



## BOARD'S REPORT

**TO**  
**THE MEMBERS**  
**Barbeque-Nation Hospitality Limited**

Your Directors have pleasure in presenting their 14<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2020 ('FY 2020').

### 1. FINANCIALSUMMARY OR HIGHLIGHTS

Particulars	(Amount in Rupees Millions)			
	Standalone		Consolidated	
	FY 2020	FY 2019	FY 2020	FY 2019
<b>Continuing Operations:</b>				
Revenue from Operations	7,870.52	7,034.55	8,469.70	7,390.16
Other Income	33.06	41.74	38.24	35.25
<b>Total Income</b>	<b>7,903.58</b>	<b>7,076.29</b>	<b>8,507.94</b>	<b>7,425.41</b>
Operating Expenses	6,308.11	5,423.00	6,827.55	5,931.54
<b>EBITDA</b>	<b>1,595.47</b>	<b>1,653.29</b>	<b>1,680.39</b>	<b>1,493.87</b>
Finance Costs	631.61	472.91	755.92	564.01
Depreciation	1,045.73	773.84	1,339.63	895.36
<b>Profit/Loss Before Tax and Exceptional Items</b>	<b>(81.87)</b>	<b>406.54</b>	<b>(415.16)</b>	<b>34.50</b>
Exceptional Items	766.86	687.75	(163.80)	102.72
<b>Profit/(Loss)Before Tax</b>	<b>(848.73)</b>	<b>(281.21)</b>	<b>(251.36)</b>	<b>(68.22)</b>
Tax Expense/Benefit	77.92	88.94	77.92	143.80
<b>Net Profit/(Loss)</b>	<b>(926.65)</b>	<b>(370.15)</b>	<b>(329.28)</b>	<b>(212.02)</b>
<b>Discontinued Operations:</b>				
Loss from Discontinued Operations	-	-	-	(226.70)
Tax Benefit / (Expense) of Discontinued Operations	-	-	-	54.86
<b>Profit/(Loss) after Tax from Discontinued Operations</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(171.84)</b>
<b>Net Profit/(Loss) (Continued + Discontinued)</b>	<b>(926.65)</b>	<b>(370.15)</b>	<b>(329.28)</b>	<b>(383.86)</b>
<b>Other Comprehensive Income / (Losses)</b>	<b>(5.76)</b>	<b>(3.25)</b>	<b>(26.49)</b>	<b>(23.33)</b>
<b>Total Comprehensive Income /(Losses) for the year</b>	<b>(932.41)</b>	<b>(373.40)</b>	<b>(355.77)</b>	<b>(407.19)</b>

### 2. COMPANY'S AFFAIRS AND BUSINESS PROSPECTS

Your Board is pleased to report that FY 2020 journey started with 131 stores/outlets (126 in India and 5 in overseas); during the year your Company has opened 21 stores in India and the cumulative number of stores/outlets of the Company as at the end of FY 2020 is 148 (including 1 outlet for UBQ, a delivery and takeaway business unit of the Company).

#### **Covid-19 pandemic and its impact on the Company:**

In the last month of the FY 2020, the COVID-19 pandemic has developed rapidly and became a global crisis, inducing the government to shut all economic activity by enforcing lockdown across the country. This global pandemic has impacted all types of industries, especially, Hospitality, Food and Restaurant Industry. The Company immediately emphasised its focus on ensuring the health and safety of its employees and customers.

#### **BARBEQUE-NATION HOSPITALITY LIMITED**

**Registered Office:** Sy. No. 62, Site No. 13, 6<sup>th</sup> Cross, NS Palya, BTM Layout, Bengaluru- 560 076, Karnataka, India  
**T:** +91 80 45113000, **F:** +91 80 45113062, **E-mail:** corporate@barbequenation.com, **CIN:** U55101KA2006PLC073031  
**www.barbequenation.com**

The Company has been following stringent hygiene and sanitisation protocols across all restaurants/outlets, regularly.

Considering and evaluating the impact and incidence of the pandemic on business, the Company had to close few of its restaurants and consequently, had to terminate the lease agreements entered in to, for the closed restaurants.

### ***Initiatives taken by the Company***

#### ***a. Launch of 'Barbeque in a Box'***

Considering the potential viability and growth of takeaway and delivery business model, the Company has established a new brand called '**Barbeque in a Box**' to provide barbeque experience to the customers at their door step, in addition to the existing delivery business brand '**UBQ**'.

#### ***b. Launch of Contactless Dine-in at the outlets***

Your Company has developed in house software called '**SMART.DINE**' to ensure contactless dining between outlets staff and customers without compromising the live grill experience and unlimited buffet.

'SMART.DINE' is a system whereby customer interact with the outlet staff virtually to order their food at the table without physically interacting with the staff of the outlets. In addition to this, the new system 'SMART.DINE' enable the customer to, *inter alia*, review the 360° safe and sanitized status of the outlet, provides special assistance, browse menu and add items, check offers and promotions carousel, review bill estimate, ask for bill when done with dine in, e-Pay with multiple options, e-feedback and many more.

#### ***c. Other Initiatives***

In addition to the above and considering the continuing widespread of the pandemic, the Company has taken all possible precautionary and safety measures to ensure health and safety of its employees and customers and is also focusing on providing the quality of services to its customers without compromising the Standards of Operating Procedure (SOP's), rules and guidelines issued by the Government in view of the pandemic.

### **3. CHANGE IN THE NATURE OF BUSINESS**

During the year under review, there was no change in the nature of the business of the Company.

### **4. DIVIDEND**

In view of the losses incurred your Directors regret inability to recommend any dividend for the FY 2020.

### **5. AMOUNTS TRANSFERRED TO RESERVES**

The Company has not transferred any amount to Reserves during the FY 2020.

## 6. EXTRACT OF THE ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of Annual Return in MGT - 9 forms part of this Annual Report as **ANNEXURE-1** and it is available on the website of the Company.

## 7. BOARD MEETINGS

During the year under review, your Board met 6 (Six) times as per details below. The intervening gap between any two meetings was within the prescribed period as per the Companies Act, 2013.

The Agenda and notes there on for the Meeting were circulated to the Directors in advance. Minutes of the Meetings of the Board of Directors are circulated and maintained according to the provisions of Secretarial Standards and the Companies Act, 2013.

### NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

Sl. No.	Date of Meeting held	No. of Directors attended
1	28th May, 2019	5
2	18th September, 2019	6
3	31st October, 2019	5
4	30th December, 2019	3
5	14th January, 2020	4
6	11th February, 2020	3

## 8. FORMAL ANNUAL EVALUATION

Your Company has formulated a Policy for selection of Directors, determining independence of Directors and for the performance evaluation of Board, Committees, other individual Directors and Independent Directors.

## 9. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of Board's knowledge and belief and according to the information and explanations obtained by the Board of Directors. Your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis; and
- e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **10. DECLARATIONS FURNISHED BY INDEPENDENT DIRECTORS**

The Company has received necessary declarations under Section 149(7) of the Companies Act, 2013 from all Independent Directors of the Company to the effect that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

## **11. MEETING OF INDEPENDENT DIRECTORS:**

Due to Lockdown imposed by the Government to control the widespread of the Covid-19 pandemic, the meeting of Independent Directors of the Company could not be held during the year. Further, the Ministry of Corporate Affairs vide general circular no. 11/2020 dated 24<sup>th</sup> March 2020 provided the relaxation to convene the meeting and it will not be treated as non-compliance or violation if the same has not been convened during the FY 2019-20. However, the Independent Directors shared their views orally on the performance of Non-Independent Directors and the Board as a whole and the flow of information between the Company, Management and the Board to the Board.

## **12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS AS STATED IN SECTION 178(3) OF THE COMPANIES ACT, 2013.**

Your Company has an appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board and separate its functions of governance and management. As on 31.03.2020, the Board consists of 6 members - one is an Executive Director, two are Independent Directors, one is a Nominee Director of investors and two are Non-Executive Directors. The Board periodically evaluates the need for change in its composition and size. The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Sub-Section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is appended as **Annexure-II** to the Board's Report.

