



Date: July 20, 2021

To

<p>The Manager, Listing Department BSE Limited P.J. Towers, Dalal Street, Mumbai – 400001</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 Sir/Madam,



Sub: Voting results and Scrutinizer's Report in connection with Extra-Ordinary General Meeting ("EGM") of Barbeque-Nation Hospitality Limited ("the Company") held on Monday, July 19, 2021.

In furtherance to our letter dated July 19, 2021, we enclose herewith the voting results as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration), Rules 2014, for the e- voting (both remote e- voting and e-voting at the EGM) of Extraordinary General Meeting of the Company which was held on Monday, July 19, 2021 at 10:00 A.M. (IST) through video conference/other audio visual means.

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
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www.barbequenation.com

General information about company	
Scrip code	543283
NSE Symbol	BARBEQUE
MSEI Symbol	
ISIN	INE382M01027
Name of the company	Barbeque-Nation Hospitality Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	19-07-2021
Start time of the meeting	10:00 AM
End time of the meeting	10:30 AM

Scrutinizer Details	
Name of the Scrutinizer	Parameshwar G Bhat
Firms Name	Parameshwar G Bhat
Qualification	CS
Membership Number	8860
Date of Board Meeting in which appointed	25-06-2021
Date of Issuance of Report to the company	19-07-2021

Voting results	
Record date	12-07-2021
Total number of shareholders on record date	24401
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	32
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Textual Information(1)

Text Block	
Textual Information(1)	<p>The agenda item no. 1 as mentioned in the EGM Notice, dated 25 June 2021, is under examination by BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"). Voting results for the agenda item no.1 will be intimated as per the directions of the Stock Exchanges.</p> <p>Hence, only the voting results of agenda items no.2 and 3 are hereby disclosed as Resolution (1) and (2).</p>

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the modification of 'Barbeque Nation Hospitality Limited Employee Stock Option Plan 2015' (ESOP 2015) to the extent of the following; Increasing the total number of options in the ESOP 2015 from 9,32,480 to 20,00,000 options; Amending the definition of "Employee/Employees"; Insertion of new provision under clause 6 of the ESOP 2015 with respect to maximum vesting period; Substitution of clause 7.2 (5) & (6) of the ESOP Plan 2015				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13403843	13043582	97.3123	13043582	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13403843	13043582	97.3123	13043582	0	100	0
Public-Institutions	E-Voting	9599922	7759298	80.8267	6378886	1380412	82.2096	17.7904
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9599922	7759298	80.8267	6378886	1380412	82.2096	17.7904
Public-Non Institutions	E-Voting	14539155	11474433	78.9209	11089423	385010	96.6446	3.3554
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	14539155	11474433	78.9209	11089423	385010	96.6446	3.3554
Total		37542920	32277313	85.9744	30511891	1765422	94.5305	5.4695
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Please read this Resolution No. as Resolution No.2 as mentioned in EGM Notice dated June 25, 2021.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of 'Barbeque Nation Hospitality Limited Employee Stock Option Plan 2015' (ESOP 2015)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13403843	13043582	97.3123	13043582	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13403843	13043582	97.3123	13043582	0	100
Public- Institutions	E-Voting	9599922	7759298	80.8267	6378886	1380412	82.2096	17.7904
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9599922	7759298	80.8267	6378886	1380412	82.2096
Public- Non Institutions	E-Voting	14539155	11474433	78.9209	11089429	385004	96.6447	3.3553
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		14539155	11474433	78.9209	11089429	385004	96.6447
Total		37542920	32277313	85.9744	30511897	1765416	94.5305	5.4695
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Please read this Resolution No. as Resolution No.3 as mentioned in EGM Notice dated June 25, 2021.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, FCS

Company Secretary

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Telefax : +91 80 41231106
e-mail : parameshwar@vjkt.in
parameshwar.g.bhat@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]

To
Mr. T. N Unni
Chairman
Barbeque-Nation Hospitality Limited
Bangalore

Dear Sir,

I, Parameshwar G Bhat, Company Secretary in Whole-Time Practice (FCS No 8860, CP No. 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080 was duly appointed as Scrutinizer by Barbeque-Nation Hospitality Limited for the purpose of scrutinizing the voting i.e.e-voting prior to the Extra-ordinary General Meeting (EGM) ('remote e-voting') and electronic voting ('e-voting') at the Extra-ordinary General Meeting held on 19th July, 2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time, and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA General Circular Number 14/2020, 17/2020, 20/2020 and 02/2021, hereby furnish my Report to you.

