		
Sayaji Hotels Limited	10.77	4.58
Relatives of KMP		
Gulshanbanu Memon	5.33	4.94
<b>Remuneration</b>		
Relatives of KMP		
Sanya Dhanani	1.09	1.72
<b>Security deposit paid(Received)</b>		
Entities in which KMP / relatives of KMP have significant influence:		
Sara Soule Private Limited	(3.13)	-
<b>Investment made during the year in</b>		
Subsidiaries:		
Red Apple Kitchen Consultancy Private Limited	169.95	-
Barbeque Nation Holdings Pvt Ltd	1.87	-
<b>Loan granted to subsidiaries (Refer note D below)</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	509.18	65.26
<b>Loan received and repaid during the year (Refer note E below)</b>		
Non-Executive Directors		
Raouf Razak Dhanani	-	20.00
<b>Receipt towards interest on loan granted to subsidiary</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	2.75	-
<b>Receipt towards Royalty Income from subsidiary</b>		
Subsidiaries:		
Barbeque Nation Restaurant LLC	13.51	-
Barbeque Nation (Malaysia) SDN. BHD.	1.26	-
Barbeque Nation International LLC (Oman)	1.58	-
<b>Receipt towards Reimbursement of expenses from subsidiary</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	16.54	-
Barbeque Nation Restaurant LLC	0.01	-
Barbeque Nation (Malaysia) SDN. BHD.	0.21	-
Barbeque Nation International LLC (Oman)	0.38	-
<b>Interest income on loan granted</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	34.57	2.75



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### ii) Balances outstanding with related parties

Particulars	For the year ended	
	31-Mar-2022	31-Mar-2021
<b>Trade receivables</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	1.75	7.87
Barbeque Nation Restaurant LLC	9.02	13.51
Barbeque Nation (Malaysia) SDN. BHD.	0.70	1.26
Barbeque Nation International LLC (Oman)	0.95	1.58
Other receivables KMP		
Sara Soule Private Limited	-	1.26
<b>Loans</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	503.24	65.26
<b>Security deposits (refundable) with</b>		
Subsidiaries:		
Red Apple Kitchen Consultancy Private Limited (liquor licence deposit)	2.50	2.50
Entities in which KMP exercises control		
Sara Soule Private Limited	-	3.13
Samar Retail Private Limited	0.60	0.60
Entities in which Relatives of KMP exercises significant influence		
Sana Reality Private Limited	3.00	3.00
Relatives of KMP		
Gulshanbanu Memon	7.46	7.46
Investing party for which the Company is an Associate		
Sayaji Hotels Limited	5.10	5.10
<b>Trade Payables</b>		
Entities in which KMP exercises control		
Sara Soule Private Limited	-	1.26
Samar Retail Private Limited	-	-
Samar Lifestyle Private Limited	-	0.04
Entities in which Relatives of KMP exercises significant influence		
Sana Reality Private Limited	2.02	1.95
Investing party for which the Company is an Associate		
Sayaji Hotels Limited	3.44	2.99
<b>Other receivables</b>		
Subsidiaries		
Barbeque Nation MENA Holding Limited	-	9.00
Barbeque Nation Holdings Private Limited, Mauritius	1.67	1.68
Barbeque Nation (Malaysia) SDN. BHD.	4.39	5.76
Barbeque Nation International LLC (Oman)	-	0.38
<b>Interest accrued on loan</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	34.57	2.75





## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Outstanding corporate guarantee

Particulars	As at	
	31-Mar-2022	31-Mar-2021
Stand-by Letter of Credit (SBLC) and Corporate guarantee given to Banks on borrowings availed by the subsidiaries to the extent outstanding	6.75	489.38

### Compensation of key management personnel

The remuneration of directors and other members of key management personnel during the year is as follows:

Particulars	Year	
	31-Mar-2022	31-Mar-2021
Short-term benefits	19.38	16.94
Share-based payments	14.82	7.10
Perquisites	59.60	-
Total	93.80	24.04

The above compensation excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by actuary.

- C) All the related party transactions entered during the year were in ordinary course of business and are on arm's length price  
D) All loans given to related parties are repayable on demand and carries an interest rate of Company's lending rate plus 0.25%.  
E) Loans taken from Raof Razak Dhanani (Non-Executive Director) are repayable on demand and rate of interest is Nil.  
F) On consolidation, following transactions and balances with the subsidiaries have been eliminated:

Name of the entity	Description of relationship
Barbeque Nation MENA Holding Limited (formerly known as Barbeque Nation Holding Limited)	Wholly owned subsidiary
Barbeque Nation Restaurant LLC	Wholly owned subsidiary
Barbeque Nation Holdings Pvt Ltd	Wholly owned subsidiary
Barbeque Holdings Pvt Ltd (upto September 27, 2019)	Subsidiary
Barbeque Nation (Malaysia) SDN. BHD.	Step down subsidiary
Barbeque Nation International LLC	Step down subsidiary
Barbeque Nation Kitchen LLC	Step down subsidiary

### i) Transactions with related parties

Transactions	For the year ended	
	31-Mar-2022	31-Mar-2021
<b>Royalty income</b>		
Subsidiary company:		
Barbeque Nation Restaurant LLC	9.02	5.61
Barbeque Nation (Malaysia) SDN. BHD.	0.70	0.57
Barbeque Nation International LLC	0.95	0.53
<b>Guarentee commission</b>		
Subsidiary company:		
Barbeque Nation MENA Holding Limited	0.78	3.83
<b>Reimbursement of expenses paid</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	0.63	1.32



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Transactions	For the year ended	
	31-Mar-2022	31-Mar-2021
<b>Investment made during the year in</b>		
Subsidiaries:		
Red Apple Kitchen Consultancy Private Limited	169.95	-
Barbeque Nation Holdings Pvt Ltd	1.87	-
<b>Loan granted to subsidiaries (Refer note D above)</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	509.18	65.26
<b>Receipt towards interest on loan granted to subsidiary</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	2.75	-
<b>Receipt towards Royalty Income from subsidiary</b>		
Subsidiaries:		
Barbeque Nation Restaurant LLC	13.51	-
Barbeque Nation (Malaysia) SDN. BHD.	1.26	-
Barbeque Nation International LLC (Oman)	1.58	-
<b>Receipt towards Reimbursement of expenses from subsidiary</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	16.54	-
Barbeque Nation Restaurant LLC	0.01	-
Barbeque Nation (Malaysia) SDN. BHD.	0.21	-
Barbeque Nation International LLC (Oman)	0.38	-
<b>Interest income on loan granted</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	34.57	2.75
<b>Balances outstanding with related parties</b>		
<b>Transactions</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31-Mar-2022</b>	<b>31-Mar-2021</b>
Loans receivable		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	503.24	65.26
<b>Trade receivables</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	1.75	7.87
Barbeque Nation Restaurant LLC	9.02	13.51
Barbeque Nation (Malaysia) SDN. BHD.	0.70	1.26
Barbeque Nation International LLC (Oman)	0.95	1.58
<b>Security deposits (refundable) with</b>		
Subsidiaries:		
Red Apple Kitchen Consultancy Private Limited (liquor licence deposit)	2.50	2.50
<b>Other receivables</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	-	9.00



