RED HERRING PROSPECTUS
Dated: March 18, 2021
Please read Section 32 of the Companies Act, 2013
Book Built Offer

BARBEQUE-NATION HOSPITALITY LIMITED

Our Company was originally incorporated as Sanchi Hotels Private Limited on October 13, 2006 at Indore, Madhya Pradesh as a private limited company under the Companies Act, 1956. Subsequently, the name of our Company was changed to Barbeque-Nation Hospitality Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior on February 18, 2008. Thereafter our Company was converted into a public limited company and the name of our Company was changed to Barbeque-Nation Hospitality Limited and a fresh certificate of incorporation consequent upon change of name on conversion to a public limited company was issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior on March 4, 2008. Subsequently the registered office of our Company was changed from Indore, Madhya Pradesh to Bengaluru, Karnataka, pursuant to certificate of registration of regional director order for change of state issued by the Registrar of Companies, Karnataka located at Bengaluru ("**RoC**") on January 15, 2014 with effect from December 16, 2013. For details of change in the name and registered office of our Company, see "*History and Certain Corporate Matters*" on page 224.

Registered and Corporate Office: Sy. No. 62, Site No.13, 6th Cross, N.S. Palya, BTM Layout, Bengaluru – 560 076, Karnataka, India
Contact Person: Nagamani CY, Company Secretary and Compliance Officer; **Tel**: +91 80 4511 3000; **E-mail**: compliance@barbequenation.com
Website: www.barbequenation.com; **Corporate Identity Number**: U55101KA2006PLC073031

OUR PROMOTERS: SAYAJI HOTELS LIMITED, SAYAJI HOUSEKEEPING SERVICES LIMITED, KAYUM DHANANI, RAOOF DHANANI AND SUCHITRA DHANANI

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH ("EQUITY SHARES") OF BARBEQUE-NATION HOSPITALITY LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION COMPRISING A FRESH ISSUE OF [●] EQUITY SHARES AGGREGATING UPTO ₹1,800 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UPTO 1,018,288 EQUITY SHARES BY SAYAJI HOUSEKEEPING SERVICES LIMITED, 339,430 EQUITY SHARES BY AZHAR DHANANI, 339,430 EQUITY SHARES BY SADIYA DHANANI, 339,430 EQUITY SHARES BY SANYA DHANANI, 3,323,106 EQUITY SHARES BY TAMARA PRIVATE LIMITED ("TPL"), 71,186 EQUITY SHARES BY AAJV INVESTMENT TRUST AND 26,600 EQUITY SHARES BY MENU PRIVATE LIMITED (SAYAJI HOUSEKEEPING SERVICES LIMITED, AZHAR DHANANI, SADIYA DHANANI, SANYA DHANANI, TAMARA PRIVATE LIMITED, AAJV INVESTMENT TRUST AND MENU PRIVATE LIMITED SHALL BE COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS") AGGREGATING UP TO 5,457,470 EQUITY SHARES (THE "OFFERED SHARES") AGGREGATING UP TO ₹[●] MILLION ("OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹20 MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) NOT EXCEEDING [●]% OF OUR POST-OFFER PAID UP EQUITY SHARE CAPITAL (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY AND TPL HAVE COMPLETED A PRE-IPO PLACEMENT OF 5,951,132 EQUITY SHARES FOR CASH CONSIDERATION AGGREGATING TO ₹1,499.69 MILLION. AS A CONSEQUENCE, THE AMOUNT RAISED IN THE PRE-IPO PLACEMENT HAS BEEN REDUCED FROM THE FRESH ISSUE, SUBJECT TO THE MINIMUM OFFER OF [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL BEING OFFERED TO THE PUBLIC. ACCORDINGLY, THE SIZE OF THE FRESH ISSUE OF UP TO ₹2,750 MILLION, WHICH THE COMPANY INCREASED TO ₹3,299.69 MILLION IN ACCORDANCE WITH SCHEDULE XVI(2)(A)(iii) OF THE SEBI ICDR REGULATIONS, HAS BEEN REDUCED TO ₹1,800 MILLION PURSUANT TO THE PRE-IPO PLACEMENT. THE FACE VALUE OF THE EQUITY SHARES IS ₹5 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND TPL IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS"), AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER, FINANCIAL EXPRESS, ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER, JANSATTA, AND THE BENGALURU EDITION OF THE KANNADA NEWSPAPER, HOSADIGANTHA (KANNADA BEING THE REGIONAL LANGUAGE OF KARNATAKA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and TPL, may in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("**SCSBs**"), other Designated Intermediaries and the Sponsor Bank, as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"). The Offer is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations and through a Book Building Process wherein at least 75% of the Net Offer shall be allotted on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"). Our Company and TPL may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"), out of which at least one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least, 75% of the Net Offer cannot be allotted to QIBs, then the entire Bid Amounts received by our Company shall be refunded to the Bidders. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, [●] Equity Shares will be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective bank account (including UPI ID (as defined hereinafter) in case of Retail Individual Buyers) which will be blocked by the SCSBs, or the bank accounts linked with the UPI ID, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, please see the section titled "*Offer Procedure*" on page 522.

