



Date: August 13, 2025

To,

The Manager, Listing Department <b>BSE Limited</b> P.J. Towers, Dalal Street, Mumbai – 400 001  <b>Scrip Code: 543283</b>	The Manager, Listing & Compliance Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra, Kurla Complex, Bandra East, Mumbai – 400051  <b>Scrip Symbol: BARBEQUE</b>
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Dear Sirs,

**Subject: Notice of the 19<sup>th</sup> Annual General Meeting (“AGM”) of Members/Shareholders of Barbeque-Nation Hospitality Limited (“the Company”)**

**Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations”].**

In continuation to our letter dated August 11, 2025 regarding *Intimation of the 19<sup>th</sup> Annual General Meeting (“AGM”) of Shareholders of the Company*, we wish to inform the following:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circular”) and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India and the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, we hereby enclose the Notice of 19<sup>th</sup> Annual General Meeting of Shareholders/Members of the Company. The 19<sup>th</sup> AGM is scheduled to be held on Thursday, September 4, 2025 at 12:00 PM (IST) through Video Conference/Other Audio Visual Means (“VC/OAVM”).
2. The 19<sup>th</sup> AGM Notice is being sent through electronic mode to all the Shareholders whose email addresses are registered with the Company/Depositories/Depository Participants/Registrar and Share Transfer Agent. The Notice is also available on the Company’s website at [www.barbequenation.com](http://www.barbequenation.com).
3. The Company has provided the facility to cast vote electronically, through the remote e-voting and e-voting at the AGM, on all the resolutions set forth in the AGM Notice to the Shareholders who are holding shares of the Company as on the Cut-off date i.e., Thursday, August 28, 2025.
4. The Remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting	Monday, September 1, 2025 at 9:00 AM (IST)
End of remote e-Voting	Wednesday, September 3, 2025 at 5:00 PM (IST)

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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](mailto:corporate@barbequenation.com), **CIN:** L55101KA2006PLC073031 **www.barbequenation.com**



5. The Shareholders are requested to refer the notes to AGM Notice for detailed instructions relating to the e-Voting and attending the virtual AGM.

This is for your information and records.

Thanking you.

Yours faithfully,

**For Barbeque-Nation Hospitality Limited**

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

*Encl.: As above*



## BARBEQUE-NATION HOSPITALITY LIMITED

CIN: L55101KA2006PLC073031

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

**Telephone:** +91 80 69134900

**E-mail:** [compliance@barbequenation.com](mailto:compliance@barbequenation.com) **Website:** [www.barbequenation.com](http://www.barbequenation.com)

## Notice of 19<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the 19<sup>th</sup> (Nineteenth) Annual General Meeting ("AGM") of the Members/Shareholders of Barbeque-Nation Hospitality Limited (the "Company") will be held on Thursday, September 4, 2025 at 12:00 PM (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

### ORDINARY BUSINESS:

#### Item No. 1:

#### Adoption of Audited Financial Statements for the financial year ended March 31, 2025:

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

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 i.e., the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended March 31, 2025 together with the Auditors' Report and Board's Report thereon, as circulated to the members, be and are hereby received, considered and adopted."

#### Item No. 2:

#### Re-appointment of Mr. Raof Razak Dhanani (DIN:00174654), Director, who retires by rotation:

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

**"RESOLVED THAT** Mr. Raof Razak Dhanani (DIN:00174654), Director, who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### Item No. 3:

#### Re-appointment of Mrs. Suchitra Dhanani (DIN:00712187), Director, who retires by rotation:

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

**"RESOLVED THAT** Mrs. Suchitra Dhanani (DIN:00712187), Director, who retires by rotation at this Annual General Meeting, and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

#### Item No. 4:

#### Re-appointment of Mr. Rahul Agrawal (DIN:07194134) as Chief Executive Officer & Whole-Time Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 2(51), 2(94), 196, 197, 198 and 203 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V, and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (collectively referred to as the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for

the time being in force); the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Nomination and Remuneration Policy of the Company; any other applicable laws, rules, regulations, circulars and notifications issued by any statutory/regulatory authorities (including any statutory modifications or re-enactments thereof, for the time being in force), and in accordance with applicable provisions of the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded to re-appoint Mr. Rahul Agrawal (DIN:07194134) as Chief Executive Officer & Whole-Time Director of the Company for a further period of 5 consecutive years, with effect from December 31, 2025 to December 30, 2030.

**RESOLVED FURTHER THAT** the total remuneration payable to Mr. Rahul Agrawal for the financial year 2025-26 shall not exceed Rs. 3,03,00,000/- (Rupees Three Crores Three Lakhs only), the value of perquisite benefit, if any, arising from the exercise of Employee Stock Options (ESOPs) granted to him during the previous financial years or that may be granted in future shall be in addition to the aforesaid remuneration; and further, the aforesaid remuneration may be increased by such percentage but not exceeding 15% annually in the subsequent financial years upto March 31, 2028, subject to the approval of the Nomination and Remuneration Committee and the Board of Directors, notwithstanding that such remuneration may exceed the limit stipulated under Section 197 read with Schedule V of the Act, in case of no profit or inadequate profit of the Company, as calculated in accordance with the applicable provisions of the Act.

**RESOLVED FURTHER THAT** any one of the Directors or Key Managerial Personnel of the Company be and is hereby severally authorized to file necessary e-forms with the Registrar of Companies and to intimate the Stock Exchanges or any other authorities as considered necessary; to do all such acts, deeds, things and matters with respect to the above; to settle any questions, difficulties and doubts that may arise in this regard, and sign, execute and deliver such deeds, writings, undertakings or documents, as considered necessary and expedient to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** a copy of the foregoing resolution shall be certified to be true by any Director or Key Managerial Personnel of the Company and may be provided to the concerned persons/authorities, as considered necessary."

