



Date: August 7, 2021

To

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

Sub: Notice of 15th Annual General Meeting (“AGM”) of Shareholders/Members of Barbeque-Nation Hospitality Limited (the “Company”)

In continuation of our letter dated August 4, 2021 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 15th Annual General Meeting of Shareholders/Members of the Company to be held on Tuesday, August 31, 2021 at 11:00 AM (IST) through Video Conference or Other Audio Visual Means (“VC/OAVM”), which is being circulated to our Shareholders by email.

The Notice of 15th Annual General Meeting will also be made available on the Company's website at 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 Office: Sy. No. 62, Site No. 13, 6th Cross, NS Palya, BTM Layout, Bengaluru- 560 076, Karnataka, India
T: +91 80 45113000, **F:** +91 80 45113062, **E-mail:** corporate@barbequenation.com, **CIN:** U55101KA2006PLC073031
www.barbequenation.com



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W: www.barbequenation.com

NOTICE

NOTICE is hereby given that the Fifteenth (15th) Annual General Meeting ("AGM"/e-AGM) of Shareholders/Members of Barbeque-Nation Hospitality Limited (the "Company") will be held on Tuesday, August 31, 2021 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, 2021.

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, 2021, 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 Mrs. Suchitra Dhanani (DIN:00712187), Director, who retires by rotation.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Suchitra Dhanani (DIN: 00712187), Director, who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No. 3:

Re-appointment of Mr. Raoof Razak Dhanani (DIN: 00174654), Director, who retires by rotation.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Raoof Razak Dhanani (DIN: 00174654), Director, who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

Item No. 4:

Appointment of Mr. Tarun Khanna (DIN: 02306480) as a Nominee Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable provisions of the Act, Rules and Regulations (including any statutory modifications or re-enactments thereof) and in accordance with the provisions of Memorandum of Association and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded to appoint Mr. Tarun Khanna (DIN: 02306480) as a Nominee Director of the Company and his office shall be liable for retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds things and matters as considered necessary, expedient and imperative to give effect to the aforesaid resolution."

Item No. 5:

Approval of the revision in payment of remuneration to Mr. Rahul Agrawal (DIN:07194134), Chief Executive Officer & Whole Time Director.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 read with

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Companies Act, 2013 and any other applicable provisions of the Act, Rules and Regulations (including any statutory modifications or amendments thereto or re-enactments thereof) and in accordance with the enabling provisions of Memorandum of Association and Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded to increase the remuneration of Mr. Rahul Agrawal (DIN:07194134), Chief Executive Officer & Whole Time Director and the total remuneration payable to Mr. Rahul Agrawal shall not exceed ₹1,90,00,000/- (Rupees One crore and Ninety Lakhs only) for the financial Year 2021-22 and the said remuneration may be increased by such per cent but, not exceeding 15% for the FY 2022-23 and 15% for the FY 2023-24, and payment of onetime bonus of ₹1,00,00,000 (Rupees One Crore Only) as a reward for contribution made towards the work done over the

Registered Office:

Sy. No. 62, Site No. 13, 6th Cross,
NS Palya, BTM Layout,
Bengaluru- 560 076,
Karnataka, India

Place: Bengaluru
Date: May 24, 2021

NOTES:

As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") read with General Circular No. 14/2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No.10/2021 dated June 23, 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars"), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2') and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

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

previous year including the successful completion of Initial Public Offer.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto and retirement benefits) payable to Mr. Rahul Agrawal during his tenure to the extent of the limit as approved aforesaid without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/ modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

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

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

facts concerning the business mentioned in the accompanying Notice is annexed and forms part of this Notice.

1. 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 of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM.
2. Since the AGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.
3. Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility.
4. The Company has appointed M/s. Central Depository Services (India) Limited (hereinafter called "CDSL"), for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in this notes and is also available on the website of the Company at www.barbequenation.com.

5. **Remote e-voting:** 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 Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. 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.
6. **Voting at the AGM:** Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting ("e-voting"), facility to be provided by CDSL.
7. 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 Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (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 etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.barbequonation.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 and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
11. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
12. Mr. Parameshwar G Bhat, Practicing 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 vote through the e-voting system during the AGM is conducted in a fair and transparent manner.
13. 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 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 a person authorised by him/her in writing, who shall countersign the same.
14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.barbequonation.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of result by the Chairman or any person authorized by him/her in writing and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The results will also be displayed on the Notice Board of the Company at its Registered Office. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. August 31, 2021.
15. Electronic copy of the Annual Report for FY 2020-21 and Notice of AGM has been uploaded on the Company's website www.barbequonation.com and is being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s)/RTA for communication purposes and also available on the website of BSE Limited, and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. Further, the Notice of the AGM is available on the website of CDSL, the agency engaged for providing e-voting facility, i.e. www.evotingindia.com.
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically

for inspection by the Members during the AGM. All the relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection electronically without any fees by the Members. Members seeking to inspect such documents can send an email to compliance@barbequenation.com

THE INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL GENERAL MEETING ARE AS UNDER:

- (i) The voting period begins on Friday, August 27, 2021, at 9:00 AM (IST) and ends on Monday, August 30, 2021, at 5:00 PM (IST). During this period shareholders of the Company, holding shares as on the cut-off date i.e. Tuesday, August 24, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on

- 17. The Company has designated Email ID Investor@barbequenation.com and compliance@barbequenation.com for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.

various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the 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.