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

Transactions	For the year ended	For the year ended
	31-Mar-2022	31-Mar-2021
Barbeque Nation Holdings Private Limited, Mauritius	1.67	1.68
Barbeque Nation (Malaysia) SDN. BHD.	4.39	5.76
Barbeque Nation International LLC (Oman)	-	0.38
<b>Interest accrued on loan</b>		
Subsidiaries:		
Barbeque Nation MENA Holding Limited	34.57	2.75

### 43 FINANCIAL INSTRUMENTS

#### The carrying value and fair value of financial instruments by categories as at

Particulars	Carrying value		Fair value	
	As at		As at	
	31-Mar-2022	31-Mar-2021	31-Mar-2022	31-Mar-2021
<b>Financial assets</b>				
<b>Amortised cost</b>				
Loans	349.33	300.15	349.33	300.15
Trade receivables	57.27	26.44	57.27	26.44
Cash and cash equivalents	853.41	2,454.94	853.41	2,454.94
Other financial assets	45.31	17.71	45.31	17.71
<b>Total assets</b>	<b>1,305.32</b>	<b>2,799.24</b>	<b>1,305.32</b>	<b>2,799.24</b>
<b>Financial liabilities</b>				
<b>Amortised cost</b>				
Borrowings	217.53	1,527.91	217.53	1,527.91
Lease liability	5,886.50	4,497.80	5,886.50	4,497.80
Trade payables	988.44	1,467.77	988.44	1,467.77
Other financial liabilities	70.69	1,142.85	70.69	1,142.85
<b>Total liabilities</b>	<b>7,163.16</b>	<b>8,636.33</b>	<b>7,163.16</b>	<b>8,636.33</b>

The management assessed that fair value of cash and cash equivalents, trade receivables, loans and trade payables, approximate their carrying amounts largely due to the short-term maturities of these instruments. Difference between carrying amounts and fair values of bank deposits, other financial assets, borrowings and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented.

#### Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

#### Financial risk management

The company's activities expose it to a variety of financial risks: credit risk, liquidity risk and price risks which may adversely impact the fair value of its financial instruments. The company has a risk management policy which covers risks associated with the financial assets and liabilities. The focus of risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the company.

#### Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The company is exposed to the credit risk from its trade receivables, investments, cash and cash equivalents, bank deposits and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Group's liquidity risk has increased as its operations have been significantly affected due to COVID pandemic. Refer Note 2.2 for details of measures taken by the management of the Group to address liquidity issues so as to ensure that the Group can meet all its obligations in the normal course of business.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The working capital position of the Group is given below:

Particulars	Year	
	31-Mar-2022	31-Mar-2021
Cash and cash equivalents	853.41	2,454.94
<b>Total</b>	<b>853.41</b>	<b>2,454.94</b>

### The table below provides details regarding the contractual maturities of significant financial liabilities

Note: The amounts disclosed in the below table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Particulars	31-Mar-2022				Carrying value
	< 1 year	1-3 years	> 3 years	Total	
Borrowings	72.30	118.33	26.90	217.53	217.53
Trade payables	933.68	52.17	2.59	988.44	988.44
Other financial liabilities	70.69	-	-	70.69	70.69
<b>Total</b>	<b>1,076.67</b>	<b>170.50</b>	<b>29.49</b>	<b>1,276.66</b>	<b>1,276.66</b>

Particulars	31-Mar-2021				Carrying value
	< 1 year	1-3 years	> 3 years	Total	
Borrowings	538.36	607.31	382.24	1,527.91	1,527.91
Trade payables	1,426.38	34.15	7.24	1,467.77	1,467.77
Other financial liabilities	1,142.85	-	-	1,142.85	1,142.85
<b>Total</b>	<b>3,107.59</b>	<b>641.46</b>	<b>389.48</b>	<b>4,138.53</b>	<b>4,138.53</b>

### Foreign currency risk

The Group's exchange risk arises mainly from its foreign currency borrowings. As a result, depreciation of Indian rupee relative to these foreign currencies will have a significant impact on the financial performance of the Group. The exchange rate between the Indian rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future.

### The following table presents unhedged foreign currency risk from financial instruments

Particulars	31-Mar-2022	31-Mar-2021
Borrowings in USD	-	493.15
Interest accrued in USD	-	-



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### Foreign currency rate sensitivity analysis

Particulars	Impact on profit after tax for the year ended	
	31-Mar-2022	31-Mar-2021
	USD	USD
<b>Depreciation by 5%</b>		
Increase in profit	-	18.45
Appreciation by 5%		
<b>Decrease in profit</b>	<b>-</b>	<b>(18.45)</b>

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. Such risks are overseen by the Company's corporate treasury department as well as senior management.

### Interest rate sensitivity analysis

If interest rates had been 1% higher/lower and all other variables were held constant, the Group's profit/(loss) for the year ended would have impacted in the following manner:

Particulars	Impact on profit after tax for the year ended	
	31-Mar-2022	31-Mar-2021
	<b>Decrease in interest rate</b>	
Increase in profit/Decrease in loss	1.63	11.43
<b>Decrease in interest rate</b>		
Decrease in profit/Increase in loss	(1.63)	(11.43)

### Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of net debt (borrowings offset by cash and bank balances) and total equity of the Group.

### The capital structure is as follows:

Particulars	31-Mar-2022	31-Mar-2021
Equity attributable to the equity share holders of the Group	3,859.85	2,439.00
Equity as a percentage of total capital	95%	61%
Current borrowings	72.30	538.36
Non-current borrowings	145.23	989.55
<b>Total borrowings</b>	<b>217.53</b>	<b>1,527.91</b>
Less: Cash and cash equivalents*	853.41	1,405.52
<b>Net borrowings</b>	<b>(635.88)</b>	<b>122.39</b>
Net borrowings as a percentage of total capital	-16%	3%
<b>Total capital (borrowings and equity)</b>	<b>4,077.38</b>	<b>3,966.91</b>

\*

Cash and cash equivalents as per note 12	853.41	2,454.94
Less: Bank balance received on behalf of selling share holders as per note 16	-	1,049.42
<b>Net Cash &amp; cash equivalent</b>	<b>853.41</b>	<b>1,405.52</b>



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 45 Additional information as required by Paragraph 2 of the General Instructions for Preparation of consolidated financial statements to Schedule III to the Companies Act, 2013