## **Item No. 5:**

### **Approval of Change of Name of the Company and consequential Alteration of the Memorandum of Association and Articles of Association of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals, permissions and sanctions as considered necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and all other applicable laws, rules, regulations, circulars and notifications issued by any statutory/regulatory authorities (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Board of Directors, consent of the Shareholders be and is hereby accorded to change name of the Company from "BARBEQUE-NATION HOSPITALITY LIMITED" to "UNITED FOODBRANDS LIMITED".

**RESOLVED FURTHER THAT** the Name Clause (Clause I) of the Memorandum of Association of the Company be altered and substituted with the following clause:

1<sup>st</sup> The Name of the Company is "UNITED FOODBRANDS LIMITED".

**RESOLVED FURTHER THAT** the name of the Company wherever appearing in the Articles of Association of the Company be altered and substituted with the new name "UNITED FOODBRANDS LIMITED".

**RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name "BARBEQUE-NATION HOSPITALITY LIMITED" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Memorandum of Association and the Articles of Association of the Company and other documents, including any agreements and contracts entered into by the Company, letterheads and at all other records/places wherever appearing, be substituted with the new name "UNITED FOODBRANDS LIMITED".

**RESOLVED FURTHER THAT** any one of the Directors or Key Managerial Personnel of the Company, be and is hereby severally authorized to file necessary application(s) and/or form(s) with the Registrar of Companies and to intimate the Stock Exchanges or any other regulatory authorities, as considered necessary; to do all such acts, deeds, things and matters, as considered necessary, appropriate or expedient for the change of name; to settle any questions, difficulties and doubts that may arise in this regard; and sign, execute and deliver such deeds, writings, undertakings or documents as considered necessary and expedient to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** a copy of the foregoing resolution shall be certified to be true by any Director or Key Managerial Personnel of the Company and may be provided to the concerned persons/authorities.”

### Item No. 6:

#### **Appointment of Mr. Parameshwar Ganapati Bhat, Practising Company Secretary, as the Secretarial Auditor of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and

any other applicable laws, rules, regulations, circulars and notifications issued by any statutory/regulatory authorities (including any statutory modifications or re-enactments thereof, for the time being in force) and as recommended by the Audit Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded to appoint Mr. Parameshwar Ganapati Bhat, a Peer Reviewed Practising Company Secretary (M. No.: FCS 8860; C.P. No.:11004), as Secretarial Auditor of the Company for a period of 5 consecutive years, commencing from the Financial Year 2025-26 to the Financial Year 2029-30, at such remuneration and on such terms and conditions as may be determined by the Board of Directors, and to avail any other services, and to obtain any certificates or reports, as may be permissible under the applicable laws.

**RESOLVED FURTHER THAT** Mr. Rahul Agrawal, Chief Executive Officer & Whole Time Director, Mr. Amit V Betala, Chief Financial Officer, and Ms. Nagamani C Y, Company Secretary & Compliance Officer, be and are hereby severally authorized to file necessary e-Forms with the Registrar of Companies and to intimate the Stock Exchanges or any other regulatory authorities, as considered necessary; and to do all such acts, deeds, things and matters; to settle any questions, difficulties and doubts that may arise in this regard; and sign, execute and deliver such deeds, writings or documents as considered necessary and expedient to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** a copy of the foregoing resolution shall be certified to be true by any Director or Key Managerial Personnel of the Company and may be provided to the concerned person/authorities.”

#### **Registered Office:**

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

**Place:** Bengaluru

**Date:** July 31, 2025

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

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

## Notes:

1. The 19<sup>th</sup> Annual General Meeting (“AGM”) of Members/ Shareholders of the Company will be held through VC/OAVM in compliance with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circular”) and the Circular bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India (“SEBI Circular”) (MCA and SEBI Circulars are collectively referred to as “the Circulars”) and the applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI (LODR) Regulations”). The detailed procedure for e-Voting and joining the virtual AGM is mentioned below.
2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at “Saket Callipolis”, Unit No. 601 & 602, 6<sup>th</sup> Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035, Karnataka, India, which shall be the deemed venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
3. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members/ Institutional investors may be appointed for the purpose of voting through remote e-Voting or for participation and voting at the AGM through e-Voting facility. They are required to send a scanned copy (PDF/ JPG Format) of their Board Resolution/Authorization Letter etc., authorizing their representative to attend the AGM on their behalf and to vote electronically either during the remote e-Voting period or during the AGM. The said Resolution/Authorization Letter should be sent electronically through their registered email address to the Scrutinizer at [parameshwar@vjkt.in](mailto:parameshwar@vjkt.in) with a copy marked to the Company Secretary at [compliance@barbequonation.com](mailto:compliance@barbequonation.com).
5. The Company has appointed Central Depository Services (India) Limited (hereinafter called “CDSL”), for conducting the AGM and voting through remote e-Voting including e-Voting at the AGM. The procedure for e-Voting and participating in the Meeting through VC/OAVM is explained below.
6. **Remote e-Voting and e-Voting at the AGM:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (LODR) Regulations and the Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL. Members who could not vote through remote e-Voting may avail the e-Voting facility, which will be made available at the AGM, subject to attendance of member at the AGM.
7. The voting rights of Shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Only those persons whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, shall be entitled to vote through remote e-Voting or e-Voting at the AGM. Any person who is not a shareholder as on the cut-off date, should treat this Notice for information purpose only.
8. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM, by following the procedure mentioned in the notes to the Notice. The facility of participation in the AGM through VC/OAVM will be made available to atleast 1,000 members on first-come-first-served basis. This will not include Shareholders holding 2% or more shareholding in the Company, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditor, Scrutinizer, etc. who are allowed to attend the AGM without any restriction on account of first-come-first-served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. In case of Joint Holders attending the AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.
11. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with the relevant rules made thereunder, setting out the material facts concerning the Special Business mentioned in the accompanying Notice is annexed herewith and forms part of this Notice.