- (iv) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> 1) 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of shareholders	Login Method
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting Login The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 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 & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com
 - 2) Click on “Shareholders” module.
 - 3) 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,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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 is to be also 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Barbeque-Nation Hospitality Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and

register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- 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 and to the Company at the email addresses viz., parameshwar@vjkt.in and compliance@barbequonation.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptop/iPad for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that 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.

7. 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 at least 5 days prior to meeting i.e. by August 26, 2021 mentioning their name, demat account number/folio number, email id, mobile number at compliance@barbequonation.com.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting i.e. by August 26, 2021 mentioning their name, demat account number/folio number, email id, mobile number at compliance@barbequonation.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP) and can also mail to Registrar & Transfer Agent at rnt.helpdesk@linkintime.co.in.
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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, 25th Floor, Marathon Future, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS. THIS EXPLANATORY STATEMENT MAY ALSO BE REGARDED AS A DISCLOSURE UNDER REGULATION 27 OF THE SEBI (LODR) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD – 2.

The following statement sets out all material facts relating to all the Special Businesses mentioned in the accompanying Notice dated May 24, 2021 and shall be taken as forming part of the notice.

Item No.4

Shareholders may take note that Tamara Private Limited ("TPL", also called as "CX Investor") has invested in Equity Shares of the Company in the year 2013 and TPL has nominated Mr. Tarun Khanna as its nominee to the Board of the Company, pursuant to which Mr. Tarun Khanna was appointed as a Nominee Director of the Company with effect from 12th April 2013 as a nominee of TPL.

Further, shareholders may take note of second proviso to article 32.1.3 of Articles of Association of the Company, extract of the same is reproduced below:

Further provided that the right of the CX Investor to nominate a director shall be subject to approval by the shareholders of the Company by way of Special Resolution in the First General Meeting of the Company subsequent to listing of the Shares and such appointment of a nominee director by the CX Investor shall be subject to the approval of the shareholders post listing and in accordance with applicable laws.

Consequent to the listing of equity shares of the Company pursuant to the IPO and in accordance with the Articles of Association, it is necessary to obtain approval of Shareholders by way of Special Resolution for continuation of appointment of Mr. Tarun Khanna as a Nominee Director of the Company.

Considering the exigency, the Extra-ordinary General Meeting of Shareholders of the Company was held on July 19, 2021 to, inter-alia, consider and approve the allotment of equity shares of the Company

on preferential basis. Hence, the resolution for appointment of Mr. Tarun Khanna as a Nominee Director of the Company has been placed at this AGM.

Based on the recommendations of the Nomination and Remuneration Committee and pursuant to Section 161 of the Companies Act, 2013, the Board approved the appointment of Mr. Tarun Khanna as a Nominee Director of the Company at the Board Meeting held on May 24, 2021 and recommended to the shareholders for their approval. The office of Directorship of Mr. Tarun Khanna shall be liable for retirement by rotation. Further, the Company has received necessary statutory disclosures/declarations from Mr. Tarun Khanna including, (i) consent in writing to act as a Director in Form DIR- 2 (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.

Additional information of directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards

Brief Profile of Mr. Tarun Khanna:

Mr. Tarun Khanna joined the Board of the Company on April 12, 2013. He holds a bachelor's degree in science from the University of Maryland and a master's degree in business administration from the University of Baltimore. He is a Non-Executive, Nominee Director of the Company appointed to the Board by Shareholder, Tamara Private Limited.

In addition to aforesaid, he is also a member of Nomination and remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and IPO Committee of the Company.

Other Disclosures:

Age	50 years
Nature of expertise in specific functional areas	Finance, Business administration, Portfolio Management
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	None
Listed entities (other than Barbeque-Nation) in which Mr. Tarun Khanna holds directorship and committee membership*	None
Shareholding in the, including shareholding as a beneficial owner	40,000 Equity Shares#
Remuneration proposed to be paid	Nil
Key terms and conditions of appointment	As per the resolution in Item no. 4 of this Notice, read with the explanatory statement thereto

Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended	Mr. Tarun Khanna was first appointed to the Board on April 12, 2013 as a Nominee Director. The details of remuneration drawn and number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2020-21.
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* Directorship and Committee Membership in Barbeque-Nation Hospitality Limited, Private Limited Companies, Section 8 Companies and Foreign Companies are not considered.

Mr. Tarun Khanna directly holds 40,000 equity shares of the Company in his personal capacity. Further, He is a beneficiary in AAJV Investment Trust which holds 1,27,206 equity shares of the Company. Tamara Private Limited, who is nominating Mr. Tarun Khanna, currently holds 27,55,296 equity shares of the Company.