#### As on and for the year ended 31 March 2022

Name of the entity	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent - Barbeque-Nation Hospitality Limited (including consolidation adjustments)	108.20%	4,176.42	85.30%	(214.89)	100.00%	(19.82)	86.37%	(234.71)
<b>Indian Subsidiary</b>								
Red Apple Kitchen Consultancy Private Limited	7.75%	299.18	-5.22%	13.16	0.00%	-	-4.84%	13.16
<b>Foreign Subsidiary</b>								
Barbeque Nation Mena Holding Limited, Dubai	4.53%	175.02	1.40%	(3.52)	0.00%	-	1.30%	(3.52)
Barbeque-Nation Restaurant LLC, Dubai	-18.24%	(704.12)	11.35%	(28.60)	0.00%	-	10.52%	(28.60)
Barbeque Nation (Malaysia) Sdn. Bhd.	-1.74%	(67.21)	2.46%	(6.19)	0.00%	-	2.28%	(6.19)
Barbeque Nation International LLC, Oman	-0.51%	(19.68)	4.28%	(10.78)	0.00%	-	3.97%	(10.78)
Barbeque Nation Holdings Pvt Ltd, Mauritius	0.01%	0.24	0.44%	(1.10)	0.00%	-	0.40%	(1.10)
	100.00%	3,859.85	100.00%	(251.92)	100.00%	(19.82)	100.00%	(271.74)

#### As on and for the year ended 31 March 2021

Name of the entity	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent - Barbeque-Nation Hospitality Limited (including consolidation adjustments)	115.43%	2,815.38	81.35%	(747.48)	100.00%	25.56	80.82%	(721.92)
<b>Indian Subsidiary</b>								
Red Apple Kitchen Consultancy Private Limited	4.76%	116.07	4.00%	(36.77)	0.00%	-	4.12%	(36.77)
<b>Foreign Subsidiary</b>								
Barbeque Nation Holdings Limited, Dubai	9.31%	227.08	0.36%	(3.27)	0.00%	-	0.37%	(3.27)
Barbeque-Nation Restaurant LLC, Dubai	-26.65%	(650.10)	10.28%	(94.49)	0.00%	-	10.58%	(94.49)
Barbeque Nation (Malaysia) Sdn. Bhd.	-2.45%	(59.82)	1.37%	(12.57)	0.00%	-	1.41%	(12.57)
Barbeque Nation International LLC, Oman	-0.34%	(8.40)	2.56%	(23.54)	0.00%	-	2.64%	(23.54)
Barbeque Nation Holdings Pvt Ltd, Mauritius	-0.05%	(1.21)	0.08%	(0.73)	0.00%	-	0.08%	(0.73)
	100.00%	2,439.00	100.00%	(918.85)	100.00%	25.56	100.00%	(893.29)



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

- 46** The Code on Social Security, 2020 (the Code) has been enacted, which would impact the contributions by the Group towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified. The Group will complete its evaluation and will give appropriate impact in its financial statements in the period in which the Code becomes effective and the related rules are published.

### 47 RELATIONSHIP WITH STRUCK OFF COMPANIES

Name of the struck off Company	Nature of Transaction with Struck off Companies	Transaction during the year 31-March-2022	Balance Outstanding as at 31-March-2022	Relationship with Struck off Companies if any
Bhawani Elite Food and Beverages Private Limited	Payables	-	0.01	Vendor
Garhwala Aircon Services Private Limited	Payables/ (Advance to Vendor)	3.16	(0.93 )	Vendor

#### Relationship with Struck off Companies

Name of the struck off Company	Nature of Transaction with Struck off Companies	Transaction during the year 31-March-2021	Balance Outstanding as at 31-March-2021	Relationship with Struck off Companies if any
Bhawani Elite Food and Beverages Private Limited	Payables	-	0.01	Vendor

### 48 OTHER STATUTORY INFORMATION

- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- The Group does not have any transactions with struck off companies, other than those disclosed in note No.47
- The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Group has no transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The Group has borrowings from banks on the basis of security of current assets, the quarterly returns or statements of current assets has been filed by the Group with banks are in agreement with the books of accounts.
- The Group has not been declared willful defaulter by any bank or financial Institution or other lender.
- The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries



## See Accompanying Notes to the Consolidated Financial Statements

(Amount in Rupees Millions except for share data or as otherwise stated)

### 49 AMENDMENTS EFFECTIVE FROM APRIL 1, 2022 :

On March 23, 2022, the Ministry of Corporate Affairs (MCA) issued certain amendments and annual improvements to Ind AS. These amendments are applicable for accounting periods beginning on or after April 1, 2022:

- Ind AS 103 – Business Combinations – Reference to conceptual framework added
- Ind AS 16 – Property, Plant and Equipment – Accounting for proceeds before an asset's intended use
- Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – Assessing if the contract is onerous
- Annual improvements to Ind AS – Ind AS 109 (Financial Instruments) and Ind AS 116 (Leases)

The Group will evaluate the impact of the above, where applicable, on the financial statements and give impact of the same in the relevant period.

50 The previous year's figures have been re-grouped/reclassified, where necessary to confirm to current year's classification.

### For and on behalf of the Board of Directors

**Kayum Dhanani**

Managing Director

DIN No: 00987597

**T.N Unni**

Director

DIN No: 00079237

**Rahul Agrawal**

Chief Executive Officer &amp; Whole Time Director

DIN No: 07194134

**Amit V Betala**

Chief Financial Officer

**Nagamani C Y**

Company Secretary

Bengaluru, May 18th, 2022







**BARBEQUE-NATION HOSPITALITY LIMITED**

"Saket Callipolis", Unit No. 601 & 602,  
6<sup>th</sup> Floor, Doddakannalli Village,  
Varthur Hobli, Sarjapur Road,  
Bengaluru-560 035, Karnataka, India

**T:** +91 80691 34900

**E-mail:** corporate@barbequenation.com

**W:** www.barbequenation.com

**CIN:** L55101KA2006PLC073031



**Barbeque-Nation Hospitality Limited**

**CIN:** L55101KA2006PLC073031

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

**Telephone:** +91 80 69134900

**E-mail:** [compliance@barbequenation.com](mailto:compliance@barbequenation.com); **Website:** [www.barbequenation.com](http://www.barbequenation.com)

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**NOTICE OF 16<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Sixteenth (16<sup>th</sup>) Annual General Meeting ("AGM") of the Members/Shareholders of Barbeque-Nation Hospitality Limited (the "Company") will be held on Tuesday, September 6, 2022 at 11:00 AM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

**ORDINARY BUSINESS:**

**Item No. 1:**

**Adoption of Financial Statements for the financial year ended March 31, 2022:**

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

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Auditors' Report thereon and the Board's Report including Secretarial Audit Report be and are hereby received, considered and adopted."

**Item No. 2:**

**Re-appointment of Mr. Devinjit Singh (DIN: 02275778), Director, who retires by rotation:**

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

**"RESOLVED THAT** Mr. Devinjit Singh (DIN: 02275778), Director, who retires by rotation at this Annual General Meeting, and being eligible for reappointment and who offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

**Item No. 3:**

**Re-appointment of Mr. Rahul Agrawal (DIN: 07194134), Director, who retires by rotation:**

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

**"RESOLVED THAT** Mr. Rahul Agrawal (DIN: 07194134), Director, who retires by rotation at this Annual General Meeting, and being eligible for reappointment and who offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

**SPECIAL BUSINESS:**

The explanatory statement for the following Special Business is enclosed as *Annexure to the 16<sup>th</sup> AGM Notice*.