12. In line with the Circulars, the Notice of the AGM has been uploaded on the website of the Company at [www.barbequenation.com](http://www.barbequenation.com). The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-Voting and e-Voting facility during the AGM) at [www.evotingindia.com](http://www.evotingindia.com).
13. Mr. Parameshwar G Bhat, Practising Company Secretary (C.P. No. 11004; Membership No. FCS: 8860), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting of votes through the e-Voting system during the AGM in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of e-Voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than 2 (two) working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
15. The Voting results declared, along with the Report of the Scrutinizer, shall be placed on the website of the Company at [www.barbequenation.com](http://www.barbequenation.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of results by the Chairman or a person authorized by him in writing and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e., Thursday, September 4, 2025.
16. Electronic copy of the Annual Report of the Company for the financial year 2024-25 and Notice of AGM are uploaded on the website of the Company at [www.barbequenation.com](http://www.barbequenation.com) and are being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s)/RTA for communication purposes. The Annual Report for the financial year 2024-25 and Notice of AGM are also accessible on the websites of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.
17. (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; (ii) Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act; (iii) the Certificate from the Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company have been implemented in accordance with the resolutions passed by the Shareholders and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and (iv) any other documents as may be required will be made available for inspection, electronically, by the Members during the AGM. Further, all the documents referred to in this Notice and Explanatory Statement will also be made available for inspection, electronically, without any fees by the Members and Members seeking to inspect such documents can send an email to the Company Secretary at [compliance@barbequenation.com](mailto:compliance@barbequenation.com).
18. The Company has designated email addresses - [investor@barbequenation.com](mailto:investor@barbequenation.com) and [compliance@barbequenation.com](mailto:compliance@barbequenation.com) for redressal of Investors' and Shareholders' complaints/grievances. For any investor related queries, you are requested to write to us at the abovementioned email addresses.

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

#### 1. The e-Voting facility will be available during the following period:

Commencement of e-Voting	From 09:00 A.M. (IST) on Monday, September 1, 2025
End of e-Voting	Up to 05:00 P.M. (IST) on Wednesday, September 3, 2025

During aforementioned period, Shareholders holding shares of the Company in dematerialized form, as on the cut-off date i.e., Thursday, August 28, 2025, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

2. During the e-Voting period, shareholders can login to the CDSL e-Voting platform any number of times till they have voted on the resolutions. Once the vote on resolutions is cast by a Shareholder, whether partially or otherwise, Shareholder shall not be allowed to modify it subsequently or cast the vote again.
3. Shareholders who have already voted prior to the AGM date may also attend the meeting but shall not be entitled to cast their vote again during the AGM.

#### Step 1: e-Voting access through Depositories (CDSL/NSDL) e-Voting system in case of Individual Shareholders holding Shares in Demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their Demat Accounts in order to access e-Voting facility.

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

<b>Type of Shareholder</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat form with <b>CDSL</b>	<ul style="list-style-type: none"> <li>i. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select My Easi New (Token).</li> <li>ii. After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual AGM &amp; e-Voting during the AGM. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</li> <li>iii. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number (BOID) and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://e-Voting.cdslindia.com/Evoting/EvotingLogin">https://e-Voting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile Number &amp; Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</li> </ul>
Individual Shareholders holding securities in Demat form with <b>NSDL</b>	<ul style="list-style-type: none"> <li>i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Computer or on a Mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open and you will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the Company name or e-Voting service provider name i.e. CDSL and you will be re-directed to CDSL e-Voting website for casting your vote during the e-Voting period or joining virtual AGM &amp; e-Voting during the AGM.</li> <li>ii. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. Visit the e-Voting website of NSDL at <a href="https://www.e-Voting.nsdl.com/">https://www.e-Voting.nsdl.com/</a> either on a Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID [i.e. your 16 (sixteen) digit Demat account number (DP ID: 8 character &amp; Client ID: 8 digits) held with NSDL], Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name, i.e., CDSL and you will be redirected to CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual Meeting &amp; voting during the Meeting.</li> </ul>
Individual Shareholders (holding securities in demat form) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your Demat Account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name, i.e., CDSL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual AGM &amp; e-Voting during the AGM.</p>

**Important Note:** Shareholders/Members who are unable to retrieve User ID/Password are advised to use "Forget User ID" and "Forget Password" option available at abovementioned website, as applicable.

## Helpdesk for Individual Shareholders, holding securities in Demat form, for any technical issues related to login through Depository, i.e., CDSL and NSDL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issues relating to login, can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.e-Voting@cdslindia.com">helpdesk.e-Voting@cdslindia.com</a> or contact toll free no. 1800 -21-09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issues relating login, can contact NSDL helpdesk by sending a request at <a href="mailto:e-Voting@nsdl.co.in">e-Voting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.