RISK IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Shares is ₹5. The Floor Price, Cap Price and Offer Price should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the Bidders is invited to the section titled "*Risk Factors*" on page 37.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholders severally and not jointly accept responsibility for and confirm only the statements specifically made by the Selling Shareholders in this Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the Equity Shares being offered in the Offer for Sale and severally assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated March 9, 2020 and April 8, 2020, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A copy of this Red Herring Prospectus and the Prospectus shall be delivered to the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/Offer Closing Date, please see the section titled "*Material Contracts and Documents for Inspection*" on page 639.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
IIFL Securities Limited 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 Tel: +91 22 4646 4600 E-mail: bnhl.ipo@iiflcap.com Investor grievance e-mail: ig.ib@iiflcap.com Website: www.iiflcap.com Contact Person: Ujjaval Kumar / Nishita Mody SEBI Registration No.: INM000010940	**Axis Capital Limited** 1st Floor, Axis House, C 2 Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025 Tel: +91 22 4325 2183 Email: bnhl.ipo@axiscap.in Investor grievance e-mail: complaints@axiscap.in Website: www.axiscapital.co.in Contact Person: Simran Gadh / Sagar Jatakiya SEBI Registration No: INM000012029	**Ambit Capital Private Limited** Ambit House, 449 Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Tel: +91 22 6623 3000 Email: bnhl.ipo@ambit.co Investor grievance email: investorgrievance.acpl@ambit.co Website: www.ambit.co Contact Person: Sandeep Sharma SEBI Registration No.: INM000012379	**SBI Capital Markets Limited** 202, Maker Tower "E", Cuffe Parade, Mumbai 400 005 Tel: +91 22 2217 8300 Email: bnhl.ipo@sbicaps.com Investor grievance e-mail: investor.relations@sbicaps.com Website: www.sbicaps.com Contact Person: Aditya Deshpande/ Sylvia Mendonca SEBI Registration No: INM000003531	**Link Intime India Private Limited** C-101, 1st floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083 Tel: +91 22 4918 6200 E-mail: bnhl.ipo@linkintime.co.in Investor grievance email: bnhl.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No: INR000004058

BID/OFFER PROGRAMME	
BID/OFFER OPENS ON	March 24, 2021[(1)]
BID/OFFER CLOSES ON	March 26, 2021

(1) *Our Company and TPL may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, guidelines or policies shall be to such legislations, acts, regulations, rules, guidelines or policies, as amended, updated, supplemented or re-enacted, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, and the Depositories Act and the rules and regulations made thereunder.

The terms not defined herein but used in the sections entitled "Statements of Special Tax Benefits", "Industry Overview", "Regulations and Policies", "History and Certain Corporate Matters", "Financial Statements", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of the Articles of Association" on pages 144, 161, 220, 224, 278, 476, 522 and 542, respectively, shall have the meanings ascribed to such terms in such sections.

