



Date: August 12, 2022

To

The Manager, Listing Department BSE Limited P.J. Towers, Dalal Street, Mumbai – 400 001 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,

Subject: Notice of 16th Annual General Meeting (“AGM”) of Shareholders/Members of Barbeque-Nation Hospitality Limited (the “Company”)

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed Notice of 16th Annual General Meeting (“AGM”) of Shareholders/Members of the Company to be held on Tuesday, September 6, 2022 at 11:00 AM (IST) through Video Conference or Other Audio Visual Means (“VC/OAVM”), will be circulated to the Shareholders by email.

The Notice of 16th AGM 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 & Corporate Office: “Saket Callipolis”, Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035, Karnataka, India. **T:** +91 8069134900,
E-mail: corporate@barbequenation.com, **CIN:** L55101KA2006PLC073031 www.barbequenation.com



Barbeque-Nation Hospitality Limited

CIN: L55101KA2006PLC073031

Registered & Corporate Office: "Saket Callipolis", Unit No. 601 & 602, 6th Floor,
Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru - 560035, Karnataka, India

Telephone: +91 80 69134900

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

NOTICE OF 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixteenth (16th) Annual General Meeting ("AGM") of the Members/Shareholders of Barbeque-Nation Hospitality Limited (the "Company") will be held on Tuesday, September 6, 2022 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, 2022:

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, 2022, 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 Mr. Devinjit Singh (DIN: 02275778), Director, who retires by rotation:

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

"RESOLVED THAT Mr. Devinjit Singh (DIN: 02275778), Director, who retires by rotation at this Annual General Meeting, and being eligible for reappointment and who offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No. 3:

Re-appointment of Mr. Rahul Agrawal (DIN: 07194134), Director, who retires by rotation:

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

"RESOLVED THAT Mr. Rahul Agrawal (DIN: 07194134), Director, who retires by rotation at this Annual General Meeting, and being eligible for reappointment and who offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

The explanatory statement for the following Special Business is enclosed as *Annexure to the 16th AGM Notice*.

Item No. 4:**Approval of Modification of 'Barbeque Nation Hospitality Limited - Employee Stock Option Plan 2015' (ESOP 2015):**

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB&SE) Regulations”), the applicable provisions of Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions and sanctions as considered necessary and all other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by the Central Government, Ministry of Corporate Affairs, Securities and Exchange Board of India or any other regulatory authorities from time to time (including any statutory modifications or amendments thereto or re-enactments thereof) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded to transfer 5,00,000 Employee Stock Options (ESOPs) from ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2015’ (“ESOP 2015”/“Existing ESOP Plan”) to ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022’ (“ESOP 2022”/“New ESOP Plan”).

RESOLVED FURTHER THAT the transfer, as aforementioned shall take effect simultaneously with the approval and adoption of New ESOP Plan by the Shareholders of the Company, and subsequent to the transfer of ESOPs, the pool size i.e. maximum ceiling limit of ESOPs that can be granted under ESOP 2015 shall be 15,00,000 ESOPs and except as specified in the above resolution, all other terms of ESOP 2015 shall remain same until modified and approved by the shareholders of the Company.

RESOLVED FURTHER THAT the aforesaid transfer is not prejudicial to the interests of the employees and is for the benefit of employees of the Company.

RESOLVED FURTHER THAT Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director, Mr. Anurag Mittal, Chief Financial Officer and Ms. Nagamani C Y, Company Secretary & Compliance Officer be and are hereby severally authorized on behalf of the Company to intimate the Stock Exchanges, where the Equity Shares of the Company are listed or any other regulatory authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard, and to do all such acts, deeds, things and matters and sign, execute and deliver such application, forms, letters, deeds and documents as considered necessary and expedient to give effect to the foregoing resolution.

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

Item No. 5:

Approval and Adoption of New Employee Stock Option Scheme called ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022’ (“ESOP 2022”):

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB&SE) Regulations”) (including any statutory modifications or amendments thereto or re-enactments thereof), the applicable provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as considered necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by Central Government, Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other regulatory authorities from time to time (hereinafter singly or collectively referred to as the “Regulatory Authorities”) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded to approve and adopt new Employee Stock Option Scheme in the name of “Barbeque Nation Hospitality Limited - Employee Stock Option Plan 2022” (“ESOP 2022”) for the benefit of employees of the Company.