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

- i) The Shareholders should log-in to the e-Voting portal of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on "Shareholders" module.
- iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID (BO ID);
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding Shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted earlier on e-Voting of any Company, then your existing user ID & password has to be entered.
- (vi) If you are a first-time user, follow the steps given below:

PAN	<ul style="list-style-type: none"> <li>• Enter your 10-digit alphanumeric PAN issued by Income Tax Department.</li> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Bank Account Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Bank account number linked with the Demat account for receiving the Dividend or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company's records in order to login.</li> <li>• If both the details are not recorded with the depository or Company, please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (iii) above.</li> </ul>

- vii) After entering these details appropriately, click on "SUBMIT" tab.

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

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.e-Voting@cdslindia.com](mailto:helpdesk.e-Voting@cdslindia.com).
- (iii) After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- (v) It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (vi) Alternatively, the Non-Individual shareholders can send the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [parameshwar@vjkt.in](mailto:parameshwar@vjkt.in) and to the Company at [compliance@barbequenation.com](mailto:compliance@barbequenation.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for verifying the same by scrutinizer.

### Step 3: Casting vote electronically on CDSL e-Voting system:

- (i) Shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the Demat holders for casting their vote on the resolutions of any other Company in which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ii) For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (iii) Click on the EVSN for the Company Name <Barbeque-Nation Hospitality Limited> on which you choose to vote.
- (iv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO, as desired. The option YES implies that you assent/agree to the Resolution and option NO implies that you dissent/disagree to the Resolution.
- (v) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (vii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify/cancel your vote.
- (viii) You can also take a print of the votes cast by clicking on "Click here to print" option on the e-Voting page.
- (ix) If a Demat Account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

- (i) The procedure for attending the AGM & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
- (ii) The link for VC/OAVM to attend the AGM will be available where the EVSN of '**Barbeque-Nation Hospitality Limited**' will be displayed, after successful login as per the instructions mentioned above for e-Voting.
- (iii) Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the AGM through Laptops/IPads for better experience.
- (v) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- (vi) Please note that the participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience

Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- (vii) Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a "Speaker" by sending their request in advance atleast 7 days prior to AGM mentioning their Name, Permanent Account Number, Demat Account Number, Email ID, Mobile number to [compliance@barbequenation.com](mailto:compliance@barbequenation.com). The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 7 days prior to the AGM mentioning their Name, Permanent Account Number, Demat Account Number, Email ID, Mobile number to [compliance@barbequenation.com](mailto:compliance@barbequenation.com). These queries will be replied accordingly by authorized officials of the Company via email.
- (viii) Those Shareholders who have registered themselves as a "Speaker" will only be allowed to express their views/ask questions during the Meeting.
- (ix) Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (x) If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the AGM is available only to the Shareholders attending the AGM.

**4. Process for those Shareholders whose Email IDs/Mobile Numbers are not registered with the Company/Depositories:**

Shareholders holding shares in Demat form shall contact their respective Depository Participant (DP) for updating their email ids and mobile numbers.

- 5. If you have any queries or issues regarding e-Voting and attending AGM on the CDSL e-Voting System, you can write an email to [helpdesk.e-Voting@cdslindia.com](mailto:helpdesk.e-Voting@cdslindia.com) or contact toll free no. 1800-21-09911.
- 6. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.e-Voting@cdslindia.com](mailto:helpdesk.e-Voting@cdslindia.com) or call toll free no. 1800-21-09911.

# Annexure to the 19<sup>th</sup> AGM Notice

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 ("the Act") and the Rules made thereunder, and Regulation 36 of the SEBI (LODR) Regulations, 2015)

The following statement/disclosures sets out all material facts relating to each of the Special Businesses as mentioned in the accompanying Notice and shall form part of the Notice.

### Item No. 4:

#### Re-appointment of Mr. Rahul Agrawal (DIN:07194134) as Chief Executive Officer & Whole-Time Director of the Company:

Mr. Rahul Agrawal (DIN:07194134) was appointed as Chief Executive Officer of the Company at the Board Meeting held on January 14, 2020 and further pursuant to the resolution passed by the Shareholders at the Extra-Ordinary General Meeting held on January 23, 2021, he was appointed as Chief Executive Officer & Whole-Time Director for a period of 5 years with effect from December 31, 2020.

Pursuant to the proviso to sub-section 2 of Section 196 of the Companies Act, 2013, the Company can re-appoint the Whole-Time Director one year before the expiry of his term.

The term of Mr. Rahul Agrawal as Chief Executive Officer & Whole-Time Director will end on December 30, 2025. Based on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to approval of the Shareholders, the Board of Directors in their meeting held on July 31, 2025, have approved the re-appointment of Mr. Rahul Agrawal as Chief Executive Officer & Whole-Time Director of the Company for a period of five years, with effect from December 31, 2025 to December 30, 2030.

Mr. Rahul Agrawal is eligible for re-appointment as Chief Executive Officer & Whole-Time Director. The Company has received necessary statutory disclosures/declarations/information/confirmation from Mr. Rahul Agrawal, including (i) Consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Intimation

in Form DIR-8 stating that he is not disqualified under Section 164 of the Act; and (iii) Notice of interest in Form MBP-1, pursuant to Section 184 of the Act.

Mr. Rahul Agrawal has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the SEBI or any such regulatory authority(ies) and he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and Schedule V of the Act.

