



Date: July 29, 2024

To,

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

Subject: Approval of Scheme of Amalgamation between Red Apple Kitchen Consultancy Private Limited (Transferee Company) and Blue Planet Foods Private Limited (Transferor Company), Subsidiaries of the Company.

Further to our intimation dated February 5, 2024 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors of **Red Apple Kitchen Consultancy Private Limited** and **Blue Planet Foods Private Limited**, Subsidiaries of the Company, at their meetings held today i.e. July 29, 2024, have approved the Scheme of Amalgamation between Red Apple Kitchen Consultancy Private Limited (Transferee Company) and Blue Planet Foods Private Limited (Transferor Company).

The aforesaid Scheme of Amalgamation shall be subject to the approval of National Company Law Tribunal (NCLT) – Bengaluru Bench, Shareholders and Creditors of Subsidiary Companies and other Regulatory/Statutory Authorities, as considered necessary.

The details as required under Section V-A of Chapter V of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (SEBI Circulars) with respect to Scheme of Amalgamation is enclosed herewith as **Annexure –A**.

This is for your information and record.

Thanking you.

Yours faithfully,
For Barbeque-Nation Hospitality Limited

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

Encl.: As above

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BARBEQUE-NATION HOSPITALITY LIMITED

Registered & Corporate Office: "Saket Callipolis", Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035, Karnataka, India. **T:** +91 80 69134900,
E-mail: corporate@barbequenation.com, **CIN:** L55101KA2006PLC073031 **www.barbequenation.com**



Annexure – A

Scheme of Arrangement (Amalgamation, Merger, Demerger or Restructuring)
(Clause 1 of Para A of Part A of Schedule III of the SEBI (LODR) Regulations)

<p>Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.</p>	<p>1) Red Apple Kitchen Consultancy Private Limited, Transferee Company:</p> <table border="1" data-bbox="646 521 1406 707"> <thead> <tr> <th>Particulars</th> <th>Amount (in Rs. Millions)</th> </tr> </thead> <tbody> <tr> <td>Authorized Capital</td> <td>0.70</td> </tr> <tr> <td>Paid-up Capital</td> <td>0.65</td> </tr> <tr> <td>Net Worth as at March 31, 2024</td> <td>478.91</td> </tr> <tr> <td>Turnover for the FY 2023-24</td> <td>1,081.35</td> </tr> </tbody> </table> <p>2) Blue Planet Foods Private Limited, Transferor Company:</p> <table border="1" data-bbox="646 784 1406 969"> <thead> <tr> <th>Particulars</th> <th>Amount (in Rs. Millions)</th> </tr> </thead> <tbody> <tr> <td>Authorized Capital</td> <td>0.12</td> </tr> <tr> <td>Paid-up Capital</td> <td>0.11</td> </tr> <tr> <td>Net Worth as at March 31, 2024</td> <td>45.41</td> </tr> <tr> <td>Turnover for the FY 2023-24</td> <td>351.71</td> </tr> </tbody> </table>	Particulars	Amount (in Rs. Millions)	Authorized Capital	0.70	Paid-up Capital	0.65	Net Worth as at March 31, 2024	478.91	Turnover for the FY 2023-24	1,081.35	Particulars	Amount (in Rs. Millions)	Authorized Capital	0.12	Paid-up Capital	0.11	Net Worth as at March 31, 2024	45.41	Turnover for the FY 2023-24	351.71
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<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”</p>	<p>The transaction is a Scheme of Amalgamation and it is between 2 Indian Subsidiaries of the Company.</p> <p>The Ministry of Corporate Affairs has clarified vide its General Circular No.30/2014 dated July 17, 2014 that transactions arising out of Compromises, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 1956/Companies Act, 2013, will not attract the requirements of section 188 of the Companies Act, 2013.</p>																				
<p>Area of business of the entity(ies)</p>	<p>The Transferor Company and the Transferee Company are engaged in Food Services/Restaurant business.</p>																				
<p>Rationale for amalgamation/ merger</p>	<p>The amalgamation of the Transferor Company with the Transferee Company would, <i>inter-alia</i>, have the following benefits:</p> <p>a) The Transferee Company and the Transferor Company are the Subsidiaries of the Company and are engaged in similar line of business. Therefore, in order to consolidate the operations of Transferor Company with the Transferee Company as well as to eliminate the duplication of various processes, the amalgamation is proposed.</p> <p>b) consolidation of the business of the Transferor Company and the Transferee Company into one entity will result in focused growth, operational efficiencies, cost competitiveness and better oversight and control of the business.</p>																				



In case of cash consideration - amount or otherwise share exchange ratio	The share exchange ratio is 0.1215 i.e., the shareholders of the Transferor Company will receive 4 shares of the Transferee Company for every 33 shares held in the Transferor Company.
Brief details of change in shareholding pattern (if any) of listed entity	There is no change in shareholding pattern of the Company. Consequent to the approval of Scheme of Amalgamation, the Company's shareholding in Transferor Company will become nil and will receive the shares of Transferee Company.