RESOLVED FURTHER THAT the 5,00,000 Employee Stock Options (ESOPs) shall be transferred from ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2015’ (“ESOP 2015”) to ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022’ (“ESOP 2022”) simultaneously with the approval and adoption of ESOP 2022 by the Shareholders of the Company. Further, the pool size i.e. maximum ceiling limit of ESOPs that can be granted under the ESOP 2022 shall be 5,00,000 ESOPs.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee (the “Committee”) be and is hereby authorised to create, issue, offer and grant 5,00,000 (Five Lakhs) ESOPs to present or future eligible employees of the Company, including employees of the subsidiaries of the Company, whether in or outside India, determined in terms of ESOP 2022, from time to time, in one or more tranches, which are exercisable, in aggregate, into not more than 5,00,000 (Five Lakhs) Equity Shares of the Company, where each such employee stock option would be exercisable for one Equity Share having face value of Rs.5/- each, fully paid-up, of the Company to be issued and allotted to the eligible employees by the Company on payment of the requisite exercise price and such other amount and on such terms and conditions as may be determined by the Board/Committee in accordance with the ESOP 2022,

the Act, SEBI (SBEB&SE) Regulations, the applicable Accounting Policies and Accounting Standards and such other laws, as may be applicable from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as mentioned hereinbefore shall rank *pari-passu* with the then existing Equity Shares of the Company and any one of the Directors or Key Managerial Personnel be and are hereby severally authorised to obtain in-principle approval of the Stock Exchanges where shares of the Company are listed and further authorized to take necessary steps for listing of Equity Shares allotted under ESOP 2022 on the Stock Exchanges.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger/amalgamation, sale of division/undertaking or consolidation or sub division of Equity Shares or other re-organization of capital, if any, the number of options in the ESOP 2022 mentioned hereinabove shall be adjusted appropriately in a fair and reasonable manner.

RESOLVED FURTHER THAT Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director, Mr. Anurag Mittal, Chief Financial Officer and Ms. Nagamani C Y, Company Secretary & Compliance Officer be and are hereby severally authorized on behalf of the Company, to intimate Stock Exchanges or any other regulatory authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign, execute and deliver such applications, forms, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions in the best interest of Company without requiring any further consent or approval of the Shareholders.

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

Item No. 6:

Approval of granting Employee Stock Options to the Employees/Directors of Subsidiary(ies) of the Company under ESOP 2022:

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (including any statutory modifications or amendments thereto or re-enactments thereof), the enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and notifications issued by Central Government, Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other competent/regulatory authorities from time to time (hereinafter

singly or collectively referred to as the “Regulatory Authorities”) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded to grant Employee Stock Options (ESOPs) under ‘Barbeque Nation Hospitality Limited - Employee Stock Option Plan 2022’ (ESOP 2022) to the present and future employees of existing and/or future Subsidiary(ies) of the Company situated in India and overseas, and its director(s), whether Whole-time director or not, but excluding independent directors, if any, from time to time, in accordance with the ESOP 2022, and on such terms and conditions, as set out in the ESOP 2022.

RESOLVED FURTHER THAT Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director, Mr. Anurag Mittal, Chief Financial Officer and Ms. Nagamani C Y, Company Secretary & Compliance Officer be and are hereby severally authorized on behalf of the Company, to intimate the Stock Exchanges or any other regulatory authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign, execute and deliver such applications, forms, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions in the best interest of Company without requiring any further consent or approval of the Shareholders.

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

Item No. 7:

Approval of Re-appointment of Mr. Abhay Chintaman Chaudhari (DIN:06726836) as an Independent Director of the Company for the second term of 5 consecutive years:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and Schedule-IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 the Articles of Association of the Company, and as approved and recommended by Nomination and Remuneration Committee and the Board of Directors (Board), consent of the Shareholders be and is hereby accorded to re-appoint Mr. Abhay Chintaman Chaudhari (DIN:06726836), the Non-Executive Director, who is eligible for the re-appointment as an Independent Director of the Company for the second term and who meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 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 the second term of 5 (five) consecutive years with effect from September 6, 2022 to September 5, 2027 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any acts, deeds and things done/undertaken by any Director or Key Managerial Personnel of the Company in connection with the foregoing be and are hereby approved and ratified.