General Terms

Term	Description
"our Company", "the Company", "the Issuer" or "Barbeque-Nation"	Barbeque-Nation Hospitality Limited, a company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at Sy. No. 62, Site No.13, 6th Cross, N.S. Palya, BTM Layout, Bengaluru – 560 076, Karnataka, India
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company together with its Subsidiaries

Company Related Terms

Term	Description
AAJVIT	AAJV Investment Trust
Alchemy India	Alchemy India Long Term Fund Limited
Articles of Association/AoA	Articles of association of our Company, as amended
Auditors/Statutory Auditors	Statutory auditors of our Company, namely, Deloitte Haskins & Sells, Chartered Accountants
Board/Board of Directors	Board of directors of our Company or a duly constituted committee thereof
Barbeque Nation Restaurant/Restaurants	Restaurants that are owned and operated by our Company under the brand name "Barbeque Nation" in India
BHL	Barbeque Nation (MENA) Holding Limited
BNHPL	Barbeque Nation Holdings Private Limited
BNIL	Barbeque Nation International LLC
BNKL	Barbeque Nation Kitchen LLC
BN Malaysia	Barbeque Nation (Malaysia) SDN. BHD.

Term	Description
BNRL	Barbeque Nation Restaurant LLC
Blue Deebaj	Blue Deebaj Chemicals LLC
Director(s)	Director(s) on the Board
Equity Shares	Equity shares of our Company of face value of ₹5 each
ESOP 2015	Barbeque Nation Hospitality Limited – Employee Stock Option Plan 2015
FRPL	Favorite Restaurants Private Limited
Group Entity/Entities	Our group entities as identified in the section titled "*Our Group Entities*" on page 268
International Barbeque Nation Restaurants	Restaurants that are owned and operated by our Company under the brand name "Barbeque Nation" outside India
Italian Restaurants	Collectively, the Toscano Restaurants owned and operated by Red Apple and one restaurant operated by Red Apple in partnership with certain other individuals under the brand name "La Terrace" and the restaurant owned and operated by Red Apple under the brand name "Collage"
Jubilant	Jubilant Foodworks Limited
Key Managerial Personnel / Key Management Personnel / KMP	Our key managerial personnel in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, Section 2(51) of the Companies Act, 2013 and as disclosed in "*Our Management*" on page 241
Memorandum of Association / MOA	Memorandum of Association of our Company, as amended
MPL	Menu Private Limited
Partner Reinsurance	Partner Reinsurance Europe SE
PPL	Pace Private Limited
PGPL	Prime Gourmet Private Limited
Promoters	Promoters of our Company, namely, SHL, SHKSL, Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani For details, see "*Our Promoters and Promoter Group*" on page 259
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations For details, see "*Our Promoters and Promoter Group*" on page 259
Red Apple	Red Apple Kitchen Consultancy Private Limited
Registered and Corporate Office	Registered and corporate office of our Company located at Sy. No. 62, Site No.13, 6th Cross, N.S. Palya, BTM Layout, Bengaluru – 560 076, Karnataka, India
Registrar of Companies / RoC	Registrar of Companies, Karnataka located at Bengaluru
Restated Consolidated Financial Information	The restated consolidated financial statements of our Company and our Subsidiaries which comprises of the restated consolidated balance sheet, the restated consolidated statement of profit and loss and the restated consolidated cash flow statement as at and for the eight months period ended November 30, 2020 and financial years ended March

Term	Description
	31, 2020, March 31, 2019 and March 31, 2018 together with the annexures and notes thereto and the examination report, which have been prepared in accordance with Ind AS and restated in accordance with the Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI
Selling Shareholders	SHKSL, Azhar Dhanani, Sadiya Dhanani, Sanya Dhanani, TPL, AAJVIT and MPL
Shareholders	Shareholders of our Company from time to time
SHKSL	Sayaji Housekeeping Services Limited
SHL	Sayaji Hotels Limited
SHML	Sayaji Hotels Management Limited
Special Purpose Restated Standalone Financial Information	The special purpose restated standalone financial statements of our Company comprising the restated standalone statement of assets and liabilities as at November 30, 2020 and as at March 31, 2020, 2019 and 2018, the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity, the restated standalone cash flow statement for the eight month period ended November 30, 2020 and for the years ended March 31, 2020, 2019 and 2018, the statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations, and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI
Subsidiaries	Subsidiaries of our Company namely BHL, BNHPL, BNKL, BN Malaysia, BNRL, BNIL and Red Apple
TPL	Tamara Private Limited
Toscano Restaurants	Restaurants that are owned and operated by Red Apple under the brand name "Toscano" in India
Xponentia	Xponentia Opportunities Fund

