



Date: April 28, 2022

To

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

Sub: Intimation regarding Postal Ballot Notice dated April 28, 2022

Pursuant to provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose Postal Ballot Notice (“Notice”) along with Explanatory Statement which will be circulated to the Members of Barbeque-Nation Hospitality Limited (“Company”), to transact the following Special Businesses:

Sl. No.	Special businesses	Resolution
1	Re-appointment of Mr. Kayum Razak Dhanani (DIN: 00987597) as Managing Director of the Company:	Ordinary
2	Appointment of Ms. Revathy Ashok (DIN: 00057539) as an Independent Director of the Company:	Special

On account of the ongoing COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company will send the Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

Further, the schedule of events for Postal Ballot through remote e-Voting is as under:

Sl. No.	Activity	Date
1	Cut-off date for sending of Postal Ballot Notice to shareholders	Friday, April 22, 2022,
2	Commencement of e-Voting	From 09:00 A.M. (IST) on Friday, April 29, 2022
3	End of e-Voting	Up to 05:00 P.M. (IST) on Saturday, May 28, 2022

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, **F:** +91 80 45113062, **E-mail:** corporate@barbequenation.com, **CIN:** L55101KA2006PLC073031 **www.barbequenation.com**



The Notice is also available on the website of the Company 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

BARBEQUE-NATION HOSPITALITY LIMITED

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Telephone: +91 80 69134900

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time)

Dear Members,

Notice is hereby given to the Members/Shareholders of Barbeque-Nation Hospitality Limited (the "Company") pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, in view of the COVID-19 pandemic ("MCA Circulars") and any other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Businesses as set out hereunder through Postal Ballot by remote e-Voting process ("e-Voting").

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the below Special Businesses, setting out the material facts and reasons thereof, is appended along with this Postal Ballot Notice ("Notice").

On account of the ongoing COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

Pursuant to provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI (LODR) Regulations and MCA Circulars, the Company is offering facility of e-voting to all the Members to enable them to cast their votes only electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.barbequenation.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for

casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Saturday, May 28, 2022. The remote e-voting facility will be disabled by CDSL immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary (C.P. No.:11004; Membership No.: FCS 8860) as a Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner.

The Scrutinizer shall, after end of e-Voting period, scrutinize the votes cast through e-Voting, make a Scrutinizer's Report and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same. The Results shall be declared within 2 (two) working days after the end of e-Voting period and the same along with the Scrutinizer's Report, shall be placed on the website of the Company at www.barbequenation.com, website of CDSL at www.evotingindia.com and shall be communicated to Stock Exchanges where shares of the Company are listed i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

The proposed Resolutions, if approved and passed by Members with requisite majority, shall be deemed to have been passed on the last date of e-Voting, i.e. Saturday, May 28, 2022.

SPECIAL BUSINESSES

Item No. 1:

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

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

“RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(54), 196, 197, 198 and 203 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 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 Articles of Association Company, and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors in their Meeting held on February 3, 2022, consent of the Members be and is hereby accorded to re-appoint Mr. Kayum Razak Dhanani (DIN: 00987597) as Managing Director of the Company for a period of 3 (three) years with effect from 4th March, 2022 to 3rd March, 2025, with Nil remuneration and he shall not be liable to retire by rotation.

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

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

Item No. 2:

Appointment of Ms. Revathy Ashok (DIN: 00057539) as an Independent Director of the Company:

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

“RESOLVED THAT Ms. Revathy Ashok (DIN:00057539) who was appointed as an Additional Director in the category of Independent Director of the Company with effect from March 28, 2022, by the Board of Directors in their Meeting held on March 28, 2022, based on the recommendations of the Nomination and Remuneration Committee and in terms of Section 149, 150, 152, 161 and Schedule-IV of the Companies Act, 2013 (“the Act”) (read with relevant rules made thereunder), the applicable provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and the Articles of Association of the Company and who holds office up to the date of the next General Meeting or 3 (three) months from the date of her appointment, whichever is earlier, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and Schedule-IV of the Act read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 of the 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 Articles of Association of the Company, and as recommended by Nomination and Remuneration Committee and as approved by the Board of Directors in their Meeting held on March 28, 2022, consent of the Members be and is hereby accorded to appoint Ms. Revathy Ashok (DIN: 00057539), who meets the criteria for independence as provided in Section 149(6) of the Act 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 a period of 5 (five) consecutive years with effect from 28th March, 2022 to 27th March, 2027 and shall not be liable to retire by rotation.