RESOLVED FURTHER THAT Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director, Mr. Anurag Mittal, Chief Financial Officer and Ms. Nagamani C Y, Company Secretary & Compliance Officer be and are hereby severally authorized on behalf of the Company to file necessary e-forms with the Registrar of the Companies and to intimate the stock exchanges or any other regulatory authorities, as considered necessary, and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign such forms, applications, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions.

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 person/authorities.”

Registered Office:

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

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

Place: Bengaluru

Date: August 1, 2022

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

Notes:

1. In view of the continuing COVID-19 pandemic, the 16th Annual General Meeting (AGM) of Members/Shareholders of the Company will be held through VC/OAVM in compliance with General Circular No. 02/2022 dated May 05, 2022 and General Circular 21/2021 dated December 12, 2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020, No. 02/2021 and No. 19/2021 issued by Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circular") (MCA Circular and SEBI Circular collectively referred to as "Circulars") and the applicable provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI Listing Regulations). The detailed procedure for e-Voting and joining the virtual Meeting is mentioned below.
2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at "Saket Callipolis", Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035, Karnataka, India, which shall be the deemed venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
3. 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 for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members/ Institutional investors may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility. They are required to send a scanned copy (PDF/JPG Format) of its Board Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote electronically either during the remote e-voting period or during the AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at parameshwar@vjkt.in with a copy marked to compliance@barbequenation.com.
5. The Company has appointed M/s. Central Depository Services (India) Limited (hereinafter called "CDSL"), for conducting the AGM and voting through remote e-Voting including e-Voting at the AGM. The procedure for e-Voting and participating in the Meeting through VC/ OAVM is explained below.
6. **Remote e-Voting and e-Voting at the AGM:** 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 Regulations and MCA and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. 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. Members who could not vote through remote e-Voting may avail the e-Voting facility which will be made available at the Meeting.

7. 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 or e-Voting at the AGM. Any person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
8. 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 note of the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first-come-first-served basis. This will not include 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, Scrutinizers, etc. who are allowed to attend the AGM without any restriction on account of first-come-first-served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. In case of Joint Holders attending the AGM, only such Joint Holder whose name appear first in the order of names will be entitled to vote.
11. 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 facts concerning the Special Business mentioned in the accompanying Notice is annexed and forms part of this Notice.
12. In line with the MCA and SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.barbequenation.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 and e-voting facility during the AGM) at www.evotingindia.com.
13. Mr. Parameshwar G Bhat, Practising 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 votes through the e-Voting system during the AGM in a fair and transparent manner.
14. 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 (two) 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 any person authorized by him in writing, who shall countersign the same.

15. The Voting results declared, along with the report of the Scrutinizer, shall be placed on the website of the Company at www.barbequenation.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 in writing and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 6, 2022.
16. Electronic copy of Annual Report of the Company for the financial year 2021-22 and Notice of AGM are uploaded on the website of the Company at www.barbequenation.com and is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s)/RTA for communication purposes. The Annual Report for the financial year 2021-22 and Notice of AGM are also accessible on the websites of BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. Further, the Notice of AGM is also available on the website of CDSL at www.evotingindia.com.
17. (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013; (ii) Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013; (iii) the Certificate from the Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company has been implemented in accordance with the resolution passed by the Shareholders and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and (iv) any other documents as may be required will be made available for inspection, electronically, by the Members during the AGM. Further, all the documents referred to in this Notice and Explanatory Statement will also be made available for inspection, electronically, without any fees by the Members. Members seeking to inspect such documents can send an email to the Company Secretary and Compliance Officer at compliance@barbequenation.com.
18. The Company has designated email IDs - investor@barbequenation.com and compliance@barbequenation.com for redressal of Investors' and Shareholders' complaints/grievances. For any investor related queries, you are requested to write to us at the abovementioned email addresses.