## **13. DETAILS IN RESPECT OF FRAUDS REPORTED BY THE AUDITORS UNDER SECTION 143(12) OF THE COMPANIES ACT, 2013 OTHER THAN THOSE REPORTABLE TO THE CENTRAL GOVERNMENT.**

– *NIL*

## **14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Loans, guarantees or investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to the financial statements.

## **15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)**

Particulars of contracts or arrangements with related parties referred to in Section 188(1) are enclosed in the prescribed format, Form AOC-2, as **Annexure-5**.

## **16. CHANGES IN SHARE CAPITAL**

The Paid up Share Capital of the Company was increased from Rs.13,99,20,070/- to Rs.13,99,58,940/- pursuant to exercise of options by the employees under Employees Stock Options Plan 2015. In the Board Meeting held on 18<sup>th</sup> September, 2019 the Company has allotted 1,650 Equity Shares of Rs.5/- each at an exercise price of Rs.279/- each to an Employee and further, in the Board Meeting held on 14<sup>th</sup> January, 2020 the Company has allotted 6,124 Equity Shares of Rs.5/- each at an exercise price of Rs.93/- each to another Employee. There were no further allotments during the year.

## **17. INVESTORS' EDUCATION AND PROTECTION FUND:**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed Dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years. Further, according to the Rules, the Shares on which Dividend has not been paid or claimed by the Shareholders for seven consecutive years or more shall also be transferred to the DEMAT account of the IEPF Authority.

During the year under review, there were no unpaid or unclaimed amount required to be transferred to IEPF account and further, the Company has unclaimed Dividend of Rs.200/- lying in the Unpaid Dividend account of the Company for the FY 2020.

## **18. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE**

There are no significant events occurred after the Balance Sheet date which have adverse material impact on financial statement, except as stated below:

The impact of the Covid-19 pandemic has been mentioned separately.

## **19. MATERIAL CHANGES & COMMITMENTS**

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report except as reported under para 18 above.

## **20. EMPLOYEE STOCK OPTION SCHEME**

Your Company has an Employee Stock Option Scheme under 'ESOP Plan 2015' which is administered by the Nomination and Remuneration Committee for the benefit of employees.

Pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the applicable disclosures as on 31<sup>st</sup> March, 2020 are as follows:

Options at the beginning of the period (1st April, 2019)	<b>3,43,711</b>
Options granted during the period	<b>2,32,807</b>
Options vested during the period	<b>1,14,880</b>
Options exercised during the period	<b>7,774</b>
The total number of shares which may arise as a result of exercise of options	<b>5,16,930</b>
Options lapsed during the period	<b>51,814</b>
Exercise Price Per option	Exercise Price varies from employee to employee depending on the various factors such as their level, experience, number of years of service in the company etc.
Pricing Policy	The exercise price shall not be less than the face value of the Equity Shares of the company and shall not exceed fair market value of Equity shares of the company on the date of grant.
Variation of terms of options during the year #	See Note below
Money realized by exercise of options (Rs.)	<b>Rs.10,29,882/-</b>
Total number of options in force (31 <sup>st</sup> March, 2020)	<b>5,16,930</b>

**Employee wise details of options granted to:**

Sl. No.	Particulars	Number of Options Granted
1	<b>Key Managerial Personnel (MD, CEO, CFO, CS)</b>	
	a. Amit V Betala - Chief Financial Officer	5,136
	b. Nagamani C.Y – Company Secretary	974
2	<b>Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year</b>	
	a. Gulshan Chawla – Chief People Officer	17,857
3	Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	0

**# Variation of terms of options:**

During the FY2020 the ESOP Plan 2015 got modified as hereunder:

- a. Pursuant to the vide Shareholders Resolution dated 23<sup>rd</sup> July, 2019 the Members have resolved to increase the number of options in the ESOP Plan 2015 from 5,32,480 options to 9,32,480 options.

- b. Pursuant to the vide Shareholders Resolution dated 23<sup>rd</sup> July, 2019 the Members have resolved to insert new provision under the clause 7.2 of the Scheme with respect to exercise of options by resigned employees. The new provision reads as follows:

*“All vested options shall be exercised by the employee during his/her notice period, and except when the Company terminates the employment with a notice period of less than 1 month then within 1 month from the notice of termination.”*

## 21. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

### Conservation of Energy

The Company has been working effectively for the conservation of all types of energies used across all the restaurants.

The Company is using LED lighting system, to ensure that consumption of energy is at minimal levels in the operations.

The Company has not taken any steps for alternative source of energy. The Company has installed timers for exhaust & fresh air system and energy management system to save energy.

Technology absorption: Not applicable to the Company.

### Foreign Exchange Income

(Rs. in Lakhs)

Particulars	For the year ended 31-Mar-20	For the year ended 31-Mar-19
Sale of Food and Beverages	2,568.60	1,428.64

### CIF Value of Imports and Expenditure

(Rs. in Lakhs)

Particulars	For the year ended 31-Mar-20	For the year ended 31-Mar-19
Capital Imports	216.45	98.04
Fish Import	957.96	1,439.87

## 22. A STATEMENT ON THE DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The business and financial risk of the Company are akin to any other company in the same line of business. The Company has a robust enterprise risk management framework to identify and evaluate business risk opportunities. This framework seeks to create transparency, minimise adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk policy defines the risk management approach across the enterprise at various

levels, including documentation and reporting. The model has different modes that help identify risk trends, exposure and potential impact analysis at a company level and also separately for different business segments. The Company has identified various risks and also has mitigation plans for each risk identified.

### 23. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted a Corporate Social Responsibility (CSR) Committee comprising of Mr. Tarun Khanna, Mr. T N Unni, Mr. Abhay Chaudhari, Mr. Kayum Dhanani and Mrs. Suchitra Dhanani and the Committee is in the process of identifying more projects to spend the amount under Corporate Social Responsibility (CSR) provisions of Section 135 of the Companies Act 2013. A Report on the CSR initiatives by your Company is provided in **Annexure –6**.

### 24. INTERNAL FINANCIAL CONTROL

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of the reliable financial disclosures.

### 25. DIRECTORS, KEY MANAGERIAL PERSONNEL (KMP)

The composition of the Board of Directors, Key Managerial Personnel and changes in the composition of the Board of Directors and Key Managerial Personnel as on 31.03.2020 is exhibited below:

Sl. No.	Name	Designation	Date of appointment
1	Mr. Kayum Razak Dhanani	Managing Director	30/11/2012
2	Mrs. Suchitra Dhanani	Director	01/07/2015
3	Mr. Tarun Khanna	Nominee Director	12/04/2013
4	Mr. T N Unni*	Independent Director	09/02/2009
5	Mr. Raof Razak Dhanani	Director	01/07/2015
6	Mr. Abhay Chintaman Chaudhari	Independent Director	28/02/2017
7	Mr. Rahul Agrawal**	Chief Executive Officer	14/01/2020
8	Mr. Amit V Betala***	Chief Financial Officer	14/01/2020
9	Ms. Nagamani C Y	Company Secretary	21/07/2014

\*Mr. T N Unni has been re-appointed as an Independent Director in the Annual General Meeting held on 23<sup>rd</sup> July, 2019 for the second term of 5 years till 11<sup>th</sup> August, 2024.

Mr. T N Unni is a member of the Institute of Chartered Accountants of India and he has been a Practising Chartered Accountant since July 1, 1975 and has wide experience in the field of Accounting, Taxation and Corporate Governance.

Further, Mr. T N Unni has been exempted from attending and passing the online proficiency self-assessment test conducted by the institute (i.e. Indian Institute of Corporate Affairs) by virtue of holding Directorship in listed public company for more than 10 years.



\*\*Mr. Rahul Agrawal has resigned from the position of Chief Financial Officer with effect from 13<sup>th</sup> January, 2020 and further, he has been appointed to the position of Chief Executive Officer with effect from 14<sup>th</sup> January, 2020.

