



To,

Date: September 27, 2023

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

Subject: Intimation of execution of Share Subscription & Share Purchase Agreement and Shareholders' Agreement to acquire the Equity Shares of Blue Planet Foods Private Limited by the Company and its Subsidiary

Ref.: Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby inform you that the Share Subscription & Share Purchase Agreement and Shareholders' Agreement are executed to acquire 1,282 and 4,518 equity shares constituting 11.77% and 41.49% of paid-up share capital of Blue Planet Foods Private Limited (Blue Planet) by the Company and its subsidiary Red Apple Kitchen Consultancy Private Limited (Red Apple), respectively. Consequent to the aforesaid acquisition, Blue Planet will become a subsidiary of the Company.

Further, the details as required under Section V-A of Chapter V of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 with respect to acquisition of equity shares of Blue Planet and execution of Share Subscription & Share Purchase Agreement; and Shareholders' Agreement, are enclosed to this letter as **Annexure-1** and **Annexure 2**, respectively, along with presentation which, *inter-alia*, covers overview of the proposed transaction

This is for your information and record.

Thanking you.

Yours faithfully,

For Barbeque-Nation Hospitality Limited

Nagamani C Y

Company Secretary and Compliance Officer

M. No.: A27475

Encl.: As above

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BARBEQUE-NATION HOSPITALITY LIMITED

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

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



Annexure-1

(Details with respect to acquisition of equity shares of Blue Planet Foods Private Limited and execution of Share Subscription & Share Purchase Agreement)

Sl. No.	Particulars	Disclosures	
1	Name of the target entity, details in brief such as size, turnover etc.	Name of Target Company	Blue Planet Foods Private Limited ("Blue Planet")
		Authorized capital	Rs.1,10,000/-
		Paid-up capital	Rs.1,03,880/-
		Turnover for the FY 2022-23	Rs.32.8 crores
		Net worth at March 31, 2023	Rs.2 crores
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	<p>Mr. Balasubramanian Goudhman, Promoter and Director of Red Apple Kitchen Consultancy Private Limited, a Subsidiary of the Company, is also a Promoter and Director of Blue Planet.</p> <p>Except as disclosed above, none of the Promoters or Members of the Promoters Group or Directors of the Company are interested, financially or otherwise, in Blue Planet or in the proposed transaction.</p> <p>The proposed acquisition is done at arm's length.</p>	
3	Industry to which the entity being acquired belongs	Food Services/Restaurant	
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>Blue Planet runs an a-la-carte pan Indian cuisine restaurant chain under the brand name 'SALT'. SALT is a smart casual dining restaurant serving authentic Indian cuisine. The proposed acquisition will complement the Company's existing offerings and will also expand its Brand portfolio.</p> <p>Blue Planet reported strong financial performance with revenues of Rs.32.8 crores in FY23 with 19.4% EBITDA margin and 10% PAT margin (Pre Ind AS). The brand has an attractive unit economics with high ROCE. The acquisition is in line with the Barbeque Nation's strategy of brand expansion through inorganic route.</p>	
5	Brief details of any governmental or regulatory approvals required for the acquisition	None	
6	Indicative time period for completion of the acquisition	By October 31, 2023	
7	Nature of consideration whether cash consideration or share swap and details of the same	Cash consideration	



8	Cost of acquisition or the price at which the shares are acquired	The cost of acquisition of equity shares of Blue Planet is Rs.39,844/- per equity share.														
9	Percentage of shareholding / control acquired and/ or number of shares acquired	<p>Number and % of Equity Shares agreed to be acquired:</p> <table border="1" data-bbox="740 465 1497 658"> <thead> <tr> <th data-bbox="740 465 1035 533">Name of Shareholder</th> <th data-bbox="1035 465 1243 533">No. of Equity Shares</th> <th data-bbox="1243 465 1497 533">% of Shareholding</th> </tr> </thead> <tbody> <tr> <td data-bbox="740 533 1035 573">Barbeque Nation</td> <td data-bbox="1035 533 1243 573">1,282</td> <td data-bbox="1243 533 1497 573">11.77</td> </tr> <tr> <td data-bbox="740 573 1035 613">Red Apple</td> <td data-bbox="1035 573 1243 613">4,518</td> <td data-bbox="1243 573 1497 613">41.49</td> </tr> <tr> <td data-bbox="740 613 1035 658">Total</td> <td data-bbox="1035 613 1243 658">5,800</td> <td data-bbox="1243 613 1497 658">53.26</td> </tr> </tbody> </table>			Name of Shareholder	No. of Equity Shares	% of Shareholding	Barbeque Nation	1,282	11.77	Red Apple	4,518	41.49	Total	5,800	53.26
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Barbeque Nation	1,282	11.77														
Red Apple	4,518	41.49														
Total	5,800	53.26														
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3-year turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>a. <u>Background of Blue Planet:</u></p> <p>Blue Planet Foods Pvt. Ltd. was incorporated in the year 2009 as a private limited Company. It was founded by Chef Balasubramanian Goudhaman and Chef Balaji Balachander. It is engaged in the business of running restaurants under brand name of "SALT". The first SALT restaurant was opened in the year 2013 in Chennai and currently it has 6 restaurants across two metro cities i.e. in Chennai & Bengaluru and 2 restaurants are in pipeline.</p> <p>b. <u>Date of incorporation:</u> May 8, 2009</p> <p>c. <u>Turnover for last 3 Financial Years:</u></p> <table border="1" data-bbox="772 1196 1342 1292"> <thead> <tr> <th colspan="3" data-bbox="772 1196 1342 1229">Turnover (amount in Rupees Crores)</th> </tr> <tr> <th data-bbox="772 1229 963 1263">FY 2022-23</th> <th data-bbox="963 1229 1155 1263">FY 2021-22</th> <th data-bbox="1155 1229 1342 1263">FY 2020-21</th> </tr> </thead> <tbody> <tr> <td data-bbox="772 1263 963 1292">32.8</td> <td data-bbox="963 1263 1155 1292">14.8</td> <td data-bbox="1155 1263 1342 1292">4.9</td> </tr> </tbody> </table>			Turnover (amount in Rupees Crores)			FY 2022-23	FY 2021-22	FY 2020-21	32.8	14.8	4.9			
Turnover (amount in Rupees Crores)																
FY 2022-23	FY 2021-22	FY 2020-21														
32.8	14.8	4.9														