#### Brief profile of Mr. Rahul Agrawal:

Mr. Rahul Agrawal has an experience of over 20 years across Private Equity and Consumer Industry. He has been associated with the Company since July 2017 and currently serves as Chief Executive Officer and Whole-Time Director of the Company. He has been instrumental in the growth of the Company from ~80 restaurants in 2017 to over ~230 restaurants currently, and he has been responsible for many milestones such as international expansion, acquisition of "TOSCANO", an Italian cuisine restaurant chain, "SALT", an Indian cuisine restaurant; and "OMM NOM NOMM", a French luxury ice cream brand, launch of various delivery brands viz., "UBQ", "Barbeque-in-a-Box" and "Dum Safar", a biryani brand. He has also successfully led various funding rounds to support the growth of the Company including Private Equity (PE) investments, Strategic Investment from Jubilant FoodWorks, and successful launch and completion of Initial Public Offer (IPO) and Listing of shares of the Company in the year 2021 and preferential issue in the Company.

Before joining Barbeque Nation, Mr. Agrawal was Principal at CX Advisors (an India focused Private Equity Fund) where he led investments in Consumer and Financial Services space. He holds a Bachelor's degree in Commerce (Honors) from Shri Ram College of Commerce (SRCC), University of Delhi, and a Post Graduate Diploma in Management from the Indian Institute of Management, Bengaluru (IIM-B).

**Additional information required to be placed before the members pursuant to Part II of Section II of Schedule V of the Companies Act, 2013**

**I. General information:**

Nature of industry	The Company is engaged in the business of setting-up and operating Restaurants in India and Overseas.			
Date or expected date of commencement of commercial production	Existing Company and is in operational (Date of Incorporation: October 13, 2006).			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance based on given indicators	(Amount in Rs. Millions, except per share data)			
	<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>	<b>2022-23</b>
	Total Income	10,004.17	10,657.52	10,836.02
	Net Profit/(Loss)	(352.80)	(263.61)	67.15
	Net Worth	3,923.06	4,161.51	4,290.03
	Earnings Per Share (Rs.)	(9.03)	(6.76)	1.72
	The amount disclosed above are standalone numbers. For more details, please refer financial statements of the Company (web link: <a href="https://www.barbequenation.com/investor">https://www.barbequenation.com/investor</a> )			
Foreign investments or collaborations, if any	<p>The Company operates Barbeque Nation Restaurants in India, and in United Arab Emirates, Malaysia, Oman, Bahrain, and Sri Lanka through its Subsidiaries. For details of investment made by the Company in other Companies, please refer note number 9 of the Standalone Financial Statements.</p> <p>Further, the Company has not entered into any foreign collaborations during the last year.</p> <p>The Shareholding of Foreign Investors in the Company as on June 30, 2025 is as follows:</p>			
	<b>Category of Shareholders</b>	<b>No. of Shares held</b>	<b>% of Shares held</b>	
	Foreign Direct Investment (FDI)	3,85,000	0.99%	
	Foreign Portfolio Investors (FPI)	35,78,182	9.15%	
	Non-Resident Indians (NRIs)	2,48,738	0.64%	
	<b>Total</b>	<b>42,11,920</b>	<b>10.78%</b>	

**II. Information about the appointee:**

Background details	Mr. Rahul Agrawal holds a Bachelor's degree in Commerce (Honors) from Shri Ram College of Commerce (SRCC), University of Delhi and a Post Graduate Diploma in Management from the Indian Institute of Management, Bengaluru (IIM-B).
Age	43 years
Shareholding in the Company as on June 30, 2025.	1,20,990 Equity Shares
Past remuneration	Rs. 27.75 million for the financial year 2024-25.
	For more details on remuneration paid to Directors including Whole-Time Director, please refer the Corporate Governance Report, which forms part of Annual Report of the Company for the financial year 2024-25.

**II. Information about the appointee:** (Contd.)

Recognition or awards	Mr. Rahul Agrawal has received following recognition from Great Place to Work in India:  India's Most Trusted Leaders 2023; and  India's Most Trusted Leaders 2024
Job profile and his suitability	During his association with Barbeque Nation spanning over 9 years, he has held a number of senior leadership roles, including Non-Executive Director, President and Chief Financial Officer. Currently, he is the Chief Executive Officer & Whole-time Director of the Company. He has been an Executive Director of the Company since December 31, 2020.
Remuneration proposed	The total remuneration payable to Mr. Rahul Agrawal for the financial year 2025-26 shall not exceed Rs. 3,03,00,000/- (Rupees Three Crore and Three Lakh only), including variable pay of Rs. 48,00,000/-. The value of perquisite benefit, if any, arising out of exercise of ESOPs granted to him during the previous financial years or which may be granted in future shall be in addition to this. The said remuneration may be increased by such percentage not exceeding 15%, annually in the subsequent financial years upto March 31, 2028, subject to approval of the Nomination and Remuneration Committee and the Board of Directors.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Rahul Agrawal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	Except to the extent of receipt of remuneration and to the extent of holding shares in the Company, Mr. Rahul Agrawal does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

**III. Other information:**

Reasons for loss or inadequate profit	Profitability for the financial year was primarily impacted due to negative Same Store Sales Growth (SSSG) during the financial year. The demand trend remained challenging for the industry which adversely impacted the revenue and profitability during the year.
Steps taken or proposed to be taken for improvement	During the financial year, the Company undertook various initiatives to drive improvement in performance such as strong execution and cost control initiatives. In addition, the Company also undertook various initiatives around culinary innovations and promotional campaigns to drive footfalls. The Company anticipates that these initiatives, coupled with improvement in demand trend, will support further performance improvement going forward.
Expected increase in productivity and profits in measurable terms	Given the subdued demand scenario continues, it is very difficult to predict specific performance for the future. However, based on the various initiatives undertaken during the last year, the Company expects its performance to improve going forward. The Company is aligned to its target of operating 300-325 restaurants by FY 2026-27.