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allot/Allotment/Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares offered by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Ambit	Ambit Capital Private Limited
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus and who has Bid for an amount of at least ₹100 million

Term	Description
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors at the end of the Anchor Investor Bid/Offer Period in terms of this Red Herring Prospectus and the Prospectus which will be decided by our Company and TPL in consultation with the BRLMs
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and Prospectus
Anchor Investor Bid/Offer Period	One Working Day prior to the Bid/Offer Opening Date on which Bids by Anchor Investors shall be submitted, prior to and after which BRLMs will not accept any bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company and TPL in consultation with the BRLMs
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and TPL in consultation with the BRLMs, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Anchor Investor Pay-In Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bid/Offer Period, and in the event the Anchor Investor Offer Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIBs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism
ASBA Account	A bank account maintained by an ASBA Bidder with an SCSB and specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form and includes the account of an RIB which is blocked upon acceptance of a UPI Mandate Request made by the RIBs using the UPI Mechanism
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Banker(s) to the Offer	Collectively, Escrow Collection Bank, Refund Bank, Public Offer Bank and Sponsor Bank, as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in "*Offer Procedure*" on page 522
Bid	An indication to make an offer during the Bid/Offer Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to

Term	Description
	subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the Bid cum Application Form The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as applicable
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids being March 26, 2021, which shall be notified in all editions of the English national newspaper, Financial Express, all editions of the Hindi national newspaper, Jansatta and the Bengaluru edition of the Kannada newspaper, Hosadigantha (Kannada being the regional language of Karnataka, where the Registered and Corporate Office of our Company is situated), each with wide circulation. In case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites of the BRLMs and terminals of the members of the Syndicate, which shall also be notified in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank Our Company and TPL may, in consultation with the BRLMs, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids being March 24, 2021, which shall be notified in all editions of the English national newspaper, Financial Express, all editions of the Hindi national newspaper, Jansatta and the Bengaluru edition of the Kannada newspaper, Hosadigantha (Kannada being the regional language of Karnataka, where the Registered and Corporate Office of our Company is situated) each with wide circulation
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs" or "Managers"	The book running lead managers to the Offer namely, IIFL, Ambit, Axis and SBICAP
Broker Centres	Broker centres notified by the Stock Exchange where relevant ASBA Bidders can submit the ASBA Forms to a Registered Broker, and in case of RIBs only ASBA Forms with UPI

Term	Description
	The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
Cash Escrow and Sponsor Bank Agreement	Agreement dated March 16, 2021 entered into by our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and the Bankers to the Offer for, *inter alia*, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of BSE and NSE, as updated from time to time.
Cut-off Price	Offer Price, finalised by our Company and TPL in consultation with the BRLMs which shall be any price within the Price Band Only Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, PAN, bank account details and UPI ID, wherever applicable
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms and in case of RIBs only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Date	Date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIBs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of this Red Herring Prospectus and the Prospectus, following which the Equity Shares will be Allotted in the Offer.
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs by authorising an SCSB to block the Bid Amount in the ASBA Account, shall mean SCSBs. In relation to ASBA Forms submitted by RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs

Term	Description
Designated RTA Locations	Such locations of the RTAs where ASBA Bidders can submit the ASBA Forms to RTAs and in case of RIBs only ASBA forms under UPI. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate request by such RIB using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	NSE
"Draft Red Herring Prospectus" or "DRHP"	The draft red herring prospectus dated February 17, 2020, issued and filed with the SEBI in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto. Further, our Company had also filed with SEBI the first addendum to the Draft Red Herring Prospectus dated January 29, 2021 and the second addendum to the Draft Red Herring Prospectus dated March 2, 2021.
Eligible Employees	All or any of the following: (a) a permanent employee of our Company, our Promoters or our Subsidiaries (excluding employees who are not eligible to invest in the Offer under applicable laws) as of the date of filing of this Red Herring Prospectus with the RoC and who continues to be such an employee of our Company until the submission of the Bid cum Application Form working in or outside India; or (b) a Director (whole-time or otherwise) of our Company as of the date of filing this Red Herring Prospectus with the RoC and who continues to be a Director of our Company until the submission of the Bid cum Application Form excluding (i) Directors who are not eligible to invest in the Offer under applicable laws, (ii) our Promoters, (iii) a person belonging to the Promoter Group, (iv) a Director who, himself or herself or through relatives or any body corporate, directly or indirectly holds more than 10% of our outstanding Equity Shares. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of an under-subscription in the Employee Reservation Portion, post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and this Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Employee Reservation Portion	The portion of the Offer, being up to [●] Equity Shares aggregating up to ₹20 million, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account	The 'no-lien and non-interest bearing' account opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	A bank, which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, Axis Bank Limited