\*\*\*Mr. Amit V Betala has been appointed as Chief Financial Officer with effect from 14<sup>th</sup> January, 2020.

## 26. COMMITTEES OF THE BOARD

As on 31.03.2020, the Board has 5 Committees: Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, IPO Committee and Stakeholders' Relationship Committee. The composition of the Committees and compliances, as per the applicable provisions of the Act and Rules, are as follows:

Name of the Committee	Composition	Highlights of duties, responsibilities and activities
Audit Committee	1. Mr. T.N. Unni, Chairman 2. Mr. Abhay Chaudhari 3. Mr. Kayum Razak Dhanani	a) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible; b) Recommending to the Board, the appointment, re-appointment, and replacement, remuneration and terms of appointment of the Statutory Auditor and the fixation of audit fee; c) Review and monitor the Auditor's independence and performance and the effectiveness of audit process; d) Scrutiny of inter-corporate loans and investments. e) Evaluation of internal financial controls and risk management systems. f) Reviewing with the management, annual financial statements and the Auditors' Report thereon before the submission to the Board for approval, with particular reference to; <ul style="list-style-type: none"> <li>• Valuation of undertakings or assets of the Company, wherever it is necessary;</li> <li>• Evaluation of internal financial controls and risk management systems;</li> <li>• Monitoring the end use of funds raised through public offers and related matters.</li> </ul>
Nomination and Remuneration Committee <sup>#</sup>	1. Mr. Abhay Chaudhari, Chairman	a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and senior management.

	<p>2. Mr. Tarun Khanna 3. Mr. T.N. Unni</p>	<p>b) To evaluate the performance of the Board members and submit necessary Reports for further evaluation from the Board.</p> <p>c) To recommend to the Board the remuneration payable to the Directors, Key Managerial Personnel and senior management.</p>
Corporate Social Responsibility Committee	<p>1. Mr. T.N.Unni, Chairman 2. Mr. Tarun Khanna 3. Mr. Kayum Razak Dhanani 4. Mrs. Suchitra Dhanani 5. Mr. Abhay Chaudhari</p>	<p>a) Formulating and recommending to the Board the Corporate Social Responsibility Policy of the Company, including any amendments thereto in accordance with Schedule VII of the Companies Act, 2013 and the Rules made thereunder;</p> <p>b) Identifying Corporate Social Responsibility Policy partners and Corporate Social Responsibility Policy Programmes;</p> <p>c) Recommending the amount of corporate social responsibility policy expenditure for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;</p> <p>d) Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required;</p>
IPO Committee	<p>1. Mr. Kayum Razak Dhanani 2. Mr. Tarun Khanna 3. Mr. Abhay Chaudhari</p>	<p>a) To finalize, settle, approve, adopt and file along with the Selling Shareholders in consultation with BRLMs where applicable, the draft red herring prospectus, the red herring prospectus the prospectus, the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto, and take all such actions as may be necessary for the submission, withdrawal and filing of these documents including incorporating such alterations/corrections/modifications as may be required by the Securities and Exchange Board of India, the RoC or any other relevant governmental and statutory authorities or in accordance with applicable laws, rules, regulations and guidelines;</p> <p>b) To decide along with the Selling Shareholders in consultation with the BRLMs on the size,</p>

		<p>timing, pricing and all the terms and conditions of the Offer, including the price band, bid period, offer price, and to accept any amendments, modifications, variations or alterations thereto.</p> <p>c) To appoint and enter into and terminate arrangements along with the Selling Shareholders, where applicable, with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, legal advisors and any other agencies or persons or intermediaries to the Offer and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLMs and negotiation, finalization, execution and, if required, amendment of the offer agreement with the BRLMs;</p> <p>d) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the NSDL, the CDSL, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the aforesaid documents;</p>
Stakeholders' Relationship Committee	<ol style="list-style-type: none"> <li>1. Mr. Kayum Razak Dhanani</li> <li>2. Mr. Tarun Khanna</li> <li>3. Mr. Abhay Chaudhari</li> <li>4. Mr. T N Unni</li> </ol>	<ol style="list-style-type: none"> <li>a. Redress grievances of shareholders, debenture holders and other security holders, including complaints related to the transfer of shares;</li> <li>b. Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;</li> <li>c. Issue of duplicate certificates and new certificates on split/consolidation/renewal;</li> <li>d. Non-receipt of declared dividends, balance sheets of our Company, annual report or any other documents or information to be sent by our Company to its shareholders; and</li> <li>e. Carrying out any other function as</li> </ol>

		prescribed under the SEBI Listing Regulations, Companies Act, 2013 and the rules and regulations made thereunder, each as amended or other applicable law.
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#During the FY 2020 there were no changes in the Composition of Committees of the Board except, Mr. Abhay Chaudhari has been appointed as Chairman of the Nomination and Remuneration Committee.

**27. INFORMATION REQUIRED AS PER RULE 5 (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Information required as per Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as hereunder:

Name	Age	Designation	Remuneration (INR)		Nature of employment	Qualification & experience	Date of commencement of employment	Previous employment	% of shares held in the company	Whether relative of any directors or manager
			Monthly	Yearly						
*Mr. Rahul Agrawal	38 Yrs	Chief Executive Officer	12,62,923	1,51,55,072	Chief Executive Officer	Post Graduate Diploma in Management from the Indian Institute of Management, 14 Years of experience	24-July-17	Worked as Principal in CX Advisors LLP	25,000/- shares and percentage is 0.09%	No
Mr. Mansoor Memon	47 Yrs	Head-Projects	10,00,625	1,20,07,500	Head – Projects	BE In Civil Engineering 16 Years of experience	01-March-19	Own Business	0	Not a relative as per Companies Act, 2013

*\*Resigned from the Office of Chief Financial Officer with effect from 13<sup>th</sup> January 2020 and has been appointed as Chief Executive Officer with effect from 14<sup>th</sup> January, 2020*

## 28. PUBLIC DEPOSITS

The Company has not accepted any public deposits under Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014 during the financial year. Hence, details to be given under the Rule 8(5) (v) of the Companies (Accounts) Rule, 2014 are: **NIL**

## 29. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES, AND JOINT VENTURES

Salient features of the financial statements of Subsidiaries/Associate Companies/Joint ventures are given in the prescribed Form AOC – 1, as **Annexure-4**.

- a) The Company is not a subsidiary of any company.
- b) The Company has a following subsidiary in India:
  - 1. Red Apple Kitchen Consultancy Private Limited (61.35%)
- c) The Company has the following wholly owned subsidiaries in Dubai and Mauritius, viz.,
  - 1. Barbeque Nation Mena Holding Limited, registered with Jebel Ali Authority. (100%)
  - 2. Barbeque Nation Holdings Private Limited. (100%)
  - 3. Barbeque Holdings Private Limited. (100%) (*Wound up wef 10<sup>th</sup> August 2020, pursuant to the notice issued by Registrar of Companies, Port Louis, Mauritius.*)
- d) The Company has the following step down subsidiaries/associates viz.:
  - 1. Barbeque Nation Restaurant LLC (Barbeque Nation Mena Holding Limited holds 49%)
  - 2. Barbeque Nation (Malaysia) SDN. BHD. (Barbeque Nation Mena Holding Limited holds 100%)
  - 3. Barbeque Nation International LLC, Oman (Barbeque Nation Mena Holding Limited holds 49%)
  - 4. Barbeque Nation Kitchen LLC (Barbeque Nation Mena Holding Limited holds 49%) (Yet commence the Business Operations)

## 30. CASH FLOW STATEMENT

The Cash flow statement for the year ended 31<sup>st</sup> March, 2020 is attached to the Balance Sheet.