**Item No. 4:****Approval of Modification of 'Barbeque Nation Hospitality Limited - Employee Stock Option Plan 2015' (ESOP 2015):**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB&SE) Regulations”), the applicable provisions of Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions and sanctions as considered necessary and all other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by the Central Government, Ministry of Corporate Affairs, Securities and Exchange Board of India or any other regulatory authorities from time to time (including any statutory modifications or amendments thereto or re-enactments thereof) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded to transfer 5,00,000 Employee Stock Options (ESOPs) from ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2015’ (“ESOP 2015”/“Existing ESOP Plan”) to ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022’ (“ESOP 2022”/“New ESOP Plan”).

**RESOLVED FURTHER THAT** the transfer, as aforementioned shall take effect simultaneously with the approval and adoption of New ESOP Plan by the Shareholders of the Company, and subsequent to the transfer of ESOPs, the pool size i.e. maximum ceiling limit of ESOPs that can be granted under ESOP 2015 shall be 15,00,000 ESOPs and except as specified in the above resolution, all other terms of ESOP 2015 shall remain same until modified and approved by the shareholders of the Company.

**RESOLVED FURTHER THAT** the aforesaid transfer is not prejudicial to the interests of the employees and is for the benefit of employees of the Company.

**RESOLVED FURTHER THAT** Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director, Mr. Anurag Mittal, Chief Financial Officer and Ms. Nagamani C Y, Company Secretary & Compliance Officer be and are hereby severally authorized on behalf of the Company to intimate the Stock Exchanges, where the Equity Shares of the Company are listed or any other regulatory authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard, and to do all such acts, deeds, things and matters and sign, execute and deliver such application, forms, letters, deeds and documents as considered necessary and expedient to give effect to the foregoing resolution.

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

**Item No. 5:**

**Approval and Adoption of New Employee Stock Option Scheme called ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022’ (“ESOP 2022”):**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB&SE) Regulations”) (including any statutory modifications or amendments thereto or re-enactments thereof), the applicable provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as considered necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by Central Government, Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other regulatory authorities from time to time (hereinafter singly or collectively referred to as the “Regulatory Authorities”) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded to approve and adopt new Employee Stock Option Scheme in the name of “Barbeque Nation Hospitality Limited - Employee Stock Option Plan 2022” (“ESOP 2022”) for the benefit of employees of the Company.

**RESOLVED FURTHER THAT** the 5,00,000 Employee Stock Options (ESOPs) shall be transferred from ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2015’ (“ESOP 2015”) to ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022’ (“ESOP 2022”) simultaneously with the approval and adoption of ESOP 2022 by the Shareholders of the Company. Further, the pool size i.e. maximum ceiling limit of ESOPs that can be granted under the ESOP 2022 shall be 5,00,000 ESOPs.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee (the “Committee”) be and is hereby authorised to create, issue, offer and grant 5,00,000 (Five Lakhs) ESOPs to present or future eligible employees of the Company, including employees of the subsidiaries of the Company, whether in or outside India, determined in terms of ESOP 2022, from time to time, in one or more tranches, which are exercisable, in aggregate, into not more than 5,00,000 (Five Lakhs) Equity Shares of the Company, where each such employee stock option would be exercisable for one Equity Share having face value of Rs.5/- each, fully paid-up, of the Company to be issued and allotted to the eligible employees by the Company on payment of the requisite exercise price and such other amount and on such terms and conditions as may be determined by the Board/Committee in accordance with the ESOP 2022,

the Act, SEBI (SBEB&SE) Regulations, the applicable Accounting Policies and Accounting Standards and such other laws, as may be applicable from time to time.

**RESOLVED FURTHER THAT** the Equity Shares so issued and allotted as mentioned hereinbefore shall rank *pari-passu* with the then existing Equity Shares of the Company and any one of the Directors or Key Managerial Personnel be and are hereby severally authorised to obtain in-principle approval of the Stock Exchanges where shares of the Company are listed and further authorized to take necessary steps for listing of Equity Shares allotted under ESOP 2022 on the Stock Exchanges.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger/amalgamation, sale of division/undertaking or consolidation or sub division of Equity Shares or other re-organization of capital, if any, the number of options in the ESOP 2022 mentioned hereinabove shall be adjusted appropriately in a fair and reasonable manner.

**RESOLVED FURTHER THAT** Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director, Mr. Anurag Mittal, Chief Financial Officer and Ms. Nagamani C Y, Company Secretary & Compliance Officer be and are hereby severally authorized on behalf of the Company, to intimate Stock Exchanges or any other regulatory authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign, execute and deliver such applications, forms, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions in the best interest of Company without requiring any further consent or approval of the Shareholders.

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

**Item No. 6:**

**Approval of granting Employee Stock Options to the Employees/Directors of Subsidiary(ies) of the Company under ESOP 2022:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (including any statutory modifications or amendments thereto or re-enactments thereof), the enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and notifications issued by Central Government, Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other competent/regulatory authorities from time to time (hereinafter

singly or collectively referred to as the “Regulatory Authorities”) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded to grant Employee Stock Options (ESOPs) under ‘Barbeque Nation Hospitality Limited - Employee Stock Option Plan 2022’ (ESOP 2022) to the present and future employees of existing and/or future Subsidiary(ies) of the Company situated in India and overseas, and its director(s), whether Whole-time director or not, but excluding independent directors, if any, from time to time, in accordance with the ESOP 2022, and on such terms and conditions, as set out in the ESOP 2022.

**RESOLVED FURTHER THAT** Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director, Mr. Anurag Mittal, Chief Financial Officer and Ms. Nagamani C Y, Company Secretary & Compliance Officer be and are hereby severally authorized on behalf of the Company, to intimate the Stock Exchanges or any other regulatory authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign, execute and deliver such applications, forms, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions in the best interest of Company without requiring any further consent or approval of the Shareholders.

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

**Item No. 7:**

**Approval of Re-appointment of Mr. Abhay Chintaman Chaudhari (DIN:06726836) as an Independent Director of the Company for the second term of 5 consecutive years:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and Schedule-IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations) and any other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by any statutory 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 approved and recommended by Nomination and Remuneration Committee and the Board of Directors (Board), consent of the Shareholders be and is hereby accorded to re-appoint Mr. Abhay Chintaman Chaudhari (DIN:06726836), the Non-Executive Director, who is eligible for the re-appointment as an Independent Director of the Company for the second term and who meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and Regulation 16(1)(b) of SEBI (LODR) Regulations and who has submitted a declaration to that effect, as an Independent Director of the Company for the second term of 5 (five) consecutive years with effect from September 6, 2022 to September 5, 2027 and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any acts, deeds and things done/undertaken by any Director or Key Managerial Personnel of the Company in connection with the foregoing be and are hereby approved and ratified.

