



Date: August 26, 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 the Extra-Ordinary General Meeting ("EGM") of Barbeque-Nation Hospitality Limited ("the Company") held on Monday, July 19, 2021.

In continuation to our letters dated July 17, 2021 and July 20, 2021, we enclose herewith the voting results of agenda item no.1 of the EGM 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, as amended, for the e- voting (both remote e-voting and e-voting at the EGM) of Extra-Ordinary 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
T: +91 80 45113000, **F:** +91 80 45113062, **E-mail:** corporate@barbequenation.com, **CIN:** L55101KA2006PLC073031
www.barbequenation.com

General information about company	
Scrip code	543283
NSE Symbol	BARBEQUE
MSEI Symbol	NA
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	26-08-2021

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	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of issue of 11,77,855 Equity Shares of Rs.5/- each, at an issue price of Rs.849/- per share including a premium of Rs.844/- per share through preferential issue basis				
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	7759298	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9599922	7759298	80.8267	7759298	0	100
Public- Non Institutions	E-Voting	14539155	11474433	78.9209	11474382	51	99.9996	0.0004
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		14539155	11474433	78.9209	11474382	51	99.9996
Total		37542920	32277313	85.9744	32277262	51	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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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Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080
Tel : +91 80 23610847
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 and Circular No. 20/2020 dated May 5, 2020 (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 Extra-



ordinary 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 casts in "favour" or "against" on the Resolutions proposed in the Notice convening the Extra-ordinary 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 on the e-voting platform.

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 Extra-ordinary 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. Sharan Kumar 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 Extra-ordinary General Meeting.



On 19th July 2021 being the date of the EGM, I have submitted Scrutinizer's Report i.e. within two working days of completion of Extraordinary General Meeting, for Agenda Items no. 2 and 3. My Report on Agenda Item No. 1 was held back as explained below.

Pursuant to the email dated 16th July, 2021 received by the Company from BSE Limited and National Stock Exchange of India Limited which were shared with me, it was informed to me that the matter w.r.t. proposed preferential issue under Agenda Item No. 1 was under examination by the Stock Exchanges and accordingly BSE Limited and National Stock Exchange of India Limited had issued directions that in the interest of investors in the securities market that the voting in the EGM may be carried on; however, 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, results of the Agenda Item No. 1 were not included in my earlier report dated 19th July 2021 and were kept separately in sealed cover with me and the same were to be handed over to the Chairman / Authorised person on receipt of the confirmation from the Stock Exchanges.

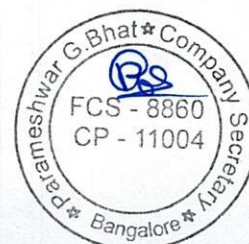
This arose since as per the Article of Association of the Company, Article 3.3 (c) which inter alia states "*....to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (a) or clause (b) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.*" The Valuation Report was not made part of the notice of Extraordinary General Meeting.

The said Valuation Report dated 16th July, 2021 was duly taken note of, by the Board of Directors on 17th July 2021.

Further, on receipt of the directions from the Stock Exchanges vide their respective mails dated 11th August, 2021 addressed to the Compliance Officer and Company Secretary of the Company, the Company had requested me to get the confirmation from the shareholders who have voted on the Resolution under Agenda Item No. 1 between 15th July, 2021 to 17th July, 2021, with the following questions if the said Valuation Report was made available to them, how they would have voted:

- 1 Would not have voted differently
- 2 Would have voted differently
- 3 Would have voted in favour of the resolution
- 4 Would have voted against the resolution
- 5 Would have abstained from voting

Accordingly, I have sent emails to all the shareholders who had voted on the Agenda Item No. 1 proposed in the notice of Extraordinary General Meeting of the Members of the Company held on 19th July, 2021 through the email ids as made available to me



on 11th August, 2021 requesting to send scanned copies of their response by email at "parameshwar@vjkt.in" in the format (Annexure I) attached to this letter by 5.00 PM on or before August 14 i.e. within 3 days of the receipt of this letter. The option was given for them to send their response on how they would have voted by email at parameshwar@vjkt.in as well.