## 31. STATUTORY AUDITORS AND THE REPORT

Pursuant to the provisions of Section 139 (2) of the Companies Act, 2013, Messrs Deloitte Haskins & Sells, Chartered Accountants have been appointed for the second term of five consecutive years in the 12<sup>th</sup> Annual General Meeting held on 4<sup>th</sup> June, 2018 and they shall hold office until the conclusion of 17<sup>th</sup> Annual General Meeting.

**QUALIFICATIONS IN THE AUDIT REPORT:** There were no qualifications or observations by the Auditors in their Audit Report, except with respect to the Covid-19 pandemic and its impact on the Company.

## 32. INTERNAL AUDITORS & CONTROLS

Messrs KPMG were appointed as Internal Auditors as per Section 138 (1) of the Companies Act, 2013, read with corresponding rules, pursuant to the resolution passed in the Board meeting held on 19<sup>th</sup> November, 2018 for a period of 2 years effecting from 1<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2020. The Internal Auditors conduct quarterly internal audit of the Company and their findings have been reviewed regularly by the Audit Committee.

### **33. SECRETARIAL AUDITOR**

Mr. Vijayakrishna K T, Company Secretary, Bengaluru has been appointed as Secretarial Auditor of the Company, for the financial year 2019-20, by the Board in its meeting held on 5<sup>th</sup> June, 2020. The Secretarial Audit Report in the prescribed form, MR-3, is enclosed as **Annexure-3**.

The qualifications in Secretarial Audit Report and Board comments: **NIL**

### **34. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

Your Company had laid down set of standards, process and structures which enables to implement internal financial control across the organisation and ensure that the same are adequate and operating effectively.

### **35. CORPORATE GOVERNANCE**

Your Company has voluntarily taken steps for implementation of directives of Corporate Governance to ensure value system of integrity, fairness, transparency, accountability and adoption of the highest standards of business ethics which are of benefit to all stakeholders.

### **36. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

The following is the summary of sexual harassment complaints received and disposed off during the year.

No. of complaints received: **NIL**

No. of complaints disposed off: **NIL**

### **37. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE**

During the year under review no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

### **38. SECRETARIAL STANDARDS**

Your Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India.

### **39. VIGILANCE MECHANISM/WHISTLE BLOWER POLICY**

Pursuant to section 177 of the Companies Act, 2013, the Company has established a Whistle Blower Policy for Directors and employees to report their genuine concern.

### **40. DISCLOSURE ABOUT COST AUDIT**

Maintenance of Cost Records as specified by the Central Government under Sub-Section (1) of Section 148 of the Companies Act, 2013, is not applicable to the Company.

### **41. ACKNOWLEDGEMENTS**

The Directors place on record their appreciation of the co-operation and continued support extended by customers, shareholders, investors, partners, vendors, bankers, the Government and statutory authorities for the Company's growth. We thank employees at all levels across the Group for their valuable contribution to our progress and look forward to their continued support.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**Place: Bangalore**  
**Date: November 3, 2020**

Sd/-  
**Kayum Razak Dhanani**  
**Managing Director**  
**DIN: 00987597**

Sd/-  
**T.N Unni**  
**Director**  
**DIN: 00079237**



**Annexure-1**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31/03/2020**

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014

**I. REGISTRATION AND OTHER DETAILS**

1.	CIN	U55101KA2006PLC073031
2.	Registration Date	13/10/2006
3.	Name of the Company	Barbeque-Nation Hospitality Limited
4.	Category/Sub-category of the Company	Indian Non-Government Company
5.	Address of the registered office and contact details	Sy. No.62, Site No.13, 6 <sup>th</sup> Cross, N.S. Palya, BTM Layout, Bengaluru-560076, Karnataka, India
6.	Whether listed company	No
7.	Name, address and contact details of the registrar and share transfer agent, if any	Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhorli (West), Mumbai – 400083, Maharashtra, India

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10% or more of the total turnover of the Company shall be stated)

Sl. No.	Name and description of main products/services	NIC code of the product/service	% to total turnover of the Company
1	Restaurants	563	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associates	% of shares held	Applicable section
1	Barbeque Nation Mena Holding Limited, Country- Dubai	NA	Wholly owned subsidiary	100%	2(87) (ii)
2	Barbeque Nation Restaurant LLC Country- Dubai	NA	Step down Subsidiary/Associate	49% *	2(87)
3	Barbeque Nation Holdings Private Limited, Country- Mauritius	NA	Wholly owned subsidiary	100%	2(87) (ii)
4	**Barbeque Holdings	NA	Wholly owned	100%	2(87) (ii)

	Private Limited Country- Mauritius		subsidiary		
5	Barbeque Nation (Malaysia) SDN. BHD. Country- Malaysia	NA	Step down Subsidiary/ Associate	100%*	2(87)
6	Barbeque Nation International LLC Country-Oman	NA	Step down Subsidiary/ Associate	49% *	2(87)
7	Barbeque Nation Kitchen (LLC)	NA	Step down Subsidiary/ Associate	49% *	2(87)
8	***Red Apple Kitchen Consultancy Private Limited	U55101KA2005PTC03619 5	Subsidiary	61.35 %	2(87) (ii)

*\*Step down subsidiary/Associate*

*\*\* Application for the winding up of Barbeque Holdings Private Limited was filed with Corporate and Business Registration Department on 27<sup>th</sup> November, 2019 and Order from Registrar of Companies, Corporate and Business Registration Department, Port Louis, Mauritius was received on 10<sup>th</sup> August 2020 for having wound up wef 10<sup>th</sup> August 2020.*

*\*\*\*Pursuant to the vide Board Resolution dated 31<sup>st</sup> October 2019 and 14<sup>th</sup> January 2020 and Shareholders Resolution dated 29<sup>th</sup> November 2019, the Company has decided to acquire 3,232 Equity Shares of Red Apple Kitchen Consultancy Private Limited from Samar Retail Private Limited. Further, the acquired 2,964 Shares were credited to demat of the Company on 9<sup>th</sup> January 2020 and 268 Shares were credited on 12<sup>th</sup> February, 2020.*

IV. SHAREHOLDING PATTERN (Equity share capital breakup as percentage of total equity)

(i) Category-wise shareholding

Category of shareholders	No. of shares held at the beginning of the year [As on 31/03/2019]				No. of shares held at the end of the year [As on 31/03/2020]				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters / Promoters Group</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	43,32,774	0	43,32,774	15.48	42,32,774	0	42,32,774	15.12	0.36
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	1,26,21,116	0	1,26,21,116	45.10	1,26,21,116	0	1,26,21,116	45.09	0.01
e) Banks/FIs	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1)	<b>1,69,53,890</b>	<b>0</b>	<b>1,69,53,890</b>	<b>60.58</b>	<b>1,68,53,890</b>	<b>0</b>	<b>1,68,53,890</b>	<b>60.21</b>	<b>0.37</b>
<b>(2) Foreign</b>									
a)NRIs – Individuals	0	0	0	0	0	0	0	0	0
b)Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FIs	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
<b>A = A(1) + A(2)</b>	<b>1,69,53,890</b>	<b>0</b>	<b>1,69,53,890</b>	<b>60.58</b>	<b>1,68,53,890</b>	<b>0</b>	<b>1,68,53,890</b>	<b>60.21</b>	<b>0.37</b>

<b>B. Public</b>									
<b>1. Shareholding</b>									
<b>1. Institutions</b>	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FIs	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Foreign Portfolio Investors)	9,60,000	0	9,60,000	3.43	9,60,000	0	9,60,000	3.43	0
Sub-total (B)(1):-	9,60,000	0	9,60,000	3.43	9,60,000	0	9,60,000	3.43	0