**RESOLVED FURTHER THAT** Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director, Mr. Anurag Mittal, Chief Financial Officer and Ms. Nagamani C Y, Company Secretary & Compliance Officer be and are hereby severally authorized on behalf of the Company to file necessary e-forms with the Registrar of the Companies and to intimate the stock exchanges or any other regulatory authorities, as considered necessary, and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign such forms, applications, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions.

**RESOLVED FURTHER THAT** a copy of the above resolution certified to be true by any Director or Key Managerial Personnel of the Company and be forwarded to the concerned person/authorities.”

**Registered Office:**

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

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

**Place:** Bengaluru

**Date:** August 1, 2022

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



**Notes:**

1. In view of the continuing COVID-19 pandemic, the 16<sup>th</sup> Annual General Meeting (AGM) of Members/Shareholders of the Company will be held through VC/OAVM in compliance with General Circular No. 02/2022 dated May 05, 2022 and General Circular 21/2021 dated December 12, 2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020, No. 02/2021 and No. 19/2021 issued by Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circular") (MCA Circular and SEBI Circular collectively referred to as "Circulars") and the applicable provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI Listing Regulations). The detailed procedure for e-Voting and joining the virtual Meeting is mentioned below.
2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at "Saket Callipolis", Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035, Karnataka, India, which shall be the deemed venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
3. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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 or for participation and voting at the AGM through e-voting facility. They are required to send a scanned copy (PDF/JPG Format) of its Board Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote electronically either during the remote e-voting period or during the AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at [parameshwar@vjkt.in](mailto:parameshwar@vjkt.in) with a copy marked to [compliance@barbequenation.com](mailto:compliance@barbequenation.com).
5. The Company has appointed M/s. Central Depository Services (India) Limited (hereinafter called "CDSL"), for conducting the AGM and voting through remote e-Voting including e-Voting at the AGM. The procedure for e-Voting and participating in the Meeting through VC/ OAVM is explained below.
6. **Remote e-Voting and e-Voting at the AGM:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL. Members who could not vote through remote e-Voting may avail the e-Voting facility which will be made available at the Meeting.

7. 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 or e-Voting at the AGM. Any person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the note of the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first-come-first-served basis. This will not include Shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers, etc. who are allowed to attend the AGM without any restriction on account of first-come-first-served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. In case of Joint Holders attending the AGM, only such Joint Holder whose name appear first in the order of names will be entitled to vote.
11. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with the relevant rules made thereunder, setting out the material facts concerning the Special Business mentioned in the accompanying Notice is annexed and forms part of this Notice.
12. In line with the MCA and SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.barbequenation.com](http://www.barbequenation.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-Voting and e-voting facility during the AGM) at [www.evotingindia.com](http://www.evotingindia.com).
13. Mr. Parameshwar G Bhat, Practising Company Secretary (C.P. No. 11004; Membership No. FCS: 8860), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting of votes through the e-Voting system during the AGM in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of e-Voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than 2 (two) working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him in writing, who shall countersign the same.

15. The Voting results declared, along with the report of the Scrutinizer, shall be placed on the website of the Company at [www.barbequenation.com](http://www.barbequenation.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of result by the Chairman or any person authorized by him in writing and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 6, 2022.
16. Electronic copy of Annual Report of the Company for the financial year 2021-22 and Notice of AGM are uploaded on the website of the Company at [www.barbequenation.com](http://www.barbequenation.com) and is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s)/RTA for communication purposes. The Annual Report for the financial year 2021-22 and Notice of AGM are also accessible on the websites of BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. Further, the Notice of AGM is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
17. (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013; (ii) Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013; (iii) the Certificate from the Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company has been implemented in accordance with the resolution passed by the Shareholders and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and (iv) any other documents as may be required will be made available for inspection, electronically, by the Members during the AGM. Further, all the documents referred to in this Notice and Explanatory Statement will also be made available for inspection, electronically, without any fees by the Members. Members seeking to inspect such documents can send an email to the Company Secretary and Compliance Officer at [compliance@barbequenation.com](mailto:compliance@barbequenation.com).
18. The Company has designated email IDs - [investor@barbequenation.com](mailto:investor@barbequenation.com) and [compliance@barbequenation.com](mailto:compliance@barbequenation.com) for redressal of Investors' and Shareholders' complaints/grievances. For any investor related queries, you are requested to write to us at the abovementioned email addresses.

**Instructions to Shareholders for e-Voting and joining the Virtual Meeting are as under:**

1. The e-Voting period begins and ends on the below mentioned period:

Commencement of e-Voting	From 09:00 A.M. (IST) on Friday, September 2, 2022
End of e-Voting	Up to 05:00 P.M. (IST) on Monday, September 5, 2022

During aforementioned period Shareholders, holding shares of the Company in dematerialized form, as on the cut-off date i.e. Tuesday, August 30, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. During the e-Voting period, shareholders can login at CDSL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Shareholder, whether partially or otherwise, Shareholder shall not be allowed to modify it subsequently or cast the vote again.
3. Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
4. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, and in accordance with Regulation 44 of SEBI (LODR) Regulations, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' Resolutions. However, it has been observed that the participation by the Public Non-Institutional Shareholders/retail Shareholders is at a negligible level.
  - a. Currently, there are multiple e-Voting Service Providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.
  - b. In order to increase the efficiency of the e-Voting process, pursuant to a Public consultation, it has been decided to enable e-Voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**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.

Pursuant to the aforesaid SEBI Circular, Login method for e-Voting and joining meeting for the Individual Shareholders holding securities in Demat mode either with CDSL or NSDL are given below:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in Demat form with <b>CDSL</b></p>	<ul style="list-style-type: none"> <li>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 are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>ii. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual Meeting &amp; voting during the Meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>iii. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile No. &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>
<p>Individual Shareholders holding securities in Demat form with <b>NSDL</b></p>	<ul style="list-style-type: none"> <li>i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. 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. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the Company name or e-Voting service provider name i.e. CDSL and you will be re-directed to CDSL e-Voting website for casting your vote during the e-Voting period or joining virtual Meeting &amp; voting during the Meeting.</li> <li>ii. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-Voting website of NSDL at <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of</li> </ul>

	<p>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 (sixteen) digit Demat account number 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 your vote during the remote e-Voting period or joining virtual Meeting &amp; voting during the Meeting.</p>
<p>Individual Shareholders (holding securities in demat form) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name i.e. CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting &amp; voting during the Meeting.</p>

**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 <b>CDSL</b>	Members facing any technical issues relating to login, can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issues relating login, can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

**Step 2: e-Voting access through CDSL e-Voting system in case of Non-Individual Shareholders holding Shares in Demat mode:**

- i) The Shareholders should log on to the e-Voting portal of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on “Shareholders” module.
- iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary 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 you are holding Shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing user id & password is to be used.
- vi) If you are a first-time user, follow the steps given below:

PAN	<ul style="list-style-type: none"> <li>➤ Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</li> <li>➤ 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.</li> </ul>
Dividend Bank Details	<ul style="list-style-type: none"> <li>➤ Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</li> </ul>
<b>OR</b>	
Date of Birth (DOB)	<ul style="list-style-type: none"> <li>➤ 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.</li> </ul>

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](http://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](mailto: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 delink 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, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) Alternatively Non-Individual shareholders are required to 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](mailto:parameshwar@vjkt.in) and to the Company at [compliance@barbequenation.com](mailto:compliance@barbequenation.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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 voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iii) Click on the EVSN for the Company Name <Barbeque-Nation Hospitality Limited> on which you choose to vote.
- (iv) On the voting page, you 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 to the Resolution and option NO implies that you dissent to the Resolution.