Term	Description
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	The fresh issue of [●] Equity Shares aggregating up to ₹1,800* million by our Company *Our Company had filed the Draft Red Herring Prospectus with a fresh issue size of up to ₹2,750 million. Subsequently, our Company has increased the size of the fresh issue as disclosed in the Draft Red Herring Prospectus in accordance with Schedule XVI(2)(a)(iii) of the SEBI ICDR Regulations to up to ₹3,299.69 million. Our Company and TPL have undertaken a Pre-IPO Placement of 5,951,132 Equity Shares for an aggregate amount equal to approximately ₹1,499.69 million. Pursuant to the Pre-IPO Placement, the size of the fresh issue of up to ₹3,299.69 million is reduced by approximately ₹1,499.69 million, and accordingly, the size of the Fresh Issue is up to ₹1,800 million.
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
IIFL	IIFL Securities Limited
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot
Monitoring Agency	Axis Bank Limited
Monitoring Agency Agreement	The agreement dated March 5, 2021 entered into between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the Net QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer minus the Employee Reservation Portion
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses For further information about use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 125
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to Anchor Investors
"Non-Institutional Bidder(s)" or "Non-Institutional Investor(s)"	All Bidders that are not QIBs; Retail Individual Bidders or Eligible Employees bidding in the Employee Reservation Portion, who have Bid for Equity Shares for an amount more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India and includes a non-resident Indian or NRI as defined under the NDI Rules, FPIs and FVCIs

Term	Description
Offer	The initial public offering of up to [●] Equity Shares of face value of ₹5 each for cash at a price of ₹[●] each (including a share premium of ₹[●] per Equity Share), aggregating up to ₹[●] million comprising the Fresh Issue and the Offer for Sale The Offer comprises of the Net Offer and the Employee Reservation Portion Our Company had filed the Draft Red Herring Prospectus with a fresh issue size of up to ₹2,750 million. Subsequently, our Company has increased the size of the fresh issue as disclosed in the Draft Red Herring Prospectus in accordance with Schedule XVI(2)(a)(iii) of the SEBI ICDR Regulations to up to ₹3,299.69 million. Our Company and TPL have undertaken a Pre-IPO Placement of 5,951,132 Equity Shares for an aggregate amount equal to approximately ₹1,499.69 million. Pursuant to the Pre-IPO Placement, the size of the fresh issue of up to ₹3,299.69 million is reduced by approximately ₹1,499.69 million, and accordingly, the size of the Fresh Issue is up to ₹1,800 million.
Offer Agreement	The agreement dated February 17, 2020, as amended by the first amendment agreement to the offer agreement dated October 6, 2020 and the second amendment agreement to the offer agreement dated February 20, 2021, between our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale by the Selling Shareholders of up to 1,018,288 Equity Shares by SHKSL, 339,430 Equity Shares by Azhar Dhanani, 339,430 Equity Shares by Sadiya Dhanani, 339,430 Equity Shares by Sanya Dhanani, 3,323,106 Equity Shares by TPL, 71,186 Equity Shares by AAJVIT and 26,600 Equity Shares by MPL aggregating up to 5,457,470 Equity Shares aggregating up to ₹[●] in the Offer
Offer Price	The final price at which Equity Shares will be Allotted to Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of this Red Herring Prospectus The Offer Price will be decided by our Company and TPL in consultation with the BRLMs on the Pricing Date in accordance with the Book Building Process and in terms of this Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders For further details, please see "*Objects of the Offer*" on page 125
Pre-IPO Placement	Our Company and TPL, in consultation with the BRLMs, have undertaken private placements of 5,951,132 Equity Shares for cash consideration aggregating to ₹1,499.69 million. Pursuant to the Pre-IPO Placement, the size of the fresh issue of up to ₹3,299.69 million is reduced by approximately ₹1,499.69 million, and accordingly, the size of the Fresh Issue is up to ₹1,800 million.
Price Band	Price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof The Price Band and minimum Bid Lot will be decided by our Company and TPL in consultation with the BRLMs and will be advertised, at least two Working Days prior to the Bid/Offer Opening Date, in all editions of the English national newspaper, Financial Express, all editions of the Hindi national newspaper, Jansatta and the Bengaluru edition of the Kannada newspaper, Hosadigantha (Kannada being the regional language of Karnataka, where the Registered and Corporate Office of our Company is situated), each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their websites