**IV. Disclosures:**

The following disclosures are furnished in the Corporate Governance Report, under the heading Remuneration, which forms part of Annual Report of the Company for the financial year 2024-25:

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors;
- (ii) details of fixed component and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice period, severance fees; and
- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

Pursuant to the provisions of Section 190 of the Act, the resolution including the explanatory statement in relation to re-appointment of Mr. Rahul Agrawal, may be treated as a written memorandum setting out the terms of his re-appointment as Chief Executive Officer & Whole-Time Director of the Company.

In the opinion of the Board, Mr. Rahul Agrawal is a person of integrity and possess relevant expertise and experience, and fulfils the conditions specified under the Act and the Rules made thereunder and the SEBI (LODR) Regulations for his re-appointment as Chief Executive Officer & Whole-Time Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee and the responsibilities shouldered by Mr. Rahul Agrawal and his contribution towards growth and development of the Company, the Board hereby recommend the re-appointment of Mr. Rahul Agrawal as Chief Executive Officer & Whole-Time Director of the Company for a period of five years, with effect from December 31, 2025 to December 30, 2030, to the Shareholders of the Company for their approval by way of a Special Resolution set forth in item no. 4 (Special Business) of the Notice.

Except Mr. Rahul Agrawal, none of the other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their shareholding in the Company, are concerned or interested, financially or otherwise, in item no. 4 (Special Business) as set out in the Notice.

#### **Item No. 5:**

#### **Approval of Change of Name of the Company and consequential Alteration of the Memorandum of Association and Articles of Association of the Company:**

Shareholders may take note that Barbeque-Nation Hospitality Limited is one of the leading casual dining chains in India. Barbeque Nation pioneered the concept of over the table barbeque live grills embedded in dining tables - allowing guests to grill their own barbecues right at their tables. Barbeque Nation was founded in 2006 with the concept of 'all you can eat'.

When the Company commenced operations in 2006, it was operating a single chain of restaurants under the brand name "BARBEQUE NATION". Over time, the Company has evolved into a house of brands, owning multiple brands, viz., "BARBEQUE NATION", "UBQ", and "DUM SAFAR". The Indian subsidiaries of the Company of the Company own and operate the brand names "TOSCANO", an Italian cuisine restaurant chain, "SALT", an Indian cuisine restaurant; and "OMM NOM NOMM", a French luxury ice cream brand. These brands contribute a sizable share of the Company's revenue.

As the current name of the Company no longer reflects the variety of brands under its ownership, the Board of Directors, in their meeting held on July 31, 2025, have approved the change of name of the Company from "BARBEQUE-NATION HOSPITALITY LIMITED" to "UNITED FOODBRANDS LIMITED" and consequential alteration of the Memorandum of Association and Articles of

Association of the Company to reflect the new name, subject to the approval of the shareholders, the Ministry of Corporate Affairs and other statutory/regulatory authorities, as may be required.

Further, the Registrar of Companies, Central Registration Centre, vide its letter dated July 24, 2025, has confirmed that it has no objection for changing name of the Company to "UNITED FOODBRANDS LIMITED". The proposed name is available for a period not exceeding 60 days from the date of confirmation of name availability and name change is subject to the necessary compliances under Section 4 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Company has complied with Regulation 45 of the SEBI (LODR) Regulations and has also obtained a certificate from a Practicing Chartered Accountant stating compliance with the said regulations. A copy of the said compliance certificate is annexed to this notice as **Annexure - 1**.

A copy of the existing and proposed Memorandum of Association and Articles of Association are available for inspection by the members of the Company at the Registered Office during working hours on all working days upto and including the last day for remote e-Voting and any member seeking to inspect electronically, they can send an email to the Company Secretary at [compliance@barbequonation.com](mailto:compliance@barbequonation.com).

Attention of the Shareholders is hereby drawn to the provisions of Sections 13 and 14 read with Sections 4 and 5 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 and pursuant to the said provisions, the Company may alter the provisions of the Memorandum of Association and Articles of Association, subject to approval of shareholders by way of a Special Resolution. Considering the same, the Board recommends the resolution set forth in item no. 5 for the approval of members by way of Special Resolution.

Upon receipt of fresh Certificate of Incorporation consequent upon change of name, from the Registrar of Companies, the old name "BARBEQUE-NATION HOSPITALITY LIMITED" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Memorandum of Association and the Articles of Association of the Company and other documents, including any agreements and contracts entered into by the Company, letterheads and at all other records/places wherever appearing, be substituted with the new name "UNITED FOODBRANDS LIMITED".

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their shareholding in the Company, are concerned or interested, financially or otherwise, in item no. 5 (Special Business) as set out in the Notice.

**Item No. 6:****Appointment of Mr. Parameshwar Ganapati Bhat, Practising Company Secretary, as the Secretarial Auditor of the Company:**

Attention of the Shareholders is hereby drawn to the provisions of Regulation 24A of the SEBI (LODR) Regulations and the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, and pursuant to the said regulations, the listed entity, subject to approval of shareholders of the Company in the Annual General Meeting, shall appoint or re-appoint:

- i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

At the Meeting held on July 31, 2025, the Audit Committee and the Board of Directors of the Company have recommended the appointment of Mr. Parameshwar Ganapati Bhat, a Peer Reviewed Practising Company Secretary (C.P. No.:11004; M. No.: FCS 8860), as the Secretarial Auditor of the Company for a period of five consecutive years, commencing from the Financial Year 2025-26 to the Financial Year 2029-30, to the shareholders for their approval.