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

**Step 4: Instructions to Shareholders for attending the AGM through VC/OAVM & e-Voting during Meeting are as under:**

- (i) The procedure for attending Meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
- (ii) The link for VC/OAVM to attend the Meeting will be available where the EVSN of ‘**Barbeque-Nation Hospitality Limited**’ will be displayed after successful login as per the instructions mentioned above for e-Voting.
- (iii) Shareholders who have voted through remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- (v) Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- (vi) Please note that the participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a Speaker by sending their request in advance atleast 7 days prior to Meeting mentioning their Name, Demat account number/folio number, Email id, Mobile number to [compliance@barbequenation.com](mailto:compliance@barbequenation.com). The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 7 days prior to Meeting mentioning their Name, Demat account number/folio number, Email id, Mobile number to [compliance@barbequenation.com](mailto:compliance@barbequenation.com). These queries will be replied accordingly by the Company via email.
- (viii) Those Shareholders who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the Meeting.
- (ix) Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (x) If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the Meeting is available only to the Shareholders attending the Meeting.



**5. Process for those Shareholders whose Email id/Mobile No. are not registered with the Company/Depositories:**

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

6. If you have any queries or issues regarding e-Voting and attending AGM on the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 22 55 33.
7. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**Annexure to the 16<sup>th</sup> AGM Notice****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 each of the Special Businesses as mentioned in the accompanying Notice and shall forms part of the Notice.

**Item Numbers 4, 5 & 6:**

<b>Item No.</b>	<b>Brief description of the Special Business</b>
4	Approval of Modification of 'Barbeque Nation Hospitality Limited - Employee Stock Option Plan 2015' (ESOP 2015).
5	Approval and Adoption of New Employee Stock Option Scheme called 'Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022' ("ESOP 2022").
6	Approval of granting Employee Stock Options to the Employees/Directors of Subsidiary(ies) of the Company under ESOP 2022.

**A. Brief summary of the Employee Stock Option Plan 2015 adopted by the Company and modifications thereof:**

The Company has adopted and implemented 'Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2015' ("ESOP Plan 2015") with the objective of attracting and retaining talented employees by way of rewarding them with employee stock options ("Options") for their performance and to motivate them to contribute towards growth and profitability of the Company and thereby creating value for the Company and wealth for the employees.

The ESOP Plan 2015 was approved by the Shareholders at the Annual General Meeting held on 26<sup>th</sup> August 2015 for granting options not exceeding 2,66,240 shares having nominal value of Rs.10/- to the eligible employees. Accordingly, the Company has been granting Options to the eligible employees from time to time.

**The key changes/amendments made in the ESOP Plan 2015 from the date of adoption and implementation till the date of this Notice:**

- (i) Consequent to sub-division of Equity Shares of the Company from face value of Rs.10/- each to Rs.5/- each, the number of Options in the ESOP Plan 2015 increased to 5,32,480 Options.
- (ii) Subsequently, the maximum number of Options that can be granted under the ESOP Plan 2015 were increased to 9,32,480 Options, pursuant to the approval of the Board and Shareholders at their Meetings held on May 28, 2019 and July 23, 2019, respectively.
- (iii) Further modification was done to the extent of increasing the exercise period from 24 months to 60 months and amendment of clause 7 of the ESOP Plan 2015, which was approved by the shareholders at the Extra-Ordinary General Meeting held on August 27, 2020.

- (iv) The last amendments/modifications made in the ESOP Plan 2015, which was approved by the Board and Shareholders in their meeting held on June 25, 2021 and July 19, 2021, respectively, is as follows:
- increasing the maximum number of Options that can be granted under the ESOP Plan 2015 to 20,00,000 Options;
  - amending the definition of “Employee”;
  - adding new provision under clause 6; and
  - substitution of clause 7.2 (5) & (6) of the ESOP Plan 2015.
- (v) Consequent to the listing of shares of the Company on the Stock Exchanges, the Shareholders in the Extra-ordinary General Meeting held on July 19, 2021, have approved and passed resolution for ratification of ESOP Plan 2015 in accordance with the erstwhile SEBI (Shares Based Employee Benefits) Regulations.

**B. Modification of ESOP 2015 and Adoption ESOP 2022:**

The Company implemented ESOP 2015 in the year 2015 i.e. prior to the Initial Public Offer (IPO) and listing of its shares on the Stock Exchanges. The ESOP 2015 scheme was drafted in the year 2015 when the Company was unlisted and considering the events such as IPO and other liquidity events; such references in the Scheme became redundant and irrelevant, post IPO of the Company.

Considering the above, the Board of Directors have pondered the option of adopting a fresh/new ESOP scheme which commensurate with the current requirement and status of the Company, rather than modifying the existing ESOP scheme in the best interest of the Company and its employees. The new Employee Stock Option Scheme will be called '*Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022*' (“ESOP 2022”), which is approved and recommended by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 18, 2022. The pool size i.e. maximum ceiling limit of ESOPs that can be granted under the ESOP 2022 is 5,00,000 ESOPs and those ESOPs shall be transferred from ESOP 2015 simultaneously with the approval and adoption of ESOP 2022. Further, the Company also proposes to grant options to the employees of subsidiaries of the Company as well under the new ESOP scheme i.e. ESOP 2022.

Except as aforementioned, all other terms of ESOP 2015 shall remain same. Post transfer of ESOPs, the pool size i.e. maximum ceiling limit of ESOPs that can be granted under the ESOP 2015 is 15,00,000 ESOPs.

Further, the Board hereby confirms that the ESOP 2022 is in compliance with all the applicable provisions of SEBI (SBEB&SE) Regulations and the Companies Act, 2013 and rules made thereunder and other applicable laws for the time being force.

Disclosures required pursuant to Rule 12(5)(b) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 7(4) of SEBI (SBEB&SE) Regulations with respect to modification/variation of terms of ESOP Plan 2015 are as follows:

1	Full details of variation of terms of ESOP 2015.	As disclosed hereinabove.
2	Rationale behind the variation of terms of ESOP 2015.	As disclosed above, the ESOP 2015 scheme was drafted in the year 2015 considering the Initial Public Offer (IPO) and other liquidity events. The shares of the Company got listed on the stock exchanges on 7 <sup>th</sup> April 2021.  Considering this, it is hereby proposed to transfer 5,00,000 options to new ESOP scheme (ESOP 2022) which will not have such redundant and irrelevant clauses and will be commensurate with the current requirement of the Company and SEBI (SBEB&SE) Regulations.
3	Employees who are beneficiaries of such variation	All the eligible employees of the Company and its Subsidiaries to whom options may be granted in the future.