I have received responses to my letter from sixteen (16) shareholders up to 14th August, 2021. Their responses are as follows:

Sl. No.	Questions put before the Shareholders	Confirmation/response received	
		No. of Shareholders	No. of Shares
1	Would not have voted differently	13	13442429
2	Would have voted differently	0	0
3	Would have voted in favour of the resolution	03	3650829
4	Would have voted against the resolution	0	0
5	Would have abstained from voting	0	0
	Total	16	17093258

Further, I sent emails to remaining Seventy Three (73) shareholders i.e. the shareholders who hadnot responded to my earlier mail, on 17.08.2021, pursuant to the directions of the Stock Exchanges, requesting for their confirmation.

Out of remaining 73 shareholders, I have received the response from Fifteen(15) shareholders who constitutes (7.74)% of the issued share capital of the Company.

The pattern of the responses from the aforesaid Fifteen (15) shareholders was hereunder:

Sl. No.	Questions put before the Shareholders	Confirmation/response received	
		No. of Shareholders	No. of Shares
1	Would not have voted differently	13	2907184
2	Would have voted differently	0	0
3	Would have voted in favour of the resolution	02	50
4	Would have voted against the	0	0



	resolution		
5	Would have abstained from voting	0	0
	Total	15	2907234

Further, I sent mail to Fifty Eight (58) shareholders i.e. the shareholders who have not responded to my earlier mails dated 11.08.2021 and 17.08.2021, on 20.08.2021 pursuant to further directions of the Stock Exchanges, requesting for their confirmation as 2nd and Final reminder.

Out of remaining 58 shareholders, I have received the response from Ten (10) shareholders who constitutes (19.73)% of the issued share capital of the company.

The pattern of the responses from the aforesaid Ten (10) shareholders was hereunder:

Sl. No.	Questions put before the Shareholders	Confirmation/response received	
		No. of Shareholders	No. of Shares
1	Would not have voted differently	09	7409050
2	Would have voted differently	0	0
3	Would have voted in favour of the resolution	01	18
4	Would have voted against the resolution	0	0
5	Would have abstained from voting	0	0
	Total	10	7409068

The total number of shareholders cast vote electronically are Eighty Nine (89) shareholders (folio wise) holding shares of 31769321 (84.62%) in that 41 Shareholders holding 27409560(73% of the total shares and 86.28% of the shares voted through e-voting) have confirmed their voting. Shareholders holding around 11.62 % of the shares from the originally voted shareholders did not respond to my original mail dated 11th August, 2021 or reminder mails dated 17.08.2021 and 20.08.2021.

The shareholders who have not responded to any of the above mails, I have sent a communication by email that I will consider their original votes cast through the e-voting platform as the final one.

The brief analysis of the Results of the remote e-voting and e-voting at the EGM considering the above responses are furnished herebelow:

SPECIAL BUSINESS:



Item No.1: To consider and approve the issue of Equity Shares through Preferential Issue basis:

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	90	32274814	3	2448	93	32277262	100%
Dissent	2	51	0	0	2	51	0%
Total	92	32274865		2448	95	32277313	100%
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Based on the foregoing, the resolution under Agenda Item No. 1 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 and are being handed over to the Company Secretary of the Company for preserving safely.

Thanking You
Yours Truly



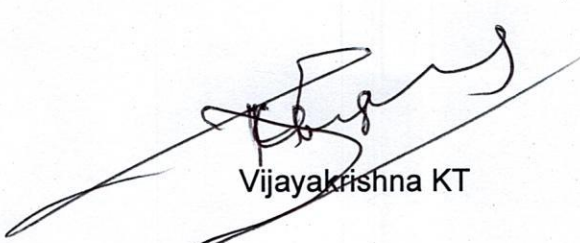
Parameshwar G Bhat
Company Secretary
FCS No.: 8860
C. P. No.: 11004
UDIN: F008860C000837930



Date: 26.08.2021
Place: Bangalore



Witnesses: Sharan Kumar S



Vijayakrishna KT