Instructions to Shareholders for e-Voting and joining the Virtual Meeting are as under:

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, September 2, 2022
End of e-Voting	Up to 05:00 P.M. (IST) on Monday, September 5, 2022

During aforementioned period Shareholders, holding shares of the Company in dematerialized form, as on the cut-off date i.e. Tuesday, August 30, 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. Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
4. 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: e-Voting access through Depositories (CDSL/NSDL) e-Voting system in case of Individual Shareholders holding Shares in Demat mode:

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 the aforesaid SEBI Circular, Login method for e-Voting and joining meeting for the Individual Shareholders holding securities in Demat mode either with CDSL or NSDL are given below:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in Demat form with CDSL</p>	<ul 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 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. iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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>Individual Shareholders holding securities in Demat form with NSDL</p>	<ul style="list-style-type: none"> i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL at 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 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 or joining virtual Meeting & voting during the Meeting. ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-Voting website of NSDL at https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of

	<p>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 remote e-Voting period or joining virtual Meeting & voting during the Meeting.</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.</p> <p>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 remote e-Voting period or joining virtual Meeting & voting during the Meeting.</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 toll free no. 1800 22 55 33.
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.

Step 2: e-Voting access through CDSL e-Voting system in case of Non-Individual Shareholders holding Shares in Demat mode:

- 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	<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.
OR	
Date of Birth (DOB)	<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 as mentioned in instruction (iii) above.

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

Additional facility for Non-Individual Shareholders & Custodians (for remote e-Voting only):

- (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 will be mapped automatically & can be delink in case of any wrong mapping.
- (v) It is Mandatory that, 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 3: 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 can also be 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.

Step 4: Instructions to Shareholders for attending the AGM through VC/OAVM & e-Voting during Meeting are as under:

- (i) The procedure for attending Meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
- (ii) The link for VC/OAVM to attend the Meeting will be available where the EVSN of ‘**Barbeque-Nation Hospitality Limited**’ will be displayed after successful login as per the instructions mentioned above for e-Voting.
- (iii) 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.
- (iv) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- (v) Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- (vi) Please note that the 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.
- (vii) 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 atleast 7 days prior to Meeting mentioning their Name, Demat account number/folio number, Email id, Mobile number to compliance@barbequenation.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 7 days prior to Meeting mentioning their Name, Demat account number/folio number, Email id, Mobile number to compliance@barbequenation.com. These queries will be replied accordingly by the Company via email.
- (viii) Those Shareholders who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the Meeting.
- (ix) 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.
- (x) 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 may be considered invalid as the facility of e-Voting during the Meeting is available only to the Shareholders attending the Meeting.

5. 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.

6. If you have any queries or issues regarding e-Voting and attending AGM on the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33.
7. 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Annexure to the 16th AGM Notice**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 of the Special Businesses as mentioned in the accompanying Notice and shall forms part of the Notice.

Item Numbers 4, 5 & 6:

Item No.	Brief description of the Special Business
4	Approval of Modification of 'Barbeque Nation Hospitality Limited - Employee Stock Option Plan 2015' (ESOP 2015).
5	Approval and Adoption of New Employee Stock Option Scheme called 'Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022' ("ESOP 2022").
6	Approval of granting Employee Stock Options to the Employees/Directors of Subsidiary(ies) of the Company under ESOP 2022.

A. Brief summary of the Employee Stock Option Plan 2015 adopted by the Company and modifications thereof:

The Company has adopted and implemented 'Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2015' ("ESOP Plan 2015") with the objective of attracting and retaining talented employees by way of rewarding them with employee stock options ("Options") for their performance and to motivate them to contribute towards growth and profitability of the Company and thereby creating value for the Company and wealth for the employees.

The ESOP Plan 2015 was approved by the Shareholders at the Annual General Meeting held on 26th August 2015 for granting options not exceeding 2,66,240 shares having nominal value of Rs.10/- to the eligible employees. Accordingly, the Company has been granting Options to the eligible employees from time to time.