Further, it is hereby confirmed that such aforesaid modification is not prejudicial or detrimental to the interest of employees of the Company.

Based on the recommendation of Nomination and Remuneration Committee and given the details of variation, rationale thereof and beneficiaries of the such variation, the Board hereby recommend the modification of ESOP 2015, adoption of new Employee Stock Option Scheme “ESOP 2022” and grant of ESOPs to the employees of Subsidiaries of the Company under ESOP 2022 for the approval of Members/Shareholders of the Company by way of separate Special Resolutions for Special Business Item No.’s 4, 5 & 6 as set out in the Notice.

None of the Directors and Key Managerial Personnel including their relatives, except to the extent of their shareholding in the Company and the Employee Stock Options that they hold or may be granted under the ESOP Scheme, are concerned or interested, financially or otherwise, in Special Business Item Numbers 4, 5 & 6 as set out in the Notice.

**C. Following are the Salient features of ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022’ (“ESOP 2022”):**

**a. Brief description of the scheme:**

The objective of ESOP 2022 is to reward the Employees for their performance and to motivate them to contribute to the growth and profitability of the Company and to attract and retain talent in the organization. The Company views Employee Stock Options as an instrument that would enable them to share the value they create for the Company in the years to come.

**b. Total number of options to be offered and granted:**

Under ESOP 2022, not more than 5,00,000 Options, which are simultaneously transferred from ESOP 2015 and convertible into not more than 5,00,000 Equity Shares of the Company, would be available for grant to the eligible employees of the Company and its subsidiaries situated in India and Overseas. Each option when exercised, would be converted into one Equity share having face value of Rs.5/- each fully paid-up.

**c. Identification of classes of employees entitled to participate and be beneficiaries in the scheme:**

- i. An employee as designated by the Company, who is working in India or outside of India; or
- ii. a Director of the Company, whether a whole time director or not including non-executive director who is not a promoter or member of the promoter group, but excluding Independent Directors; or
- iii. an employee as defined in sub-clauses (i) or (ii) in this para of a Group company including subsidiary or its associate company in India or outside India, or of a holding company of the Company.

*but excludes:*

- a. *an employee who is a Promoter or a person belonging to the Promoter Group; or*
- b. *a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.*

ESOPs will be granted to employees, as identified and decided by the Nomination and Remuneration Committee ("Committee") of the Company, in compliance with the applicable laws from time to time.

**d. Requirements of vesting and period of vesting:**

Options granted under ESOP 2022 would vest within a period not less than 1 year and not more than 3 years from the date of grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus, the Options would vest on efflux of time.

In addition to this, the Committee may also specify certain performance parameters based on time and individual performance or company performance, subject to which the Options would vest. The specific vesting percentage, schedule and conditions, subject to which vesting would take place, would be outlined in the Letter of Grant, given to the Option Grantee at the time of grant of Options.

**e. Maximum period within which the options shall be vested:**

Subject to Regulation 18(1) of the SEBI (SBEB&SE) Regulations, the maximum period within which the Options shall be vested is 3 years from the date of grant.

**f. Exercise price, purchase price or pricing formula:**

The Exercise Price per option shall be subject to minimum Exercise Price which shall not be less than 85% of the Fair Market Price on the date of the Grant. The Exercise Price shall be determined by the Committee as per the applicable laws, at the time of the Grant and shall be mentioned in the Letter of Grant.

**g. Exercise period and process of exercise:**

All vested Employee Stock Options shall be exercised by the employees within a period of 5 (five) years from the date of vesting, subject to the fulfillment of conditions as mentioned the ESOP 2022.

The exercise period will be intimated to the Option Grantees by the Committee at the time of grant. All vested options can be exercised by the Option Grantee within the exercise period as communicated and described in ESOP 2022.

The Options will be exercisable by the Employees by a written application to the Company in such manner and on execution of such documents as set out in the grant letter and as prescribed by the Committee from time to time.

**h. The specified time period within which the employee shall exercise the vested Options in the event of a separation:**

In case of resignation, the employee shall exercise all his vested Options on or before his last working day. In other case of separation (other than resignation), the exercise period will be as per ESOP 2022 and as decided by the Committee from time to time.

**i. The Conditions under which vested Options may lapse:**

In case of termination of an employee due to misconduct or breach of policies or the terms of employment, all the vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination or as decided by the Committee.

The other conditions under which Options may lapse will be mentioned in the grant letter. The Nomination & Remuneration Committee is empowered to decide on the cancellation of vested options.

**j. The appraisal process for determining the eligibility of employees for the scheme:**

The appraisal process will be based on criteria such as role/designation of the employee, duration of service with the Company, past performance record, future potential of the employee and such other criteria as may be determined by the Committee from time to time.

**k. Maximum number of options to be offered and issued per employee and in aggregate, if any, under ESOP 2022:**

The number of Options that may be granted to any specific employee under the ESOP 2022 shall not exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options.

**l. Maximum quantum of benefits to be provided per employee under a scheme:**

Apart from the grant of Options, as stated above, no monetary benefits are contemplated in ESOP 2022.

**m. Route of ESOP Scheme implementation:**

ESOP 2022 shall be implemented and administered directly by the Company through Nomination and Remuneration Committee and does not involve any Trust.

**n. Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:**

ESOP 2022 involves only fresh/new issue of shares by the Company.

**o. Amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc:**

Not Applicable.

**p. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:**

Not Applicable.

**q. Disclosure and Accounting Policies:**

Pursuant to the provisions of Regulation 15 of the SEBI (SBEB & SE) Regulations, the Company shall comply with the requirements of the relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including any 'Guidance note on accounting for employee share-based payments' issued in that regard by the Institute of Chartered Accountants of India, from time to time, including the disclosure requirements.

The Company hereby confirms that it shall conform to the applicable Accounting Policies and Accounting Standards in relation to the Employee Stock Options.

Options granted under ESOP 2022 are accounted under the Indian Accounting Standard (Ind AS) - 102 Share based payments and such other accounting policies/principles as may be prescribed from time to time, during the continuance of ESOP 2022. The same shall be in accordance with the SEBI (SBEB & SE) Regulations.

**r. Method of Option Valuation:**

The Options granted in terms of this plan shall be accounted for under the fair market value method as per the applicable accounting standard Ind AS - 102.

**s. Period of lock-in:**

The shares allotted pursuant to exercise of Options shall not be subject to any lock-in period.

**Item No. 7:****Approval of Re-appointment of Mr. Abhay Chintaman Chaudhari (DIN: 06726836) as an Independent Director of the Company for the second term of 5 consecutive years:**

Mr. Abhay Chintaman Chaudhari (DIN: 06726836) was appointed as an Additional Director of the Company in the Board Meeting held on February 28, 2017 and his appointment was regularized by the shareholders at the Extra-Ordinary General Meeting held on June 30, 2017 and further appointed as an Independent Director of the Company for a period of 5 consecutive years from the said general meeting.

