



ADDENDUM/CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON JULY 19, 2021

On June 25, 2021, Barbeque-Nation Hospitality Limited (the "Company") had dispatched to the Members/Shareholders of the Company the Notice of Extra-Ordinary General Meeting dated June 25, 2021 (EGM Notice) scheduled to be held on Monday, July 19, 2021, at 10 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following Special Business:

1. To consider and approve the issue of Equity Shares through preferential issue basis;
2. To consider and approve the modification of 'Barbeque Nation Hospitality Limited Employee Stock Option Plan 2015' (ESOP 2015); and
3. To consider and ratify 'Barbeque Nation Hospitality Limited Employee Stock Option Plan 2015' (ESOP 2015).

The Company is issuing this Addendum/corrigendum in respect of the following matters forming part of Explanatory Statement annexed to the EGM Notice:

(1) On Page No. 15, point C.(i) (ii) is inserted and new points be read as under:

C.(i) Re-computation of the share price:

The preferential issue is being made to qualified institutional buyers, not exceeding five in number, at a price computed in accordance with the provisions of Regulations 164(4) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), i.e. at not less than the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the Relevant Date (as defined in Chapter V of the ICDR Regulations).

The preferential allotment is not being made under Regulation 164(2) of the ICDR Regulations, and hence the price determined is not subject to re-computation in accordance with Regulation 164(3). The events set out in Regulation 166 of the ICDR Regulations that require adjustments to pricing are also not applicable to the Company. Consequently, no adjustments to the subscription price payable by the potential investors under the preferential allotment will be made.

As a result, the disclosures and undertakings required pursuant to Regulations 163(1)(g) and (h) of the ICDR Regulations are not applicable to the proposed preferential allotment.

(ii) Clarification on the Valuation

The existing provisions of Articles of Association in relation to Preferential Issue permit the company to make a preferential allotment:

*"to any persons if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (a) or clause (b) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer **subject to the Rules**".*

Provisions of Rule 13 (1) of the Companies (Share Capital and Debentures) Rules, 2014 state the following:

"Provided further that the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer".

Accordingly, since a listed company is not required to obtain a valuation report from a registered valuer, our Articles of Association, which are subject to the Rules, do not require a valuation report from a registered valuer.

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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Therefore, the price for the proposed preferential allotment has been computed in accordance with SEBI ICDR Regulations, 2018, as certified by a chartered accountant.

(2) On Page No. 16, Sl. No. 3 of point (J) is modified and be read as under:

(J) The Name and Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees), the percentage of pre and post preferential issue capital that may be held by them:

| Sl. No. | Name of the Proposed allottees | Category | Pre-issue shareholding | | Post-issue shareholding | | Natural Persons who are the Ultimate beneficial owners |
|---------|---|--------------|------------------------|---------------------------|-------------------------|---------------------------|---|
| | | | No. of Equity Shares | % of total equity capital | No. of Equity Shares | % of total equity capital | |
| 3. | Motilal Oswal Equity Opportunities Fund Series – II | Non-Promoter | NIL | | 2,94,464 | 0.76% | Motilal Oswal Equity Opportunities Fund Series - II ("Fund") is a scheme of Motilal Oswal Alternative Investment Trust ("Trust"), a private umbrella trust organized under the Indian Trust Act, 1882 which is registered as a Category III - Alternative Investment Fund ("Category III - AIF or AIF") with Securities and Exchange Board of India ("SEBI") under SEBI (Alternative Investment Funds) Regulations, 2012, vide registration number IN/AIF3/13-14/0044 dated April 10, 2013. Vistra ITCL (India) Limited is the Trustee of the Trust. Motilal Oswal Asset Management Company Limited is the investment manager and Settlor of the Trust while Motilal Oswal Financial Services Limited is the sponsor. Motilal Oswal Financial Services Limited is a listed entity and Motilal Oswal Asset Management Company Limited is a wholly owned subsidiary of Motilal Oswal Financial Services Limited. No natural person holds a controlling beneficial interest in the Trust and the concept of a protector does not apply. Underlying investors are the ultimate beneficial owners and no single investor holds more than 15% interest in the Trust, whether directly or indirectly. Mr. Navin Agarwal, is the Managing Director and Chief Executive Officer of Motilal Oswal Asset Management Company Limited, which is the Investment Manager and Settlor of the Trust. |



(3) a. Clarification on the agenda items 2 & 3.

Under the prevailing ESOP scheme 2015, the Company can grant up to 9,32,480 options to its eligible employees. The company has been granting options over last 6 years and as on March 31, 2021 outstanding/active options are 892,929. The company based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board, proposes to increase the ESOP pool size to 20,00,00,00 from existing ESOP pool size of 9,32,480. The exercise price as per the recommendation of NRC and the Board shall be the closing price on the recognized stock exchange with the highest trading volume as on the day prior to the Grant Date, subject to SEBI (Share Based Employee Benefits) Regulations, 2014.

b. Para in relation to the interest of Directors and Key Managerial Personnel in Page Nos. 20 & 21 shall be read as hereunder:

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in these resolutions (Item 2 & 3) except to the extent of their shareholding, if any in the company or the ESOPs granted or to be granted, under the ESOP 2015.

The Members are requested to read the EGM Notice in conjunction with this Addendum/corrigendum for modifications and/or insertions in the Explanatory Statement of the EGM Notice as mentioned above.

All other contents of the EGM Notice, save and except as modified and/or inserted by this Addendum/corrigendum, shall remain unchanged.

The Members are requested to consider Special Resolutions at Item Nos.1, 2 & 3 and corresponding Explanatory Statement of the EGM Notice keeping in mind the above mentioned modifications.

All the documents referred to in this Addendum/corrigendum to the EGM Notice shall be available at the registered office and the interested members may obtain a soft copy of the same by writing to compliance@barbequenation.com and a soft copy of the same will be dispatched to the registered email id of the member.

A copy of this addendum/corrigendum and the EGM Notice shall be available on the Company's website at www.barbequenation.com and also on the website of Central Depository Services (India) Limited at <https://www.evotingindia.com> and has been communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Registered Office:

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

Place: Bengaluru

Date: July 13, 2021

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

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