The key changes/amendments made in the ESOP Plan 2015 from the date of adoption and implementation till the date of this Notice:

- (i) Consequent to sub-division of Equity Shares of the Company from face value of Rs.10/- each to Rs.5/- each, the number of Options in the ESOP Plan 2015 increased to 5,32,480 Options.
- (ii) Subsequently, the maximum number of Options that can be granted under the ESOP Plan 2015 were increased to 9,32,480 Options, pursuant to the approval of the Board and Shareholders at their Meetings held on May 28, 2019 and July 23, 2019, respectively.
- (iii) Further modification was done to the extent of increasing the exercise period from 24 months to 60 months and amendment of clause 7 of the ESOP Plan 2015, which was approved by the shareholders at the Extra-Ordinary General Meeting held on August 27, 2020.

- (iv) The last amendments/modifications made in the ESOP Plan 2015, which was approved by the Board and Shareholders in their meeting held on June 25, 2021 and July 19, 2021, respectively, is as follows:
- increasing the maximum number of Options that can be granted under the ESOP Plan 2015 to 20,00,000 Options;
 - amending the definition of “Employee”;
 - adding new provision under clause 6; and
 - substitution of clause 7.2 (5) & (6) of the ESOP Plan 2015.
- (v) Consequent to the listing of shares of the Company on the Stock Exchanges, the Shareholders in the Extra-ordinary General Meeting held on July 19, 2021, have approved and passed resolution for ratification of ESOP Plan 2015 in accordance with the erstwhile SEBI (Shares Based Employee Benefits) Regulations.

B. Modification of ESOP 2015 and Adoption ESOP 2022:

The Company implemented ESOP 2015 in the year 2015 i.e. prior to the Initial Public Offer (IPO) and listing of its shares on the Stock Exchanges. The ESOP 2015 scheme was drafted in the year 2015 when the Company was unlisted and considering the events such as IPO and other liquidity events; such references in the Scheme became redundant and irrelevant, post IPO of the Company.

Considering the above, the Board of Directors have pondered the option of adopting a fresh/new ESOP scheme which commensurate with the current requirement and status of the Company, rather than modifying the existing ESOP scheme in the best interest of the Company and its employees. The new Employee Stock Option Scheme will be called ‘*Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022*’ (“ESOP 2022”), which is approved and recommended by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 18, 2022. The pool size i.e. maximum ceiling limit of ESOPs that can be granted under the ESOP 2022 is 5,00,000 ESOPs and those ESOPs shall be transferred from ESOP 2015 simultaneously with the approval and adoption of ESOP 2022. Further, the Company also proposes to grant options to the employees of subsidiaries of the Company as well under the new ESOP scheme i.e. ESOP 2022.

Except as aforementioned, all other terms of ESOP 2015 shall remain same. Post transfer of ESOPs, the pool size i.e. maximum ceiling limit of ESOPs that can be granted under the ESOP 2015 is 15,00,000 ESOPs.

Further, the Board hereby confirms that the ESOP 2022 is in compliance with all the applicable provisions of SEBI (SBEB&SE) Regulations and the Companies Act, 2013 and rules made thereunder and other applicable laws for the time being force.

Disclosures required pursuant to Rule 12(5)(b) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 7(4) of SEBI (SBEB&SE) Regulations with respect to modification/variation of terms of ESOP Plan 2015 are as follows:

1	Full details of variation of terms of ESOP 2015.	As disclosed hereinabove.
2	Rationale behind the variation of terms of ESOP 2015.	As disclosed above, the ESOP 2015 scheme was drafted in the year 2015 considering the Initial Public Offer (IPO) and other liquidity events. The shares of the Company got listed on the stock exchanges on 7 th April 2021. Considering this, it is hereby proposed to transfer 5,00,000 options to new ESOP scheme (ESOP 2022) which will not have such redundant and irrelevant clauses and will be commensurate with the current requirement of the Company and SEBI (SBEB&SE) Regulations.
3	Employees who are beneficiaries of such variation	All the eligible employees of the Company and its Subsidiaries to whom options may be granted in the future.

Further, it is hereby confirmed that such aforesaid modification is not prejudicial or detrimental to the interest of employees of the Company.

Based on the recommendation of Nomination and Remuneration Committee and given the details of variation, rationale thereof and beneficiaries of the such variation, the Board hereby recommend the modification of ESOP 2015, adoption of new Employee Stock Option Scheme “ESOP 2022” and grant of ESOPs to the employees of Subsidiaries of the Company under ESOP 2022 for the approval of Members/Shareholders of the Company by way of separate Special Resolutions for Special Business Item No.’s 4, 5 & 6 as set out in the Notice.