**Additional disclosures as required under Regulation 36(5) of the SEBI (LODR) Regulations:**

Proposed fees/remuneration payable to the Secretarial Auditor for the financial year 2025-26	Rs. 1,00,000/- plus applicable taxes and out-of-pocket expenses. The above fees is exclusive of any fees payable for availing any other services, and to obtain any certificates or reports, as may be permissible under the applicable laws.
Term of appointment	Five consecutive years, commencing from the Financial Year 2025-26 to the Financial Year 2029-30.
Material changes in the fee/remuneration payable to new Secretarial Auditor vis-à-vis the previous Secretarial Auditor	No material changes. The payment of fees/remuneration commensurate with the size, nature and scale business of the Company, audit coverage and scope of the audit work.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed	Mr. Parameshwar Ganapati Bhat is a Practising Company Secretary with more than 10 years of experience in rendering professional services in the field of Corporate & Securities laws and advising Corporates in the Secretarial matters, Mergers and Amalgamations, etc.  Mr. Parameshwar Ganapati Bhat has provided his consent to act as Secretarial Auditor of the Company and confirmed that his appointment, if approved would be within the limits specified by the Institute of Company Secretaries of India. Further, Mr. Parameshwar Ganapati Bhat has confirmed that he holds a valid peer review certificate, in accordance with peer review process of the Institute of Company Secretaries of India.

Based on the recommendation of the Audit Committee and evaluating the eligibility, scope of audit and other matters, the Board hereby recommends the appointment of Mr. Parameshwar Ganapati Bhat as the Secretarial Auditor of the Company for a period of five consecutive years, commencing from the Financial Year 2025-26 to the Financial Year 2029-30, to the Shareholders for their approval of by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their shareholding in the Company, are concerned or interested, financially or otherwise, in item no. 6 (Special Business) as set out in the Notice.

## Brief Profile and other details of Directors proposed to be re-appointed

[Pursuant to Regulation 36 of the SEBI (LODR) Regulations and Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Mr. Raouf Razak Dhanani	Mrs. Suchitra Dhanani	Mr. Rahul Agrawal
Director Identification Number (DIN)	00174654	00712187	07194134
Brief resume of the director	Mr. Raouf Dhanani has been a Director of the Company since July 1, 2015. Prior to this, he was involved in the fertilisers business, which he divested in the year 2013. He joined the management of Sayaji Hotels Limited (SHL) in 2013 and is currently Managing Director of SHL.	Mrs. Suchitra Dhanani holds a Bachelor's degree in Home Science with a major in clothing and textiles from Maharaja Sayajirao University, Baroda, and a Master's degree in Social Work from the same university. She was a Director of the Company from November 2, 2006 until March 28, 2008. She was subsequently appointed as a Director of the Company on July 1, 2015. Further, she is Whole Time Director in Sayaji Hotels Limited, the promoter entity of the Company.	Mr. Rahul Agrawal has been a Director of the Company since December 31, 2020. Prior to joining the Company, he was associated with Ernst & Young and Beacon BVM Advisors. He was also associated with CX Advisors LLP from October 2009 to July 2017. He joined the Company on July 24, 2017.
Age	61 years	61 years	43 years
Date of first Appointment to the Board of the Company	July 1, 2015	July 1, 2015	December 31, 2020
Qualifications	Class XII	Bachelor's degree in Home Science with a major in clothing and textiles from Maharaja Sayajirao University, Baroda, and a Master's degree in Social Work from the same university.	Bachelor's degree in Commerce (Honors) from Shri Ram College of Commerce (SRCC), University of Delhi, and a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management, Bengaluru (IIM-B).
Expertise in specific functional areas	Corporate Governance, Marketing and Strategy, Accounts & Finance, Human Resources Management, Risk Management, Business Management and Environment and Social Governance.	Corporate Governance, Marketing and Strategy, Accounts & Finance, Human Resources Management, Risk Management, Business Management and Environment and Social Governance.	Portfolio Management, Private Equity Investment, Corporate Governance, Marketing and Strategy, Accounts & Finance, Information Technology, Human Resources Management, Risk Management, Business Management and Environment and Social Governance.
No. of Shares held in the Company, including shareholding as a Beneficial Owner	Nil	6 Equity Shares	1,20,990 Equity Shares