Term	Description
Pricing Date	The date on which our Company and the TPL in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account	The 'no lien' and 'non-interest bearing' bank account opened under Section 40(3) of the Companies Act, 2013 in the Public Offer Bank to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Bank	The bank with which the Public Offer Account is opened for collection of Bid Amounts from Escrow Account and ASBA Account on the Designated Date, in this case being ICICI Bank Limited
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being at least 75% of the Net Offer consisting of [●] Equity Shares which shall be allotted to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or the Anchor Investor Offer Price (for Anchor Investors). Our Company and TPL in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis
"Qualified Institutional Buyers" or "QIBs" or "QIB Bidders"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	This red herring prospectus dated March 18, 2021 issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto This Red Herring Prospectus will be filed with the RoC at least three working days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The 'no lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank	ICICI Bank Limited
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	The agreement dated February 14, 2020 along with the amendment dated February 20, 2021, entered into among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI
"Registrar to the Offer" or "Registrar"	Link Intime India Private Limited
"Regulation S"	Regulation S under the Securities Act

Term	Description
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or "RIB(s)"	Individual Bidders, other than Eligible Employees bidding in the Employee Reservation Portion, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Net Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	The portion of the Offer being not more than 10% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SBICAP	SBI Capital Markets Limited
"Self Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely, Link Intime India Private Limited
Share Escrow Agreement	Agreement dated March 10, 2021 entered into by the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by such Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding centers where the Syndicate shall accept ASBA Forms from Bidders and in case of RIBs only ASBA Forms with UPI, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Bank	ICICI Bank Limited, being a Banker to the Offer registered with SEBI, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the RIBs using the UPI and carry out other responsibilities, in terms of the UPI Circulars
"Syndicate" or "members of the Syndicate"	The BRLMs and the Syndicate Members
Syndicate Agreement	Agreement dated March 15, 2021 entered into among the BRLMs, the Syndicate Members, our Company and the Selling Shareholders in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, SBICAP Securities Limited and Investec Capital Services (India) Private Limited
Technopak	Technopak Advisors Private Limited

Term	Description
Underwriters	[●]
Underwriting Agreement	The agreement among the Underwriters, our Company and the Selling Shareholders to be entered into on or after the Pricing Date, but prior to filing the Prospectus with the RoC
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Circulars	Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 on November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 on June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 on July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 on November 8, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 or any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application as disclosed by the SCSBs on the website of SEBI and by way of a SMS for directing the RIBs to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The mechanism that may be used by a RIB to make a Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI

Technical/Industry Related Terms/Abbreviations

Term	Description
APC	Average Per Cover
B&M	Brick & Mortar
BoK	Body of Knowledge
CAGR	Compounded Annual Growth Rate
CAM	Common Area Maintenance
CDR	Casual Dining Restaurant
Cr	Crore
CRM	Customer Relationship Marketing
DIY	Do it Yourself
EIU	Economist Intelligence Unit
EOO	Eating Out Occasion
ETP	Effluent Treatment Plant
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortisation
FD/IC	Frozen Dessert/Ice Cream