The Notice dated 25th June, 2021, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolution passed at the Extra-ordinary General Meeting (EGM) of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and e-voting at the Extra-ordinary General Meeting held through Video Conference (VC) or



Other Audio Visual Means (OAVM) for the Resolutions proposed in the notice of Extraordinary General Meeting of the Members of the Company held on 19th July, 2021. My responsibility as Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "fa vour" or "against" on the Resolutions proposed in the Notice convening the Extraordinary General Meeting of the Company, based on the Report provided by Central Depository Services (India) Ltd (CDSL), the Agency engaged by the Company to provide remote e-voting facility and e-voting facility at the EGM for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open from 15th July, 2021 (9.00 A.M. IST) till 18th July, 2021 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolutions.

After declaration of voting by Chairman, the Shareholders participated at the EGM through VC/OAVM voted through e-voting facility at the EGM provided by Central Depository Services (India) Ltd (CDSL) at the EGM.

The Members holding Equity Shares as on the "cut-off date" i.e. 12th July, 2021 were entitled to vote on the Resolutions proposed in the Notice calling the Extraordinary General Meeting.

At the end of the e-voting period on 18th July, 2021 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

After the conclusion of e-voting at the EGM, the votes cast under remote e-voting and votes cast through e-voting at the EGM were unblocked on 19th July, 2021 in the presence of Mr. SharanKumar S and Mr. Vijayakrishna KT who acted as witnesses as prescribed under Sub-Rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes there under were counted.

Thereafter, the details containing *inter-alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the report generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such reports,

- a. 92 Members (folio wise) have cast their votes through remote e-voting.
- b. 3 Members (folio wise) have cast their votes through e-voting at the Extraordinary General Meeting.



Pursuant to the emails dated 16th July, 2021 received from BSE Limited and National Stock Exchange of India Limited were shared with me and it was informed to me that the matter w.r.t. proposed preferential issue is under examination by the Stock Exchanges and accordingly BSE Limited and National Stock Exchange of India Limited had issued directions that the results of the voting on Agenda item No. 1 may not be made public and the same shall be kept in a sealed cover pending the completion of examination. Considering the same, the results of the Agenda item No. 1 are not being included in this report and have been kept separately in sealed cover with me and the same will be handed over to the Chairman / Authorised person on receipt of the confirmation from the Stock Exchanges.

The brief analysis of the Results of the remote e-voting and e-voting at the EG Mare furnished here below:

SPECIAL BUSINESS:

Item No.2: To consider and approve the modification of 'Barbeque Nation Hospitality Limited Employee Stock Option Plan 2015' (ESOP 2015):

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		E-voting at the EGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	82	30509443	3	2448	85	30511891	94.53%
Dissent	10	1765422	0	0	10	1765422	5.47%
Total	92	32274865	3	2448	95	32277313	100%
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL



Item No. 3: To consider and ratify 'Barbeque Nation Hospitality Limited Employee Stock Option Plan 2015' (ESOP 2015):

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		E-voting at the EGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	83	30509449	3	2448	86	30511897	94.53%
Dissent	9	1765416	0	0	9	1765416	5.47%
Total	92	32274865	3	2448	95	32277313	100%
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Based on the foregoing, the resolutions numbers 02 and 03 may be deemed to have been passed by requisite majority.

All the relevant records relating to remote e-voting and e-voting are under my safe custody are being handed over to the Company Secretary of the Company for preserving safely.

Thanking You
Yours Truly



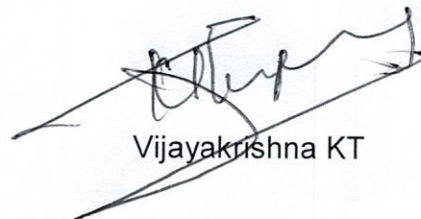
Parameshwar G Bhat
Company Secretary
FCS No.: 8860
C. P. No.: 11004
UDIN:F008860C000655737



Date: 19.07.2021
Place: Bangalore



Witnesses: Sharan Kumar S



Vijayakrishna KT