## Brief Profile and other details of Directors proposed to be re-appointed (Contd.)

Name of the Director	Mr. Raof Razak Dhanani	Mrs. Suchitra Dhanani	Mr. Rahul Agrawal
Inter-se relationships between the other Directors and Key Managerial Personnel of the Company	<ul style="list-style-type: none"> <li>Mr. Raof Razak Dhanani and Mr. Kayum Razak Dhanani are related to each other, being brothers;</li> <li>Mrs. Suchitra Dhanani is a sister-in-law of Mr. Raof Razak Dhanani and Mr. Kayum Razak Dhanani; and</li> <li>Mr. Azhar Yusuf Dhanani is a nephew of Mr. Raof Razak Dhanani and Mr. Kayum Razak Dhanani.</li> </ul>	Mrs. Suchitra Dhanani is a sister-in-law of Mr. Raof Razak Dhanani and Mr. Kayum Razak Dhanani.	None
Terms and Conditions of appointment	Re-appointment of a Director who is liable to retire by rotation.	Re-appointment of a Director who is liable to retire by rotation.	Re-appointment of Mr. Rahul Agrawal as Chief Executive Officer & Whole-Time Director for a further period of 5 consecutive years, with effect from December 31, 2025 to December 30, 2030.
Directorships held in Board of other Companies as on the date of this Notice	<ul style="list-style-type: none"> <li>(i) Sayaji Hotels (Indore) Limited</li> <li>(ii) A. R. Hospitality Limited</li> <li>(iii) Blue Planet Foods Private Limited</li> <li>(iv) Kshipra Restaurants Private Limited</li> <li>(v) Sayaji Hotels (Pune) Limited</li> <li>(vi) Malwa Hospitality Private Limited</li> <li>(vii) Prinite Hospitality Private Limited</li> <li>(viii) Super Civiltech Private Limited</li> <li>(ix) Aries Hotels Private Limited</li> <li>(x) Sayaji Housekeeping Services Limited</li> <li>(xi) Red Apple Kitchen Consultancy Private Limited</li> <li>(xii) Sayaji Hotels Limited</li> <li>(xiii) Alisha Agrophos Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>(i) Swan Finance Limited</li> <li>(ii) Prinite Hospitality Private Limited</li> <li>(iii) GPT Project Management Consultants Private Limited</li> <li>(iv) Malwa Hospitality Private Limited</li> <li>(v) Sayaji Hotels (Indore) Limited</li> <li>(vi) Aries Hotels Private Limited</li> <li>(vii) Sayaji Housekeeping Services Limited</li> <li>(viii) Alter Vegan Foods Private Limited</li> <li>(ix) Sayaji Hotels Limited</li> <li>(x) Sayaji Hotels (Pune) Limited</li> </ul>	<ul style="list-style-type: none"> <li>(i) Blue Planet Foods Private Limited</li> <li>(ii) Willow Gourmet Private Limited</li> </ul>

## Brief Profile and other details of Directors proposed to be re-appointed (Contd.)

Name of the Director	Mr. Raoof Razak Dhanani				Mrs. Suchitra Dhanani				Mr. Rahul Agrawal			
	Name of the Company	Name of Committee*	Chairperson/ Member	Name of the Company	Name of Committee*	Chairperson/ Member	Name of the Company	Name of Committee*	Chairperson/ Member			
Position held in Board Committees of other Companies as on the date of this Notice	Sayaji Hotels (Pune) Limited	AC	Member	Sayaji Hotels (Pune) Limited	SRC	Member	Sayaji Hotels (Pune) Limited	SRC	Member	None	None	
		SRC	Member	Sayaji Hotels (Indore) Limited	SRC	Member	Sayaji Hotels (Indore) Limited	SRC	Member			
	Sayaji Hotels (Indore) Limited	AC	Member	Sayaji Hotels Limited	AC	Member	Sayaji Hotels Limited	AC	Member			
		SRC	Member	Sayaji Hotels Limited	SRC	Member	Sayaji Hotels Limited	SRC	Member			
Names of Listed Entities from which he/she has resigned in the past three years	None				None				None		None	
Details of Remuneration sought to be paid	Not Applicable				Not Applicable				As disclosed in the resolution (Item No.4)			
Last drawn Remuneration	Nil				Nil				Rs. 27.75 million for the FY 2024-25.			
Number of Board Meetings attended in FY 2024-25	No. of Board meetings entitled to attend		No. of Board meetings Attended		No. of Board meetings entitled to attend		No. of Board meetings Attended		No. of Board meetings entitled to attend		No. of Board meetings Attended	
	4		4		4		3		4		4	

\*Reckoned only the memberships/chairpersonships of the Audit Committee (AC) and Stakeholders' Relationship Committee (SRC) of Indian public companies (Regulation 26(1)(b) of the SEBI (LODR) Regulations).

### Registered Office:

"Saket Callipolis", Unit No. 601 & 602 6<sup>th</sup> Floor,  
Doddakannalli Village Varthur Hobli,  
Sarjapur Road Bengaluru-560035,  
Karnataka, India

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

**Place:** Bengaluru  
**Date:** July 31, 2025

**Nagamani CY**  
Company Secretary & Compliance Officer  
M. No.: A27475



Certificate No. 20/2025-26

**To,**  
**Board of Directors**  
**Barbeque-Nation Hospitality Limited**  
 “Saket Callipolis”, Unit No. 601 & 602, 6th Floor,  
 Doddakannalli Village, Varthur Hobli,  
 Sarjapur Road, Bengaluru - 560035,  
 Karnataka, India

**Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We have been requested by the management of Barbeque-Nation Hospitality Limited (the “Company”), CIN:L55101KA2006PLC073031, to issue a certificate certifying the compliance with the conditions prescribed under Sub-Regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Regulation”) for change of name of the Company from “BARBEQUE-NATION HOSPITALITY LIMITED” to “UNITED FOODBRANDS LIMITED”

Based on our verification and according to the information and explanations furnished to us by the Management of the Company, we hereby certify that:

Regulation	Particulars	Opinion
45(1)(a)	A time period of at least one year has elapsed from the last name change.	A time period of at least one year has elapsed from the last name change.
45(1)(b)	At least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one year period.
45(1)(c)	The amount invested in the new activity/project is at least fifty percent. assets of the listed entity.	The Company has not changed its main activity nor invested in new activity/project.

**For Harish B Gupta & Co.**  
 Chartered Accountants  
 FRN: 022464N

*Harish Gupta*



**CA Harish Gupta**  
 Proprietor  
 Chartered Accountants  
 M. No.: 512097  
**UDIN: 25512097BMMBXT4621**

Place: New Delhi  
 Date: July 31, 2025