Annexure-2

(Details with respect to execution of Shareholders' Agreement)

Sl. No.	Particulars	Disclosures												
1	Name(s) of parties with whom the agreement is entered	<p><u>Target:</u></p> <ul style="list-style-type: none"> ➤ Blue Planet Foods Private Limited <p><u>Promoters and continuing shareholders of Target:</u></p> <ul style="list-style-type: none"> ➤ Balasubramanian Goudhaman ➤ Balaji Balachander <p><u>Investors:</u></p> <ul style="list-style-type: none"> ➤ Barbeque-Nation Hospitality Limited ➤ Red Apple Kitchen Consultancy Private Limited 												
2	Purpose of entering into the agreement	Execution of Shareholders' Agreement to acquire 1,282 and 4,518 equity shares constituting 11.77% and 41.49% of paid-up share capital of Blue Planet Foods Private Limited (Blue Planet) by the Company and its subsidiary Red Apple Kitchen Consultancy Private Limited (Red Apple), respectively, at a price of Rs.39,844/- per equity share.												
3	Shareholding, if any, in the entity with whom the agreement is executed	<p>Number and % of Equity Shares of Blue Planet agreed to be acquired by the Company and Red Apple:</p> <table border="1"> <thead> <tr> <th>Name of Shareholder</th> <th>No. of Equity Shares</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Barbeque Nation</td> <td>1,282</td> <td>11.77</td> </tr> <tr> <td>Red Apple</td> <td>4,518</td> <td>41.49</td> </tr> <tr> <td>Total</td> <td>5,800</td> <td>53.26</td> </tr> </tbody> </table>	Name of Shareholder	No. of Equity Shares	% of Shareholding	Barbeque Nation	1,282	11.77	Red Apple	4,518	41.49	Total	5,800	53.26
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Barbeque Nation	1,282	11.77												
Red Apple	4,518	41.49												
Total	5,800	53.26												
4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>Significant terms of the agreement, <i>inter-alia</i>, includes the following:</p> <ul style="list-style-type: none"> i) The Company shall have the right to appoint majority of the directors to the Board of Blue Planet'; ii) Option to make additional investment of Rs.8 crores; iii) The provisions with respect to transfer of shares such as Right of First Offer (ROFO), Tag-along and Drag-along Right, Offer for Sale. 												
5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No												
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Mr. Balasubramanian Goudhaman, Promoter and Director of Red Apple Kitchen Consultancy Private Limited, a Subsidiary of the Company, is also a Promoter and Director of Blue Planet.												



		<p>Except as disclosed above, none of the Promoters or Members of the Promoters Group or Directors of the Company are interested, financially or otherwise, in Blue Planet or in the proposed transaction.</p> <p>The proposed acquisition is done at arm's length.</p>	
7	In case of issuance of shares to the parties, details of issue price, class of shares issued	The cost of acquisition of equity shares of Blue Planet is Rs.39,844/- per equity share.	
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Appointment of Nominee Director	Nomination of Mr. Kayum Razak Dhanani (DIN:00987597), Mr. Raof Razak Dhanani (DIN:00174654) and Mr. Rahul Agrawal (DIN:07194134) as Nominee Directors of the Company on the Board of Blue Planet.
		Potential conflict of interest arising out of this agreement	None
9	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s)	Not Applicable	