None of the Directors and Key Managerial Personnel including their relatives, except to the extent of their shareholding in the Company and the Employee Stock Options that they hold or may be granted under the ESOP Scheme, are concerned or interested, financially or otherwise, in Special Business Item Numbers 4, 5 & 6 as set out in the Notice.

C. Following are the Salient features of ‘Barbeque Nation Hospitality Limited - Employees Stock Option Plan 2022’ (“ESOP 2022”):

a. Brief description of the scheme:

The objective of ESOP 2022 is to reward the Employees for their performance and to motivate them to contribute to the growth and profitability of the Company and to attract and retain talent in the organization. The Company views Employee Stock Options as an instrument that would enable them to share the value they create for the Company in the years to come.

b. Total number of options to be offered and granted:

Under ESOP 2022, not more than 5,00,000 Options, which are simultaneously transferred from ESOP 2015 and convertible into not more than 5,00,000 Equity Shares of the Company, would be available for grant to the eligible employees of the Company and its subsidiaries situated in India and Overseas. Each option when exercised, would be converted into one Equity share having face value of Rs.5/- each fully paid-up.

c. Identification of classes of employees entitled to participate and be beneficiaries in the scheme:

- i. An employee as designated by the Company, who is working in India or outside of India; or
- ii. a Director of the Company, whether a whole time director or not including non-executive director who is not a promoter or member of the promoter group, but excluding Independent Directors; or
- iii. an employee as defined in sub-clauses (i) or (ii) in this para of a Group company including subsidiary or its associate company in India or outside India, or of a holding company of the Company.

but excludes:

- a. *an employee who is a Promoter or a person belonging to the Promoter Group; or*
- b. *a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.*

ESOPs will be granted to employees, as identified and decided by the Nomination and Remuneration Committee ("Committee") of the Company, in compliance with the applicable laws from time to time.

d. Requirements of vesting and period of vesting:

Options granted under ESOP 2022 would vest within a period not less than 1 year and not more than 3 years from the date of grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus, the Options would vest on efflux of time.

In addition to this, the Committee may also specify certain performance parameters based on time and individual performance or company performance, subject to which the Options would vest. The specific vesting percentage, schedule and conditions, subject to which vesting would take place, would be outlined in the Letter of Grant, given to the Option Grantee at the time of grant of Options.

e. Maximum period within which the options shall be vested:

Subject to Regulation 18(1) of the SEBI (SBEB&SE) Regulations, the maximum period within which the Options shall be vested is 3 years from the date of grant.

f. Exercise price, purchase price or pricing formula:

The Exercise Price per option shall be subject to minimum Exercise Price which shall not be less than 85% of the Fair Market Price on the date of the Grant. The Exercise Price shall be determined by the Committee as per the applicable laws, at the time of the Grant and shall be mentioned in the Letter of Grant.

g. Exercise period and process of exercise:

All vested Employee Stock Options shall be exercised by the employees within a period of 5 (five) years from the date of vesting, subject to the fulfillment of conditions as mentioned the ESOP 2022.

The exercise period will be intimated to the Option Grantees by the Committee at the time of grant. All vested options can be exercised by the Option Grantee within the exercise period as communicated and described in ESOP 2022.

The Options will be exercisable by the Employees by a written application to the Company in such manner and on execution of such documents as set out in the grant letter and as prescribed by the Committee from time to time.

h. The specified time period within which the employee shall exercise the vested Options in the event of a separation:

In case of resignation, the employee shall exercise all his vested Options on or before his last working day. In other case of separation (other than resignation), the exercise period will be as per ESOP 2022 and as decided by the Committee from time to time.

i. The Conditions under which vested Options may lapse:

In case of termination of an employee due to misconduct or breach of policies or the terms of employment, all the vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination or as decided by the Committee.