Category of shareholders***	No. of shares held at the beginning of the year [As on 31/03/2019]				No. of shares held at the end of the year [As on 31/03/2020]				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>2. Non-Institutions</b>									
a) Body Corporates									
i) Indian	0	0	0	0	777	0	777	0	0
ii) Overseas	97,93,470	0	97,93,470	34.99	97,93,470	0	97,93,470	34.99	0
b) Individuals									

i) Individual shareholders holding nominal share capital up to Rs.1 lakh	53,262	0	53,262	0.19	60,259	0	60,259	0.22	0.03
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	25,000	0	25,000	0.09	1,25,000	0	1,25,000	0.45	0.36
c) Others (specify) i) AAJV Investment Trust	1,98,392	0	1,98,392	0.71	1,98,392	0	1,98,392	0.70	0
<b>Sub-total (B)(2):-</b>	<b>1,00,70,124</b>	<b>0</b>	<b>1,00,70,124</b>	<b>35.98</b>	<b>1,01,77,898</b>	<b>0</b>	<b>1,01,77,898</b>	<b>36.36</b>	<b>0.38</b>
<b>Total public shareholding (B) = (B)(1) + (B)(2)</b>	<b>1,10,30,124</b>	<b>0</b>	<b>1,10,30,124</b>	<b>39.42</b>	<b>1,11,37,898</b>	<b>0</b>	<b>1,11,37,898</b>	<b>39.79</b>	<b>0.37</b>
<b>C. Shares held by custodian for GDRs and ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand total (A+B+C)</b>	<b>2,79,84,014</b>	<b>0</b>	<b>2,79,84,014</b>	<b>100</b>	<b>2,79,91,788</b>	<b>0</b>	<b>2,79,91,788</b>	<b>100</b>	<b>0.03</b>

**(ii) Shareholding of promoters**

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Kayum Dhanani	13,98,684	5.00	NIL	12,98,684	4.64	NIL	0.36
2	Sayaji Housekeeping Services Limited	1,26,21,116	45.10	NIL	1,26,21,116	45.09	NIL	0.01
3	Suchitra Dhanani	6	0.00	NIL	6	0.00	NIL	0
4	Sayaji Hotels Limited	0	0	0	0	0	0	0
5	Raooof Dhanani	0	0	0	0	0	0	0

(iii) Change in promoters' shareholding (please specify if there is no change)

Sl. No	Particulars		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	<b>Name of Promoter</b>	<b>At the beginning of the year</b>	<b>13,98,684</b>	<b>5.00</b>	-	-
	<b>Kayum Dhanani</b>	6 <sup>th</sup> January 2020 (Transfer of Equity Shares)	<b>(1,00,000)</b>	<b>0.36</b>	-	
		<b>At the end of the year</b>			<b>12,98,684</b>	<b>4.64</b>
2.	<b>Name of Promoter</b>	<b>At the beginning of the year</b>	<b>1,26,21,116</b>	<b>45.10</b>	-	-
	<b>Sayaji Housekeeping Services Limited</b>	Date wise Increase/ Decrease in Promoters Share Holding during the year specifying the reasons for increase/decrease (Eg: allotment/ transfer/ bonus/sweat equity etc):	-		0	0
		<b>At the end of the year</b>			<b>1,26,21,116</b>	<b>45.09</b>
3.	<b>Name of Promoter</b>	<b>At the beginning of the year</b>	<b>6</b>	<b>0.00</b>		
	<b>Suchitra Dhanani</b>	Date wise Increase/ Decrease in Promoters Share Holding during the year specifying the reasons for increase/decrease (Eg: allotment/ transfer/ bonus/sweat equity etc):			0	0
		<b>At the end of the year</b>			<b>6</b>	<b>0.00</b>

<b>4</b>	<b>Name of Promoter</b>	<b>At the beginning of the year</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
	<b>Raof Dhanani</b>	Date wise Increase/ Decrease in Promoters Share Holding during the year specifying the reasons for increase/decrease (Eg: allotment/ transfer/ bonus/sweat equity etc):	-		-	-
		<b>At the end of the year</b>				
<b>5</b>	<b>Name of Promoter</b>	<b>At the beginning of the year</b>	<b>0</b>	<b>0</b>	<b>=</b>	<b>=</b>
	<b>Sayaji Hotels Limited</b>	Date wise Increase/ Decrease in Promoters Share Holding during the year specifying the reasons for increase/decrease (Eg: allotment/ transfer/ bonus/sweat equity etc):				
		<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, promoters and holders of GDRs and ADRs)

Sl. No.	For each of the top 10 Shareholders	Shareholding at the beginning of the year		Increase/decrease during the year	Cumulative shareholding during the year		At the end of the year	
		No. of shares	% of total shares of the Company	No. of shares allotted / Transferred	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Tamara Private Limited	60,78,402	21.72	-	60,78,402	21.71	60,78,402	21.71
2.	Pace Private Limited	31,82,964	11.37	-	31,82,964	11.37	31,82,964	11.37
3.	Alchemy India Long Term Fund Limited	5,75,000	2.05	-	5,75,000	2.05	5,75,000	2.05
4.	Menu Private Limited	5,32,104	1.90	-	5,32,104	1.90	5,32,104	1.90
5.	Sanya Dhanani*	4,97,893	1.78	-	4,97,893	1.78	4,97,893	1.78
6.	Azhar Dhanani*	4,97,890	1.78	-	4,97,890	1.78	4,97,890	1.78
7.	Zuber Dhanani*	4,97,890	1.78	-	4,97,890	1.78	4,97,890	1.78
8.	Saba Dhanani*	4,97,890	1.78	-	4,97,890	1.78	4,97,890	1.78
9.	Sadiya Dhanani*	4,97,890	1.78	-	4,97,890	1.78	4,97,890	1.78
10.	Zoya Dhanani*	4,44,631	1.59	-	4,44,631	1.59	4,44,631	1.59

\*Promoters group



**v. Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Shareholding of each Director and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	<b>Kayum Razak Dhanani (Managing Director)</b>				
	<b>At the beginning of the year</b>	<b>13,98,684</b>	<b>5.00</b>		
	<b>6<sup>th</sup> January 2020 (Transfer of equity shares)</b>	<b>(1,00,000)</b>	<b>0.36</b>	<b>12,98,684</b>	<b>4.64</b>
	Date-wise increase/decrease in promoters' shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)				
	<b>At the end of the year</b>	<b>12,98,684</b>	<b>4.64</b>	<b>12,98,684</b>	<b>4.64</b>
2.	<b>Suchitra Dhanani (Director)</b>				
	<b>At the beginning of the year</b>	<b>06</b>	<b>0.00</b>		
	Date-wise increase/decrease in promoters' shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)				
	<b>At the end of the year</b>	<b>06</b>	<b>0.00</b>	<b>06</b>	<b>0.00</b>
3.	<b>Rahul Agrawal (Chief Executive Officer)</b>				
	<b>At the beginning of the year</b>	<b>25,000</b>	<b>0.09</b>		
	<b>At the end of the year</b>	<b>25,000</b>	<b>0.09</b>	<b>25,000</b>	<b>0.09</b>

## V.INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Millions)

Particulars	Secured loans excluding deposits	Overdraft facilities that are Secured	Unsecured loans	Deposits	Total indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i) Principal Amount	833.37	50.06	85.00	-	<b>968.43</b>
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	-	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>833.37</b>	<b>50.06</b>	<b>85.00</b>	-	<b>968.43</b>
<b>Change in Indebtedness during the financial year</b>					
* Addition	952.67	149.93	14.41	-	<b>1,117.01</b>
* Reduction	229.11	-	-	-	<b>229.11</b>
<b>Net change</b>	<b>723.56</b>	<b>149.93</b>	<b>14.41</b>	-	<b>887.90</b>
<b>Indebtedness at the end of the financial year</b>					
i) Principal amount	1,543.19	199.99	99.41	-	<b>1,842.59</b>
ii) Interest due but not paid	13.74	-	-	-	<b>13.74</b>
iii) Interest accrued but not due	-	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1,556.93</b>	<b>199.99</b>	<b>99.41</b>	-	<b>1,856.33</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

B. Remuneration to other Directors:

(Amount in Rupees)