BARBEQUE NATION HOSPITALITY LIMITED



Investor Update

September 2023



Summary

- Barbeque Nation Hospitality Limited (BNHL) and Red Apple Kitchen Consultancy Pvt. Ltd. (Toscano) are jointly acquiring majority stake in Blue Planet Foods Private Ltd (Salt)
- Blue Planet Foods runs an a-la-carte pan Indian cuisine restaurant chain under the brand name 'Salt'
- Salt was started by Chef Goutham Balasubramaniam and Chef Balaji Balachander
- Salt currently operates 6 restaurants and has 2 restaurants under construction / pipeline
- The Company delivered revenues of ₹32.8 crores in FY23 with 19.4% EBITDA margin (pre-IND AS) and 10.0% PAT margin
- The brand has an attractive unit economics with high ROCE
- The proposed acquisition is valued at ~1.3x FY23 EV/Sales and ~7x FY23 EV/EBITDA multiple

About Blue Planet Foods

- Blue Planet Foods Pvt. Ltd. started its first restaurant in Chennai in 2013 operating the brand 'Salt'
- Currently have 6 restaurants; 5 in Bangalore and 1 in Chennai
- Salt is a premium casual dining restaurant serving authentic Indian cuisine
- Salt has an APC of ₹ 900- 1,000 and average annual restaurant sales of ₹ 6+ crores



6

**Restaurants
Network**

2

Cities Present

32.8 Crores

**Revenues
(FY23)**

19.4%

**Pre-IND AS EBITDA
Margin (FY23)**

About the Founders



- Goutham Balasubramanian has an experience of over 25 years in the hospitality industry
- He was associated with many reputed hospitality brands such as Taj Group, The Leela and Jumeirah Group
- Goutham is also the founder of Toscano, an Italian premium casual dining restaurant

- Balaji Balachander has an experience of over 25 years in the hospitality industry
- Started his culinary journey as a chef with Taj, Chennai and thereafter spent over a decade in various restaurants in London
- Bala is responsible for managing operations and growth at Salt



Existing Restaurants



Salt - Chennai



Salt - VR Bengaluru



Salt - Koramangala



Salt - Nexus Shantiniketan



Salt - UB City



Salt - Bhartiya Mall

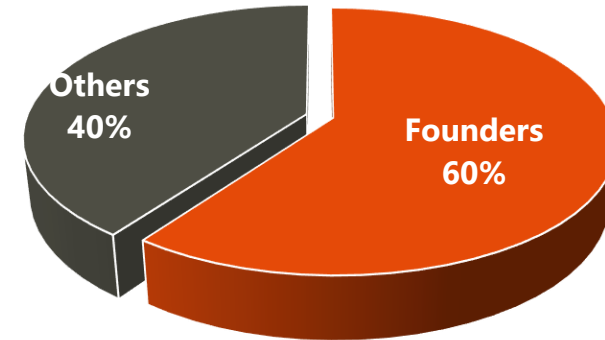
Food and Beverage Experiences



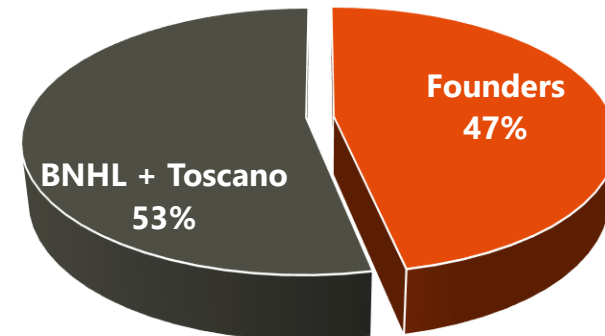
Transaction Overview

- BNHL and Toscano will jointly acquire 53.3% stake in Salt, in a mix of primary and secondary investment
- The investment is valued at FY23 EV/EBITDA multiple of ~7x and EV / Sales of 1.3x
- Total cash outgo will be ₹23.1 crores and will be funded through internal accruals

Pre-Transaction Shareholding



Post Transaction Shareholding



Disclaimer

This presentation contains statements that contain “forward looking statements” including, but without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to Barbeque-Nation Hospitality Ltd (“Barbeque Nation” or the Company) future business developments and economic performance.

While these forward-looking statements indicate our assessment and future expectations concerning the development of our business, a number of risks, uncertainties and other unknown factors could cause actual developments and results to differ materially from our expectations.

These factors include, but are not limited to, general market, macro-economic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments, and other key factors that could affect our business and financial performance. Barbeque Nation undertakes no obligation to publicly revise any forward-looking statements to reflect future/likely events or circumstances.

All the number are on consolidated basis and without adjustment for the minority interest of 17.6% in Red Apple Kitchen, unless otherwise mentioned. All margin calculation are on Revenue from operations, unless otherwise mentioned.

BARBEQUE NATION HOSPITALITY LTD.

HEAD OFFICE

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**For further information,
please contact:**

BIJAY SHARMA

HEAD OF INVESTOR RELATIONS

Barbeque-Nation Hospitality Ltd.

E: Investor@barbequenation.com