The other conditions under which Options may lapse will be mentioned in the grant letter. The Nomination & Remuneration Committee is empowered to decide on the cancellation of vested options.

j. The appraisal process for determining the eligibility of employees for the scheme:

The appraisal process will be based on criteria such as role/designation of the employee, duration of service with the Company, past performance record, future potential of the employee and such other criteria as may be determined by the Committee from time to time.

k. Maximum number of options to be offered and issued per employee and in aggregate, if any, under ESOP 2022:

The number of Options that may be granted to any specific employee under the ESOP 2022 shall not exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options.

l. Maximum quantum of benefits to be provided per employee under a scheme:

Apart from the grant of Options, as stated above, no monetary benefits are contemplated in ESOP 2022.

m. Route of ESOP Scheme implementation:

ESOP 2022 shall be implemented and administered directly by the Company through Nomination and Remuneration Committee and does not involve any Trust.

n. Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

ESOP 2022 involves only fresh/new issue of shares by the Company.

o. Amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc:

Not Applicable.

p. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

Not Applicable.

q. Disclosure and Accounting Policies:

Pursuant to the provisions of Regulation 15 of the SEBI (SBEB & SE) Regulations, the Company shall comply with the requirements of the relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including any 'Guidance note on accounting for employee share-based payments' issued in that regard by the Institute of Chartered Accountants of India, from time to time, including the disclosure requirements.

The Company hereby confirms that it shall conform to the applicable Accounting Policies and Accounting Standards in relation to the Employee Stock Options.

Options granted under ESOP 2022 are accounted under the Indian Accounting Standard (Ind AS) - 102 Share based payments and such other accounting policies/principles as may be prescribed from time to time, during the continuance of ESOP 2022. The same shall be in accordance with the SEBI (SBEB & SE) Regulations.

r. Method of Option Valuation:

The Options granted in terms of this plan shall be accounted for under the fair market value method as per the applicable accounting standard Ind AS - 102.

s. Period of lock-in:

The shares allotted pursuant to exercise of Options shall not be subject to any lock-in period.

Item No. 7:

Approval of Re-appointment of Mr. Abhay Chintaman Chaudhari (DIN: 06726836) as an Independent Director of the Company for the second term of 5 consecutive years:

Mr. Abhay Chintaman Chaudhari (DIN: 06726836) was appointed as an Additional Director of the Company in the Board Meeting held on February 28, 2017 and his appointment was regularized by the shareholders at the Extra-Ordinary General Meeting held on June 30, 2017 and further appointed as an Independent Director of the Company for a period of 5 consecutive years from the said general meeting.

Pursuant to the provisions of section 149(4) of the Companies Act, 2013, every listed public company shall have at least 1/3rd (one-third) of the total number of Directors as independent Directors and pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), any intermittent vacancy of an Independent Director shall be filled-up by the Board at the earliest but not later than 3 (three) months from the date of such vacancy.

Considering the above and based on the recommendations of Nomination and Remuneration Committee (NRC) and subject to the approval of the Members, the Board of Directors (the "Board") at its Meeting held on August 1, 2022 and in accordance with the provisions of Sections 149, 150, 152 and Schedule-IV of the Act, has approved and recommended the re-appointment of Mr. Abhay Chintaman Chaudhari (DIN:06726836) as an Independent Director of the Company for the second term of 5 consecutive years commencing from September 6, 2022 to September 5, 2027 and he is not liable to retire by rotation.

Mr. Abhay Chintaman Chaudhari is eligible for re-appointment as an Independent Director of the Company for the second term. The Company has received necessary statutory disclosures/declarations/information/confirmation from Mr. Abhay Chintaman Chaudhari, 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, (iii) notice of interest in Form MBP-1, pursuant to section 184 of the Act and (iv) a declaration to the effect that he 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, Mr. Abhay Chintaman Chaudhari has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Abhay Chintaman Chaudhari 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. Abhay Chintaman Chaudhari 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 Mr. Abhay Chintaman Chaudhari are disclosed below:

Brief profile and past experience of Mr. Abhay Chintaman Chaudhari:

Mr Abhay Chaudhuri has been a Director of our Company since February 28, 2017. He holds a Master's Degree in Chemistry from Nagpur University and a diploma in business management from the same university. He is a certified associate of the Indian Institute of Bankers. He joined State Bank of India in the year 1979.