The Nomination and Remuneration Committee and Board recommends the resolution in relation to appointment of Mr. Tarun Khanna as a Nominee Director of the Company, for the approval by the shareholders of the Company.

Except Mr. Tarun Khanna, none of the other Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding, if any in the Company.

Item No. 5

Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, approval of the Shareholders by way of a Special Resolution is required to increase the remuneration of Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director, in excess of the limits prescribed under Schedule V.

Mr. Rahul Agrawal was appointed as a Chief Executive Officer of the Company at the Board Meeting held on 14th January 2020 and further appointed as a Chief Executive Officer & Whole Time Director at the Board Meeting held on 31st December 2020 and the same was approved by the Shareholders at the Extra-Ordinary General Meeting held on January 23, 2021.

Mr. Rahul Agrawal is associated with the Company from the year 2015. Initially, he was appointed as a Nominee Director of Pace Private Limited (group entity of the CX Investors). Mr. Rahul Agrawal took active role in the management of the Company from the year 2017.

It is imperative to note that Mr. Rahul Agrawal has made immense and invaluable contribution towards growth and expansion of business of the Company. He has played a key role in reviving the business of

the Company which was impacted by the Covid-19 pandemic. He was instrumental in transforming the business to enable it to face the new operating reality and took the lead in creating and developing many new growth levers in the realm of food delivery, digital applications, loyalty program, etc. Further, he also set the leadership tone on prioritizing employee and customer health and safety and thus put into place regulatory-compliant SOPs to ensure long-term business sustainability, while also building resilience to enable it to counter any exigencies in the future. Besides this, Mr. Rahul Agrawal has played a significant role in the successful completion of Initial Public Offer and listing of equity shares of the Company on the Stock Exchanges.

Considering the above and as recommended by Nomination and Remuneration Committee and the Board, it is hereby proposed to increase the remuneration of Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director as mentioned hereunder:

- The total remuneration payable to Mr. Rahul Agrawal shall not exceed ₹1,90,00,000/- (Rupees One crore and Ninety Lakhs only) for the financial Year 2021-22 and the said remuneration may be increased by such per cent but, not exceeding 15% for the FY 2022-23 and 15% for the FY 2023-24.
- Further, in addition to the above and recognizing the overall contribution made towards the work done over the previous year including successful completion of Initial Public Offer of the Company, it was proposed to reward Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director with one-time bonus/incentive of ₹1,00,00,000 (Rupees One Crore Only).

Additional information required under Part II of Section II of Schedule V of the Companies Act, 2013

I. General information:

Nature of industry	The Company is engaged in the business of running Restaurants in India and Overseas.
Date or expected date of commencement of commercial production	Existing Company and is in operational (13/10/2006 is the date of Incorporation).
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

I. General information:

Financial performance based on given indicators	Please refer financial statements of the Company (web link: https://www.barbequenation.com/investor)
Foreign investments or collaborations, if any	The Company operates Barbeque Nation Restaurants in Dubai, Malaysia, Oman through its Subsidiaries. Further the Company has not entered into any collaborations during the last year.

II. Information about the appointee:

Background details	Mr. Rahul Agrawal holds a Bachelor's degree in commerce (honors) from Shri Ram College of Commerce, University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Bengaluru.
Age	39 years
Shareholding in the Company as on July 30, 2021.	1,00,990 Equity Shares
Past remuneration	Rs.1,32,18,926/- for FY 2020-21
Recognition or awards	-
Job profile and his suitability	During his tenure at Barbeque-Nation spanning over 6 years, he has held a number of senior leadership roles, including Non-Executive Director, President and Chief Financial Officer. Currently, he is the Whole-time Director and Chief Executive Officer of the Company. He has been an Executive Director of the Company since December 31, 2020.
Remuneration proposed	Not exceeding ₹1,90,00,000/- for FY 2021-22 and the said remuneration may be increased by such per cent but, not exceeding 15% for the FY 2022-23 and 15% for the FY 2023-24.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Rahul Agrawal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides the remuneration proposed to be paid to Mr. Rahul Agrawal, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other information:

Reasons of loss or inadequate profits	Economic shutdown due to the unprecedented havoc of the Covid-19 pandemic and its impact on the economy across the globe.
Steps taken or proposed to be taken for improvement	The Company is continuously focusing on improving its business by taking various measures, such as product innovation, focusing on delivery segment, etc.
Expected increase in productivity and profits in measurable terms	The management of the Company is expecting for better financial results in the future. Nonetheless, resurgence of Covid-19 and potential lockdown restrictions has made it difficult to ascertain future productivity and profitability.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the FY 2020-21.

The Board and the Nomination and Remuneration Committee recommends the resolution in relation to

increase the remuneration of Mr. Rahul Agrawal, for the approval by the Shareholders of the Company.

Except Mr. Rahul Agrawal, none of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding, if any in the Company.

Registered Office:

Sy. No. 62, Site No. 13, 6th Cross,
NS Palya, BTM Layout,
Bengaluru- 560 076,
Karnataka, India

Place: Bengaluru
Date: May 24, 2021

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

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