Pursuant to the provisions of section 149(4) of the Companies Act, 2013, every listed public company shall have at least 1/3<sup>rd</sup> (one-third) of the total number of Directors as independent Directors and pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), any intermittent vacancy of an Independent Director shall be filled-up by the Board at the earliest but not later than 3 (three) months from the date of such vacancy.

Considering the above and based on the recommendations of Nomination and Remuneration Committee (NRC) and subject to the approval of the Members, the Board of Directors (the "Board") at its Meeting held on August 1, 2022 and in accordance with the provisions of Sections 149, 150, 152 and Schedule-IV of the Act, has approved and recommended the re-appointment of Mr. Abhay Chintaman Chaudhari (DIN:06726836) as an Independent Director of the Company for the second term of 5 consecutive years commencing from September 6, 2022 to September 5, 2027 and he is not liable to retire by rotation.

Mr. Abhay Chintaman Chaudhari is eligible for re-appointment as an Independent Director of the Company for the second term. The Company has received necessary statutory disclosures/declarations/information/confirmation from Mr. Abhay Chintaman Chaudhari, 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 sub-section (2) of Section 164 of the Act, (iii) notice of interest in Form MBP-1, pursuant to section 184 of the Act and (iv) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules made hereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations.

In terms of Regulation 25(8) of SEBI (LODR) Regulations, Mr. Abhay Chintaman Chaudhari has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Abhay Chintaman Chaudhari 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 authority. Mr. Abhay Chintaman Chaudhari is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

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



**Brief profile and past experience of Mr. Abhay Chintaman Chaudhari:**

Mr Abhay Chaudhuri has been a Director of our Company since February 28, 2017. He holds a Master's Degree in Chemistry from Nagpur University and a diploma in business management from the same university. He is a certified associate of the Indian Institute of Bankers. He joined State Bank of India in the year 1979.

He was promoted to Chief General Manager and was deputed to SBI Capital Markets, Mumbai, from State Bank of India. He held the position of President and Chief Operating Officer of SBI Capital Markets, Mumbai, from October, 2013 until January, 2016, and was involved with the management, merger and acquisitions, private equity, equity and debt markets and credit and project advisory during his tenure.

**Other Disclosures:**

Name of the Director	Mr. Abhay Chintaman Chaudhari						
Director Identification Number (DIN)	06726836						
Date of Birth & Age	15/01/1956 (66 years)						
Date of first Appointment to the Board of the Company	28/02/2017						
Qualifications	<ul style="list-style-type: none"> <li>➤ Master's Degree in chemistry from Nagpur University;</li> <li>➤ Diploma in Business Management from Nagpur University; and</li> <li>➤ A Certified Associate of the Indian Institute of Bankers.</li> </ul>						
Expertise in specific functional areas	Portfolio Management, Private Equity Investment, Corporate Governance, Marketing and Strategy, Accounts & Finance, Information Technology, Human Resources Management, Risk Management, Business Management.						
No. of Shares held in the Company, including shareholding as a Beneficial Owner	Nil						
Inter-se relationships between the other Directors and Key Managerial Personnel of the Company	None						
Terms and Conditions of appointment	Re-appointment as an Independent Director for the second term of 5 consecutive years commencing from September 6, 2022 to September 5, 2027.						
Directorships held in Board of other Companies as on the date of this Notice	<p><b>Domestic Body Corporates:</b></p> <table border="1"> <thead> <tr> <th>Name of the Company/ LLP</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Sayaji Hotels Limited</td> <td>Director</td> </tr> <tr> <td>Red Apple Kitchen Consultancy Private Limited</td> <td>Director</td> </tr> </tbody> </table>	Name of the Company/ LLP	Designation	Sayaji Hotels Limited	Director	Red Apple Kitchen Consultancy Private Limited	Director
Name of the Company/ LLP	Designation						
Sayaji Hotels Limited	Director						
Red Apple Kitchen Consultancy Private Limited	Director						

	<b>Overseas Body Corporates:</b>										
	<b>Name of the Company/ LLP</b>		<b>Designation</b>								
	Barbeque Nation Mena Holding Limited, Dubai		Director								
	Barbeque Nation (Malaysia) SDN. BHD., Malaysia		Director								
	Barbeque Nation Restaurant LLC, Dubai		Director								
Position held in Board Committees of other Companies as on the date of this Notice	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee*</th> <th>Chairperson / Member</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Sayaji Hotels Limited</td> <td>AC</td> <td>Member</td> </tr> <tr> <td>SRC</td> <td>Member</td> </tr> </tbody> </table> <p>*AC: Audit Committee; SRC: Stakeholders Relationship Committee;</p>			Name of the Company	Name of the Committee*	Chairperson / Member	Sayaji Hotels Limited	AC	Member	SRC	Member
Name of the Company	Name of the Committee*	Chairperson / Member									
Sayaji Hotels Limited	AC	Member									
	SRC	Member									
Names of Listed Entities from which he has resigned in the past three years	Nil										
Details of Remuneration sought to be paid	The Company is not paying any remuneration, except the sitting fees for attending the Board and Committee Meetings, as decided and approved by the Board, from time to time.										
Last drawn Remuneration	<p>Mr. Abhay Chintaman Chaudhari has received sitting fees aggregating to Rs.1,75,000/- for attending the Board Meetings held during the FY 2022.</p> <p>Except as disclosed above, Mr. Abhay Chintaman Chaudhari has not received any remuneration from the Company.</p>										
Number of Board Meetings attended in FY 2021-22	<b>No. of Board meetings entitled to attend</b>		<b>No. of Board meetings Attended</b>								
	7		7								
The skills and capabilities required for the role and the manner in which he meets such requirements	Considering the educational background, knowledge, past experience, as disclosed above, Mr. Abhay Chintaman Chaudhari meets the eligibility criteria required for the role of an Independent Director of the Company.										

In the opinion of the Board, Mr. Abhay Chintaman Chaudhari is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI (LODR) Regulations for his re-appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management. The terms and conditions of re-appointment of Mr. Abhay Chintaman Chaudhari as an Independent Director, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [compliance@barbequenation.com](mailto:compliance@barbequenation.com).

Based on the recommendation of Nomination and Remuneration Committee and evaluating the skills, integrity, knowledge, expertise and past experience of Mr. Abhay Chintaman Chaudhari in the Public Sector Undertaking, the Board hereby recommend the re-appointment of Mr. Abhay Chintaman Chaudhari as an Independent Director, for the second term of 5 consecutive years commencing from September 6, 2022 to September 5, 2027, for approval of the Members/Shareholders by way of a Special Resolution.

Except Mr. Abhay Chintaman Chaudhari, none of the other Directors or Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise, in Item No.7 of the Special Business as set out in the Notice.

**Registered Office:**

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

**Place:** Bengaluru**Date:** August 1, 2022

By order of the Board

For **Barbeque-Nation Hospitality Limited****Nagamani C Y***Company Secretary & Compliance Officer***M. No.: A27475**