SN.	Particulars of Remuneration	Name of Director	Name of Director	Total Amount
1	<b>Independent Directors</b>	<b>T N Unni</b>	<b>Abhay Chintaman Chaudhari</b>	-
	Fee for attending board and committee meetings	1,50,000	1,50,000	3,00,000
	Commission	0	0	0
	Others, please specify	0	0	0
	<b>Total (1)</b>	<b>1,50,000</b>	<b>1,50,000</b>	<b>3,00,000</b>
2	<b>Other Non-Executive Directors</b>	<b>Suchitra Dhanani</b>	<b>Raoo Razak Dhanani</b>	
	Fee for attending board and committee meetings	1,00,000	50,000	1,50,000
	Commission	0	0	0
	Others, please specify	0	0	0
	<b>Total (2)</b>	<b>1,00,000</b>	<b>50,000</b>	<b>1,50,000</b>
	<b>Total (B)=(1+2)</b>	<b>2,50,000</b>	<b>2,00,000</b>	<b>4,50,000</b>
	<b>Total Managerial Remuneration</b>	<b>Not Applicable</b>	<b>Not Applicable</b>	<b>Not Applicable</b>
	<b>Overall Ceiling</b>	<b>Not Applicable</b>	<b>Not Applicable</b>	<b>Not Applicable</b>

\*Sitting fees is not forming part of Managerial Remuneration as per the Section 197(5) of companies Act, 2013.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Amount in Rupees)

SI.No.	Particulars of Remuneration	CEO	CFO	CS	Total
1	Gross salary	1,51,55,072	18,18,468	14,18,016	1,83,91,566
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961			-	
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961			-	
2	Stock options (ESOP)*	#2,00,000	##5,136	###2,916	2,08,052
3	Sweat equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others, specify	-	-	-	-
5	Others, (Equity shares of Rs.5/- each)	#25,000	-	-	#25,000
	<b>Total</b>	<b>1,51,55,072</b>	<b>18,18,468</b>	<b>14,18,016</b>	<b>1,83,91,566</b>

\*Stock Options (ESOP) and Shares shall not be considered for the Total.

# 2,00,000 Options were granted to Mr. Rahul Agrawal (CEO) on 5th August 2017 and out of which 16,000 Options got vested on 4th August 2018 and 16,000 Options got vested on 4th August 2019 and 1,68,000 Options got vested on 4th August 2020

## 5,136 Options were granted to Mr. Amit V Betala (CFO) on January 2020 and those Options will vest on January 2023

###Totally 2,916 Options were granted to Ms. Nagamani CY (CS) and out of which 1,942 Options got vested on 1st April 2019 and 974 Options were granted on October 2019.

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

A report on the Penalties/Punishment/Compounding of Offences by your Company is provided in **Annexure – 7**.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**Place: Bangalore**  
**Date: November 3, 2020**

Sd/-  
**Kayum Razak Dhanani**  
**Managing Director**  
**DIN: 00987597**

Sd/-  
**T.N Unni**  
**Director**  
**DIN: 00079237**

## Annexure-2

**Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters as stated in Section 178(3) of the Companies Act, 2013.**

### NOMINATION AND REMUNERATION POLICY

Our policy on the appointment and remuneration of Directors and Key Managerial Personnel provides a framework based on which our Human Resources Management aligns its recruitment plans for the strategic growth of the Company. The Nomination and Remuneration Policy is provided herewith pursuant to Section 178 of the Companies Act, 2013.

#### I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of every listed public company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee. The Company has already constituted a Nomination and Remuneration Committee comprising three Non-Executive Directors, out of which two are Independent Directors as required under the Companies Act, 2013.

A Policy is required to be formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules.

#### II. OBJECTIVES

The key objectives of the Committee:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and senior management.
- b) To specify the manner for evaluation of the performance of the Board, the Committees and individual Directors and submit necessary reports for further evaluation from the Board.
- c) To recommend to the Board the remuneration payable to the Directors, Key Managerial Personnel and senior management.

#### III. DEFINITIONS

- 'Act' means Companies Act, 2013 and rules there under
- "Board" means Board of Directors of the Company.
- "Company" means "Barbeque-Nation Hospitality Limited."
- "Employees' Stock Option" means the option given to the Directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such Directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date and at a pre-determined price.
- "Independent Director" means a Director referred to in Section 149 (6) of the Companies Act, 2013.
- "Key Managerial Personnel" (KMP) means

(i) Chief Executive Officer or the Managing Director or the Manager,

(ii) Whole-time Director, (iii) Company Secretary, (iv) Chief Financial Officer

(v) Such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and (v) such other officer as may be prescribed in the Companies Act 2013,

- “MANAGERIAL PERSON” shall mean managing director and whole time director.
- “Nomination and Remuneration Committee” shall mean a Committee of the Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.
- “Policy” or “this Policy” means “Nomination and Remuneration Policy.”
- “Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.
- “Senior Management” means personnel of the Company who are members of its core management team excluding the Board of Directors. This would include all members of the management one level below the Executive Directors, including all functional heads.

#### **IV. INTERPRETATION**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, as amended from time to time.

#### **V. GUIDING PRINCIPLES**

This Policy ensures that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- The Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- The Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay, reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in senior management, Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company’s size and financial position and trends and practices on remuneration prevailing in peer companies in the industry.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and senior management personnel and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company’s operations; and

- To retain, motivate and promote talent and to ensure long-term sustainability of talented managerial persons and create competitive advantage.

- To lay down criteria for appointment, removal of directors, Key Managerial and senior management personnel and evaluation of their performance.

## **VI. ROLE OF THE COMMITTEE**

The role of the Committee *inter alia* is the following:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors and the Board.
- c) Identify persons who are qualified to become Directors and may be appointed in senior management in accordance with the criteria laid down in this Policy.
- d) To specify the manner for effective evaluation of performance of the Board, its Committees and individual Directors.
- e) To recommend to the Board the appointment and removal of Directors and senior management.
- f) To recommend to the Board, policy relating to remuneration for Directors, Key Managerial Personnel and senior management.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To devise a policy on Board diversity.
- i) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

## **VII. MEMBERSHIP**

- a) The Committee shall comprise at least three (3) Directors, all of whom shall be Non-Executive Directors and at least half shall be Independent.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements.
- c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.
- f) The Committee shall meet at such intervals as deems fit to carry out the objectives set out in the Policy.
- g) The Members may attend the meeting physically or via permitted audio-visual mode, subject to the provisions of the Act.
- h) The Committee shall have the authority to call such employee(s), senior official(s) and / or externals, as it deems fit.
- i) The Company Secretary shall act as Secretary to the Committee.

## **VIII. CHAIRMAN**

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Company may be appointed as a member of the Committee but shall not chair the Committee.



- c) In the absence of Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee may be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

#### **IX. COMMITTEE MEMBERS' INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **X. VOTING**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall, for all purposes, be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

#### **XI. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

##### **Appointment criteria and qualifications:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at the senior management level and recommend to the Board his/her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) The Managing Director of the Company shall appoint all the senior managerial personnel including the Head of any department, except Chief Financial Officer, Chief Executive Officer and Company Secretary.
- e) Appointment of Independent Directors is subject to compliance with the provisions of Section 149 of the Act, read with schedule IV and rules made thereunder.

##### **Term/Tenure**

- a) Managing Director/Whole-time Director/Manager (Managerial Person):

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

### **Removal**

The Committee may recommend to the Board, with reasons recorded in writing, removal of a Director, KMP or senior management subject to the provisions and compliance of the said Act, rules and regulations.

### **Retirement**

The Director, KMP and senior management personnel shall retire as per the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, senior management personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **XII. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT PERSONNEL**

### **General**

The remuneration/compensation/commission, etc. to Managerial Person, KMP and senior management personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission, etc. shall be subject to the prior/post approval of the shareholders of the Company, wherever required.

The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Act, and the rules made thereunder for the time being in force.

Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the shareholders in case of the Managerial Person.

Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if any such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

## **Remuneration to Managerial Person, KMP and senior management:**

### **Fixed pay**

Managerial Person, KMP and senior management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Act, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites, including employer's contribution to P.F., pension scheme, medical expenses, etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders, wherever required.