He was promoted to Chief General Manager and was deputed to SBI Capital Markets, Mumbai, from State Bank of India. He held the position of President and Chief Operating Officer of SBI Capital Markets, Mumbai, from October, 2013 until January, 2016, and was involved with the management, merger and acquisitions, private equity, equity and debt markets and credit and project advisory during his tenure.

Other Disclosures:

Name of the Director	Mr. Abhay Chintaman Chaudhari						
Director Identification Number (DIN)	06726836						
Date of Birth & Age	15/01/1956 (66 years)						
Date of first Appointment to the Board of the Company	28/02/2017						
Qualifications	<ul style="list-style-type: none"> ➤ Master's Degree in chemistry from Nagpur University; ➤ Diploma in Business Management from Nagpur University; and ➤ A Certified Associate of the Indian Institute of Bankers. 						
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.						
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	Re-appointment as an Independent Director for the second term of 5 consecutive years commencing from September 6, 2022 to September 5, 2027.						
Directorships held in Board of other Companies as on the date of this Notice	Domestic Body Corporates: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Name of the Company/ LLP</th> <th style="text-align: center;">Designation</th> </tr> </thead> <tbody> <tr> <td>Sayaji Hotels Limited</td> <td>Director</td> </tr> <tr> <td>Red Apple Kitchen Consultancy Private Limited</td> <td>Director</td> </tr> </tbody> </table>	Name of the Company/ LLP	Designation	Sayaji Hotels Limited	Director	Red Apple Kitchen Consultancy Private Limited	Director
Name of the Company/ LLP	Designation						
Sayaji Hotels Limited	Director						
Red Apple Kitchen Consultancy Private Limited	Director						

	Overseas Body Corporates:										
	Name of the Company/ LLP		Designation								
	Barbeque Nation Mena Holding Limited, Dubai		Director								
	Barbeque Nation (Malaysia) SDN. BHD., Malaysia		Director								
	Barbeque Nation Restaurant LLC, Dubai		Director								
Position held in Board Committees of other Companies as on the date of this Notice	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee*</th> <th>Chairperson / Member</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Sayaji Hotels Limited</td> <td>AC</td> <td>Member</td> </tr> <tr> <td>SRC</td> <td>Member</td> </tr> </tbody> </table> <p>*AC: Audit Committee; SRC: Stakeholders Relationship Committee;</p>			Name of the Company	Name of the Committee*	Chairperson / Member	Sayaji Hotels Limited	AC	Member	SRC	Member
Name of the Company	Name of the Committee*	Chairperson / Member									
Sayaji Hotels Limited	AC	Member									
	SRC	Member									
Names of Listed Entities from which he 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	<p>Mr. Abhay Chintaman Chaudhari has received sitting fees aggregating to Rs.1,75,000/- for attending the Board Meetings held during the FY 2022.</p> <p>Except as disclosed above, Mr. Abhay Chintaman Chaudhari has not received any remuneration from the Company.</p>										
Number of Board Meetings attended in FY 2021-22	No. of Board meetings entitled to attend		No. of Board meetings Attended								
	7		7								
The skills and capabilities required for the role and the manner in which he meets such requirements	Considering the educational background, knowledge, past experience, as disclosed above, Mr. Abhay Chintaman Chaudhari meets the eligibility criteria required for the role of an Independent Director of the Company.										

In the opinion of the Board, Mr. Abhay Chintaman Chaudhari is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI (LODR) Regulations for his re-appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management. The terms and conditions of re-appointment of Mr. Abhay Chintaman Chaudhari 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 Mr. Abhay Chintaman Chaudhari in the Public Sector Undertaking, the Board hereby recommend the re-appointment of Mr. Abhay Chintaman Chaudhari as an Independent Director, for the second term of 5 consecutive years commencing from September 6, 2022 to September 5, 2027, for approval of the Members/Shareholders by way of a Special Resolution.

Except Mr. Abhay Chintaman Chaudhari, 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.7 of the Special Business as set out in the Notice.

Registered Office:

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

Place: Bengaluru**Date:** August 1, 2022

By order of the Board

For **Barbeque-Nation Hospitality Limited****Nagamani C Y***Company Secretary & Compliance Officer***M. No.: A27475**