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

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

Registered & Corporate Office:

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

Place: Bengaluru

Date: April 28, 2022

By order of the Board

For **Barbeque-Nation Hospitality Limited**

Sd/-

Nagamani C Y

Company Secretary & Compliance Officer

M. No.: A27475

Notes:

1. The Explanatory Statement, pursuant to Sections 102 and 110 of the Act read with Regulation 17(11) of the SEBI (LODR) Regulations, setting out material facts concerning the special business under Item Nos. 1 & 2 of the Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent only through electronic mode to all those shareholders whose names appear in the register of shareholders/list of beneficial owners as on Friday, April 22, 2022 i.e. the cut-off date and whose email ids are registered with the Company/ Registrar and Transfer Agent of the Company i.e. Link Intime India Pvt. Ltd. ("RTA" or "Link Intime") or Depository Participants ("DP").
3. Notice will also be available on the Company's website at www.barbequenation.com, websites of the Stock Exchanges where shares of the Company are listed i.e. BSE Limited at www.bseindia.com, and National Stock Exchange of India Limited at www.nseindia.com and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.
4. In compliance with provisions of Sections 108 and 110 of the Act read with rules made thereunder, Regulation 44 of the SEBI (LODR) Regulations, as amended, and MCA Circulars, the Shareholders are provided with the facility to cast their vote electronically, through the e-Voting facility on all the resolutions set forth in this Notice. The facility of casting e-Voting will be provided by CDSL.
5. As per the MCA Circulars and on account of the threat posed by the COVID-19 pandemic, physical copies of the Notice, Postal Ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent only through remote e-Voting.
6. The voting rights of shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. only those persons whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, shall be entitled to vote through remote e-Voting. Any person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
7. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Document(s) referred to in the statement, if any, may be inspected electronically on all working days without any fee from the date of circulation of this Notice until the last date for casting votes through e-Voting by writing an email to the Company Secretary at compliance@barbequenation.com.

Instructions to Shareholders for e-Voting:

1. The e-Voting period begins and ends on the below mentioned period:

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

During aforementioned period Shareholders, holding shares of the Company in dematerialized form, as on the cut-off date i.e. Friday, April 22, 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. 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: Accessing the CDSL e-Voting system

A. Login method for Individual Shareholders holding securities in Demat form:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat form with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 e-Voting period. 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.

	<p>iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile No. & Email 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.</p>
<p>Individual Shareholders holding securities in Demat form with NSDL</p>	<p>i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL at https://eservices.nsd.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 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.</p> <p>ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-Voting website of NSDL at https://www.evoting.nsd.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 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 e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat form) login through their Depository Participants</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. 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 e-Voting period.</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 CDSL	Members facing any technical issues relating to 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 issues relating 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.

B. Login method for Shareholders other than Individual Shareholders holding Shares in Demat form:

- i) The shareholders should log on to the e-Voting portal of CDSL at 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 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"> ➤ Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). ➤ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> ➤ 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. ➤ 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.

- vii) After entering these details appropriately, click on “SUBMIT” tab.

C. E-Voting facility for Non-Individual Shareholders & Custodians:

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- (v) 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 and to the Company at compliance@barbequenation.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Step 2: 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 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.
- (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.

4. 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.

- 5. If you have any queries or issues regarding e-Voting on the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
- 6. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, 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.

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 item of Special Business as mentioned in the accompanying Notice and shall form part of the Notice.

Item No. 1:**Re-appointment of Mr. Kayum Razak Dhanani (DIN: 00987597) as Managing Director of the Company:**

Mr. Kayum Razak Dhanani (DIN: 00987597) was re-appointed as Managing Director of the Company for a period of 3 years from March 4, 2019 to March 3, 2022 with nil remuneration.

Based on the recommendations of Nomination and Remuneration Committee (NRC) and subject to approval of the Shareholders, the Board of Directors (the "Board"), in the Board Meeting held on February 3, 2022, have approved the re-appointment of Mr. Kayum Razak Dhanani as Managing Director of the Company for a period of 3 years from March 4, 2022 to March 3, 2025 with nil remuneration.

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

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

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

The brief profile, expertise in specific areas, 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. Kayum Razak Dhanani are disclosed below:

Brief profile of Mr. Kayum Razak Dhanani:

Mr. Kayum Razak Dhanani 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. He is one of the Promoters of the Company.

Other Disclosures:

Name of the Director	Mr. Kayum Razak Dhanani																								
Director Identification Number (DIN)	00987597																								
Date of Birth & Age	07/05/1972 (49 years)																								
Date of first Appointment to the Board of the Company	November 30, 2012																								
Qualifications	Diploma in sole making from the Central Leather Research Institute, Chennai																								
Expertise in specific functional areas	Accounts & Finance, Marketing and Strategy, Information Technology, Human Resources Management, Risk Management, Business Management																								
No. of Shares held in the Company, including shareholding as a Beneficial Owner	3,33,400 equity shares representing 0.86% of the paid up share capital of the Company. <i>Further, Mr. Kayum Razak Dhanani is one of the Promoters of the Company.</i>																								
Inter-se relationships between the other Directors and Key Managerial Personnel of the Company	a) Mr. Kayum Razak Dhanani is a brother of Mr. Raooof Razak Dhanani, a Non-Executive Director; and b) Mrs. Suchitra Dhanani, a Non-Executive Director is sister-in-law of Mr. Kayum Razak Dhanani and Mr. Raooof Razak Dhanani. <i>Except as disclosed above, none of the Directors are related to each other.</i>																								
Terms and Conditions of appointment	Appointment as Managing Director of the Company for a period of 3 years commencing from March 4, 2022 to March 3, 2025, with nil remuneration.																								
Directorships held in Board of other Companies as on the date of this Postal Ballot Notice	<table border="1"> <thead> <tr> <th>Name of the Company/ LLP</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Brown House Baking Private Limited</td> <td>Director</td> </tr> <tr> <td>Samar Retail Private Limited</td> <td>Director</td> </tr> <tr> <td>Samar Lifestyle Private Limited</td> <td>Director</td> </tr> <tr> <td>Iconium Leather Works Private Limited</td> <td>Director</td> </tr> <tr> <td>Sara Suole Private Limited</td> <td>Managing Director</td> </tr> <tr> <td>Ruosh Retail Private Limited</td> <td>Director</td> </tr> <tr> <td>Callidus Shoemakers Private Limited</td> <td>Director</td> </tr> <tr> <td>Catwalk Worldwide Private Limited</td> <td>Director</td> </tr> <tr> <td>Red Apple Kitchen Consultancy Private Limited</td> <td>Director</td> </tr> <tr> <td>Liberty Restaurent Private Limited</td> <td>Additional Director</td> </tr> <tr> <td>Sayaji Housekeeping Services Limited</td> <td>Director</td> </tr> </tbody> </table>	Name of the Company/ LLP	Designation	Brown House Baking Private Limited	Director	Samar Retail Private Limited	Director	Samar Lifestyle Private Limited	Director	Iconium Leather Works Private Limited	Director	Sara Suole Private Limited	Managing Director	Ruosh Retail Private Limited	Director	Callidus Shoemakers Private Limited	Director	Catwalk Worldwide Private Limited	Director	Red Apple Kitchen Consultancy Private Limited	Director	Liberty Restaurent Private Limited	Additional Director	Sayaji Housekeeping Services Limited	Director
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Red Apple Kitchen Consultancy Private Limited	Director																								
Liberty Restaurent Private Limited	Additional Director																								
Sayaji Housekeeping Services Limited	Director																								
Position held in Board Committees of other Companies as on the date of this Postal Ballot Notice	None																								
Names of Listed Entities from which he has resigned in the past 3 (three) years	Sayaji Hotels Limited																								

Details of Remuneration sought to be paid	The Company is not paying any remuneration, including the sitting fees.	
Last drawn Remuneration	Not Applicable	
Number of Board Meetings attended in FY 2021-22	No. of Board Meetings Held	No. of Board Meetings Attended
	7	7

Pursuant to the provisions of section 190 of the Companies Act, 2013, the resolution including the explanatory statement in relation to appointment of Mr. Kayum Razak Dhanani, may be treated as a written memorandum setting out the terms of his appointment as Managing Director.

It is imperative to take note of the immense and invaluable contribution made by Mr. Kayum Razak Dhanani towards growth and expansion of business of the Company. Under the leadership of Mr. Kayum Razak Dhanani, the Company has grown significantly through organic and in-organic business strategies and transitioned to Food Service Company.

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

In the opinion of the Board, Mr. Kayum Razak Dhanani is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI (LODR) Regulations for his appointment as Managing Director of the Company.

Considering the recommendation of Nomination and Remuneration Committee and evaluating the skills, integrity, knowledge, expertise and past experience of Mr. Kayum Razak Dhanani, the Board hereby recommend the re-appointment of Mr. Kayum Razak Dhanani for a period of 3 years commencing from March 4, 2022 to March 3, 2025 with nil remuneration, for approval of the Members/Shareholders by way of an Ordinary Resolution.

Except Mr. Raof Razak Dhanani, Mrs. Suchitra Dhanani and Mr. Kayum Razak Dhanani himself, none of the other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their shareholding in the Company, are concerned or interested, financially or otherwise, in Item No.1 of the Special Business as set out in the Notice.

Item No. 2:

Appointment of Ms. Revathy Ashok (DIN: 00057539) as an Independent Director of the Company:

Attention of the Members is hereby drawn to the provisions of Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and particularly the proviso to the said regulation, and excerpt of the same is reproduced below:

"Provided that the Board of Directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020."

Considering the above and reckoning the market capitalization of the Company for the financial year 2021-22, and based on the recommendations of Nomination and Remuneration Committee (NRC), the Board of Directors (the "Board"), in the Board Meeting held on March

28, 2022, have approved the appointment of Ms. Revathy Ashok (DIN: 00057539) as an Additional Director in the category of Independent Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act").