### **Minimum remuneration**

If, in any financial year, the Company has no or inadequate profits, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the approval of the shareholders.

## **Remuneration to Non-Executive/Independent Director**

### **Remuneration/Commission**

The remuneration/commission shall be in accordance with the statutory provisions of the Act, and the rules made thereunder for the time being in force.

### **Sitting fees**

The Non-Executive/Independent Directors may receive remuneration by way of fees for attending meetings of the Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government and approved by the Board from time to time.

### **Limit of remuneration/commission**

Remuneration/Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Act.

### **Stock options**

An Independent Director shall not be entitled to any stock option of the Company. Only such employees of the Company and of its subsidiaries as approved by the Committee will be granted ESOPs.

## **XIII. MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be recorded in the minutes and signed by Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent meeting.

#### **XIV. DEVIATIONS FROM THIS POLICY**

Deviations on elements of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so subject to the approval of the Board.

### **Annexure 3**

#### **Form No. MR-3 SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2020

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To  
The Members  
BARBEQUE-NATION HOSPITALITY LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by bearing BARBEQUE-NATION HOSPITALITY LIMITED, CIN: U55101KA2006PLC073031 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2020 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made there under;
- (ii). The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iii). Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(iv). The Industry specific laws applicable to the Company are as follows:

- Prevention of Food Adulteration Act, 1954
- Food Safety and Standards Act, 2006
- The Legal Metrology Act, 2009
- The Karnataka Excise Act, 1965
- The Trade Marks Act, 1999

(v). The other general laws as may be applicable to the Company including the following:

- Karnataka Shops & Commercial Establishment Act & Rules

- The ESI Act & General Regulations
- The Employees Provident Funds & Miscellaneous Provisions Act
- The Minimum Wages Act & Rules
- The Payment of Wages Act & Rules
- The Payment of Gratuity Act & Rule.
- The Payment of Bonus Act & Rules
- The Maternity Benefit Act.
- The Equal Remuneration Act
- The Employment Exchanges (CNV) Act & Rules
- The Karnataka Labour Welfare Fund Act & Rules
- Industrial Employment Standing Orders Act.
- The Karnataka (National & Festival) Holidays Act & Rules
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act.
- For majority of Central Labour Laws, the States have introduced Rules [names of each of the Rules is not included here]
- The Competition Act, 2002
- The Indian Contract Act, 1872
- The Sales of Goods Act, 1930
- The Indian Stamp Act, 1899
- The Transfer of Property Act, 1882
- The Registration Act, 1908

(vi). Environment Related Acts & Rules:

- i. The Environment Protection Act, 1986
- ii. The Water (Prevention & Control of Pollution) Act, 1974
- iii. The Air (Prevention & Control of Pollution) Act, 1981

I have also examined compliances with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India on the Board and General Meetings i.e. SS - 1 and SS – 2.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above as may be applicable. In my opinion, the Company needs to strengthen the compliances under the Companies Act read with the Rules thereto, and the Secretarial Standards as well as other laws including HR and Labour Laws. The Company may take necessary actions to place the required documents/information in its web site.

Certain non-material findings made during the course of the audit relating to the provisions of Companies Act were noted which have been communicated to the Company.

I further state that during the period under the review and based on my verification of the records maintained by the Company and also on the review of compliance reports/statements by respective department heads/Chief Financial Officer/ Company Secretary taken on record by the Board of Directors of the Company, in my opinion, adequate systems and process and control mechanism exist in the Company to monitor and ensure compliance with applicable labour laws, environmental laws and other applicable laws as mentioned above.

I further report that I have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the Company.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

As per the information received from the Company Secretary, adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a

system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there case instance was no such.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

*I further report that I could not physically verify few documents/registers/returns due to Lockdown situation in relation to outbreak of Pandemic Covid-19 and I have relied up on the soft copies/information shared with me.*

Place: Bangalore  
Date: 16.10.2020

Sd/-  
Vijayakrishna KT  
FCS.1788 CP: 980  
UDIN: F001788B000972659

*Note: This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.*

**‘Annexure’**

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under Income Tax Act, Central Excise Act, Customs Act, Goods and Services Tax Act.
4. Where ever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore  
Date: 16.10.2020

Sd/-  
Vijayakrishna KT  
FCS.1788 CP: 980  
UDIN: F001788B000972659

**Annexure 4**

**Form AOC-1**

**(Pursuant to first proviso to Sub-section (3) of Section 129 read with  
Rule 5 of the Companies (Accounts) Rules, 2014  
Statement containing salient features of the financial statement of  
Subsidiaries/Associate companies/Joint Ventures  
Part "A": Subsidiaries**

(Information in respect of each subsidiary has been presented with amounts in INR million)

1	NAME OF THE SUBSIDIARY	RED APPLE KITCHEN CONSULTANCY PRIVATE LIMITED, COUNTRY- INDIA	BARBEQUE NATION MENA HOLDING LIMITED COUNTRY-DUBAI	BARBEQUE NATION RESTAURANT LLC COUNTRY-DUBAI	BARBEQUE NATION MALAYSIA SDN BHD, COUNTRY-MALAYSIA	BARBEQUE NATION HOLDINGS PVT LTD, COUNTRY-MAURITIUS	BABEQUE NATION INTERNATIONAL LLC –OMAN
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting period is same 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2020	Reporting period is same 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2020	Reporting period is same 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2020	Reporting period is same 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2020	Reporting period is same 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2020	Reporting period is same 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2020
3	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR March 2020 Rate: NA	AED March 2020 Rate: 20.52	AED March 2020 Rate: 20.52	RM March 2020 Rate: 17.47	\$ March 2020 Rate: 75.37	OMR March 2020 Rate: 196.01
4	Share capital	0.53	327.14	6.16	17.47	1.51	29.40
5	Reserves and surplus	152.31	-89.79	-579.94	-62.44	-3.09	-14.16
6	Total assets	450.80	895.16	501.97	68	1.32	108.62
7	Total Equity and liabilities	450.80	895.16	501.97	68	1.32	108.62
8	Investments	-	36.74	-	-	-	-



9	Turnover/Revenue	459.96	46.69	407.24	34.75	-	59.71
10	Profit before taxation	7.39	-10.43	-281.36	-21.62	-1.1	-8.11
11	Provision for taxation	2.66	-	-	-	-	-
12	Profit after taxation	4.73	-10.43	-281.36	-21.62	-1.1	-8.11
13	Proposed dividend	-	-	-	-	-	-
14	% of shareholding	61.35%	100%	49%	100%	100%	49%

**Red Apple Kitchen Consultancy Private Limited (“Red Apple”)**

Pursuant to the vide Board Resolution dated 31<sup>st</sup> October 2019 and 14<sup>th</sup> January 2020 and Shareholders Resolution dated 29<sup>th</sup> November 2019, the Company has decided to acquire 3,232 Equity Shares of Red Apple from Samar Retail Private Limited. Further, the acquired 2,964 Shares were credited to demat account of the Company on 9<sup>th</sup> January 2020 and 268 Shares were credited on 12<sup>th</sup> February, 2020.

**Barbeque Holdings Private Limited (“BHPL”)**

Application for the winding up of BHPL, a Wholly Owned Subsidiary incorporated in Mauritius, was filed with Corporate and Business Registration Department on 27<sup>th</sup> November, 2019 and Order from Registrar of Companies, Corporate and Business Registration Department, Port Louis, Mauritius was received on 10<sup>th</sup> August 2020 for having wound up wef 10<sup>th</sup> August 2020.

**Barbeque Nation Kitchen LLC (“BBQ Kitchen LLC”)**

BBQ Kitchen LLC, incorporated on 9<sup>th</sup> January 2019 is yet to commence its Operations.

**Part “B”: Associates and joint ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to associate companies and joint ventures: Not Applicable**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Place: Bangalore  
Date: November 3, 2020

Sd/-  
Kayum Razak Dhanani  
Managing Director  
DIN: 00987597

Sd/-  
T.N Unni  
Director  
DIN: 00079237

**Annexure-5**

**Form No. AOC-2**

**(Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis**

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts / arrangements/transactions
- (d) **There are no transactions which are not at arm's length basis** ns including the value, if any
- (e) s or transactions
- (f)
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

**3. Details of material contracts or arrangement or transactions at arm's length basis**

(Amount in Rs)

Sl. No.	Name	Nature of contracts	Duration of the contracts	Amount (in Rs.)	Terms and conditions	Date of the Board approval, if any,	Amount paid as advance, if any
1.	Sara Suole Private Limited	Entered Sub Lease Agreement for Office premises	5 years from 2 <sup>nd</sup> November 2019	Rent of Rs.5,22,000/- p.m. plus applicable taxes and paid CAM Charges on actual basis	As per the agreement	Approved through Circular Resolution and ratified at the Board Meeting held on 31 <sup>st</sup> October, 2019	Paid security deposit of Rs.31,32,000/-

2.	Red Apple Kitchen Consultancy Private Limited	Entered Memorandum of Understanding (MOU) for usage of liquor license	3 years	License fees of Rs.1,50,000/- p.m. plus applicable taxes	As per Memorandum of Understanding agreed between parties	Approved through Circular Resolution and ratified at the Board Meeting held on 31 <sup>st</sup> October, 2019	Paid security deposit of Rs.25,00,000/-
3.	Samar Retail Private Limited, Red Apple Kitchen Consultancy Private Limited	Acquired equity shares of Red Kitchen Consultancy Private Limited from Samar Retail Private Limited	NA	a) 2,964 equity shares at Rs.52,72,06,680/- b) 268 shares at Rs. 4,76,69,160/-	As per the Securities Purchase agreement (SPA)	31 <sup>st</sup> October 2019 and 14 <sup>th</sup> January 2020	Nil
4.	Sanya Dhanani	Daughter of Mrs. Suchitra Dhanani, Director. Promoted as Cluster Manager from the position of Manager	Employment	Salary not exceeding Rs. 13,00,000/- p.a.	Based on HR Policy	14 <sup>th</sup> January 2020	Nil
5.	Samar Retail Private Limited	Entered sub lease agreement for Regional office	3 years from 1 <sup>st</sup> February, 2019	Rent of Rs.4,15,945/- plus applicable taxes	As per the agreement	4 <sup>th</sup> February, 2019	Nil
6.	Gulshan Mohammed Ismail Memon	Lease Deed	9 Years commencing from 25th March 2019	Paid Rent of Rs.62,39,422/- for the FY 2020	As per the agreement	29th June, 2017 and 4th February 2019	Paid security deposit of Rs.55,13,005/-
7.	Sayaji Hotels Limited	Lease rent and Service	-	Payment of CAM Charges of Rs.1,19,46,957/- for the outlet situated at Wakad outlet and	-	-	Nil

				Paid Rs.80,825/- for stay of Company employees at Sayaji Hotel			
8.	Samar Lifestyle Private Limited	Service	-	Paid CAM Charges of Rs.2,63,910/- during the FY 2020	-	-	Nil

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**Place: Bangalore**  
**Date: November 3, 2020**

Sd/-  
**Kayum Razak Dhanani**  
**Managing Director**  
**DIN: 00987597**

Sd/-  
**T.N Unni**  
**Director**  
**DIN: 00079237**

## Annexure 6

### ANNUAL REPORT ON CSR ACTIVITIES

1	A Brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken	<p>Barbeque-Nation shall lay down its focus on the following CSR activities in line with statute governing the CSR and for the benefit of public.</p> <p>(i) Eradicating hunger, poverty and malnutrition, promoting preventive healthcare and sanitation, and making available safe drinking water,</p> <p>(ii) Promoting education, including special education and employability-enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;</p> <p>(iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;</p> <p>(iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;</p> <p>(v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;</p> <p>(vi) Measures for the benefit of armed forces veterans, war widows and their dependents;</p> <p>(vii) Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;</p> <p>(viii) Contribution to Prime Minister's National Relief Fund or any other fund set up by the central government for socio-economic development and relief and welfare of the scheduled castes, the scheduled tribes, other backward classes, minorities and women;</p> <p>(ix) Contribution or funds provided to technology incubators located within academic institutions which are approved by the central government;</p> <p>(x) Rural development projects.</p> <p>(xi) Any other CSR activities as per Companies Act, 2013 and approved by the Board from time to time.</p>
2	The composition of the CSR committee	<ol style="list-style-type: none"> <li>1. Mr. T N Unni, (Chairman)</li> <li>2. Mr. Tarun Khanna</li> <li>3. Mr. Kayum Razak Dhanani</li> <li>4. Mrs. Suchitra Dhanani</li> <li>5. Mr. Abhay Chitaman Chaudhary</li> </ol>
3	Average net profit of the company for the last three financial years.	Due to the losses incurred during the FY 2020, the Company is not liable for the CSR contribution for the FY 2020.
4	Details of CSR Expenditure during the financial year	Christel House India - Rs.2,00,000
5	Details of Amount Unspent	NIL

6	Reason for unspent amount	Not Applicable
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**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**Place: Bangalore**  
**Date: November 3, 2020**

Sd/-  
**Kayum Razak Dhanani**  
**Managing Director**  
**DIN: 00987597**

Sd/-  
**T.N Unni**  
**Director**  
**DIN: 00079237**



**Manner in which the amount spent during the financial year is detailed below:**

Sr. No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs		Amount outlay (budget) project or programs wise	Amount spent on the projects or programs		Cumulative expenditure up to the reporting period	Amount spent		
			(1) Local area or other	(2) Specify the State and district Where projects or Programs was undertaken		Direct expenditure on projects or programs	Overheads		Directly	Through implementing agency	Total
1.	Christel House India	Promoting education among children.	Local Area	Bangalore-Karnataka	Donated Rs. 2,00,000 to Christel House India registered under section 25 of the Companies Act 1956, it is providing education to underprivileged children.	Rs.2,00,000	-	-	-	Christel House India	Rs.2,00,000

We hereby affirm that the CSR Policy, as approved by the Board has been implemented and the CSR Committee monitors the implementation of the projects and activities in compliance with our CSR Objective.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**Place: Bangalore**  
**Date: November 3, 2020**

Sd/-  
**Kayum Razak Dhanani**  
**Managing Director**  
**DIN: 00987597**

Sd/-  
**T.N Unni**  
**Director**  
**DIN: 00079237**



**ANNEXURE 7**

**Details of Penalties/Punishment/Compounding of Offences:**

<b>SI No.</b>	<b>Name of the company</b>	<b>Name of the concerned Authority</b>	<b>Date of Order</b>	<b>Name of the Act and section under which penalized / punished</b>	<b>Details of penalty/punishment (in Rs.)</b>	<b>Details of appeal (if any) including present status</b>	<b>Brief description and facts of the case</b>
1	Barbeque-Nation Hospitality Limited	Commercial Tax Department, Tamil Nadu	14-06-2019	Section 7(1)(b) r/w Section 2(9) of the Tamil Nadu Value Added Tax Act, 2006	9,32,43,971	The Company has filed the Writ Application against the order in the Madras High Court, Chennai vide SR NO 105206/2019 dated 14.08.2019	The Company has registered its Trade Mark "Barbeque Nation" under the Trade Marks Act, 1999 (Central Act 47 of 1999). Pursuant to section 7(1)(b) r/w Section 2(9) of the TNVAT Act, 2006 the dealer automatically becomes ineligible to opt the Composition scheme, if they are registered under the Trade Marks Act. Hence the Department is demanding to pay the differential tax on turnover for the FY2016-17.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Place: Bangalore  
Date: November 3, 2020

Sd/-  
**Kayum Razak Dhanani**  
Managing Director  
DIN: 00987597

Sd/-  
**T.N Unni**  
Director  
DIN: 00079237