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board at its Meeting held on March 28, 2022 and in accordance with the provisions of Sections 149, 150, 152 and Schedule-IV of the Act, has approved the appointment of Ms. Revathy Ashok as an Independent Director of the Company for a period of 5 years commencing from March 28, 2022 to March 27, 2027 and she is not liable to retire by rotation.

Ms. Revathy Ashok is eligible for appointment as a Director and as an Independent Director. The Company has received necessary statutory disclosures/declarations/information/confirmation from Ms. Revathy Ashok, 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 she 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 she 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, Ms. Revathy Ashok has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Revathy Ashok has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Ms. Revathy Ashok 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 Ms. Revathy Ashok are disclosed below:

Brief profile of Ms. Revathy Ashok:

Ms. Revathy Ashok has a Post Graduate Diploma in Management from Indian Institute of Management - Bengaluru (IIM-B). She is the Co-Founder of Strategygarage Solutions LLP, a Strategy & Growth consulting firm for Start-ups, 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.

Past experience of Ms. Revathy Ashok:

Ms. Revathy Ashok has held senior leadership positions in various global corporations such as:

- a) Managing Director of Tishman Speyer;
- b) Chief Financial Officer (CFO) of Syntel Inc., a US based NASDAQ listed IT services company, first woman from India to be the CFO of a NASDAQ Listed Company.

Other Disclosures:

Name of the Director	Revathy Ashok		
Director Identification Number (DIN)	00057539		
Date of Birth & Age	16/01/1959 (63 years)		
Date of first Appointment to the Board of the Company	28/03/2022		
Qualifications	Post Graduate Diploma in Management from IIM-Bengaluru		
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, Environment and Social Governance, Sustainability Development.		
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	Appointment as an Independent Director for a consecutive period of 5 years commencing from March 28, 2022 to 27 th March, 2027.		
Directorships held in Board of other Companies as on the date of this Postal Ballot Notice	Name of the Company/ LLP	Designation	
	Strategygarage Solutions LLP	Designated Partner	
	Astrazeneca Pharma India Limited	Director	
	Welspun Corp Limited	Director	
	ADC India Communications Limited	Director	
	Sansera Engineering Limited	Director	
	Quess Corp Limited	Director	
	Welspun Metalics Limited	Additional Director	
	Shell MRPL Aviation Fuels And Services Limited	Director	
	Manipalcigna Health Insurance Company Limited	Director	
	Khemeia Technologies Private Limited	Director	
	Athena Infonomics India Private Limited	Additional Director	
	Microland Limited	Director	
	Position held in Board Committees of other Companies as on the date of this Postal Ballot Notice	Name of the Company	Name of the Committee*
ADC India Communications Limited		AC	Chairperson
		SRC	Member
		RMC	Member
		NRC	Chairperson
		CSRC	Member
Quess Corp Limited		AC	Member
		SRC	Member
		CSRC	Chairperson
		RMC	Member

		NRC	Chairperson
Astrazeneca Pharma India Limited		SRC	Member
		CSRC	Member
		NRC	Chairperson
Shell MRPL Aviation Fuels And Services Limited		AC	Chairperson
		NRC	Member
		CSRC	Member
Microland Limited		AC	Chairperson
		NRC	Member
		CSRC	Member
Sansera Engineering Limited		AC	Chairperson
		NRC	Chairperson
		CSRC	Chairperson
Welspun Corp Limited		NRC	Member
		Share Transfer & Investor's Grievance & SRC	Member
		ESG & CSR Committee	Member
Manipalcigna Health Insurance Company Limited		AC	Member
		NRC	Chairperson
*AC: Audit Committee; NRC: Nomination & Remuneration Committee; SRC: Stakeholders Relationship Committee; CSRC: Corporate Social Responsibility Committee; RMC: Risk Management Committee;			
Names of Listed Entities from which she 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	Not Applicable		
Number of Board Meetings attended in FY 2021-22	Not Applicable		
The skills and capabilities required for the role and the manner in which she meets such requirements	Considering the educational background, knowledge, past experience, as disclosed above, Ms. Revathy Ashok meets the eligibility criteria required for the role of an Independent Director of the Company.		

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

Based on the recommendation of Nomination and Remuneration Committee and evaluating the skills, integrity, knowledge, expertise and past experience of Ms. Revathy Ashok in the Corporate world, the Board hereby recommend the appointment of Ms. Revathy Ashok as an Independent Director, for a period of 5 consecutive years commencing from March 28, 2022 to March 27, 2027, for approval of the Members Shareholders by way of Special Resolution.

Except Ms. Revathy Ashok, 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.2 of the Special Business as set out in the Notice.

Registered & Corporate Office:

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

Place: Bengaluru**Date:** April 28, 2022

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

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