Term	Description
FDR	Fine Dining Restaurant
F&B	Food and Beverage
FLFP	Female Labour Force Participation
FSSAI	Food Safety and Standards Authority of India
GCC	Gulf Cooperation Council
GDP	Gross Domestic Product
GSI	Guest Satisfaction Index
GVA	Gross Value Added
HH	Household
ILO	International Labour Organization
IMF	International Monetary Fund
HR	Human Resources
IT	Information Technology
KPIs	Key Performance Indicators
MAT	Minimum Alternate Tax
Mega Metro cities	Delhi NCR and Mumbai
Metro Cities	Mega Metro Cities and Mini Metro Cities
Mini Metro cities	Ahmedabad, Bengaluru, Chennai, Hyderabad, Kolkata and Pune
Mn	Million
MoSPI	Ministry of Statistics & Programme Implementation
NOC	No Objection Certificate
NRAI	National Restaurant Association of India
NSDC	National Skill Development Corporation
ORM	Online Reputation Management
PBCL	Pub Bar Cafes & Lounges
PAT	Profit After Tax
PCDR	Premium Casual Dining Restaurant
PFCE	Private Final Consumption Expenditure
PPP	Purchasing Power Parity
PR	Public Relations
SBN	Specified Bank Notes
QSR	Quick Service Restaurant
RTC	Ready to Cook
SEM	Search Engine Marketing
SEO	Search Engine Optimization
SOPs	Standard Operating Procedures
SSSG	Same Store Sales Growth
Tn	Trillion
Tier I cities	City with one to five million population
Tier II cities	City with 0.3 to one million population
Tier III cities	City with less than 0.3 million population

Conventional and General Terms or Abbreviations

Term	Description
₹/Rs./Rupees/INR	Indian Rupees
Adjusted EBITDA	EBITDA adjusted to remove the effect of adoption of Ind AS 116
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered under SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act, 1981
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
Bn/bn	Billion
BSE	BSE Limited
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I Foreign Portfolio Investors	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II Foreign Portfolio Investors	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
COVID-19	2019 novel Coronavirus
Criminal Procedure Code	Code of Criminal Procedure, 1973
Competition Act	The Competition Act, 2002
Customs Act	The Customs Act, 1962
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996

Term	Description
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade
DP ID	Depository Participant's Identification
DP/Depository Participant	A depository participant as defined under the Depositories Act
EGM	Extraordinary General Meeting
EPA	Environment Protection Act, 1986
EPF Act	The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
ESI Act	The Employees' State Insurance Act, 1948
FCNR	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations framed thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and amendments thereto
Financial Year/Fiscal/ Fiscal Year/FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
Food Authority/FSSAI	Food Safety and Standards Authority of India
FPI(s)	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FSSA	The Food Safety and Standards Act, 2006
FSSR	Food Safety and Standards Rules, 2011
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GAAR	General Anti-Avoidance Rules
GCC	Gulf Cooperation Council
GDP	Gross domestic product
GIR	General Index Register
GoI/Government	Government of India
GST	Goods and Services Tax
GST Act	Central Goods and Services Tax Act, 2017
HUF	Hindu undivided family

Term	Description
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ICDS	Income Computation and Disclosure Standards notified by the Ministry of Finance
IFRS	International Financial Reporting Standards
Income Tax Act / IT Act	The Income Tax Act, 1961
Ind AS	Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
IRDA	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
Legal Metrology Act	Legal Metrology Act, 2009
LIBOR	London Inter Bank Offered Rate
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal Cost of Funds based Lending Rate
Mn/mn	Million
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A./NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-banking financial company registered with the RBI
NCLT	National Company Law Tribunal
NDI Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NR	Non-resident
NRE Account	Non Resident External Account

Term	Description
NRI	An individual resident outside India who is a citizen of India
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/Overseas Corporate Body	An entity derecognised through the Foreign Exchange Management Withdrawal of General Permission to Overseas Corporate Bodies (OCBs) Regulations, 2003
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PCBs	Pollution Control Boards
Public Liability Act	Public Liability Insurance Act, 1991
RBI	Reserve Bank of India
Regulation S	Regulation S under the Securities Act
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations, 2015	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI SBEB Regulations	SEBI (Share Based Employee Benefits) Regulations, 2014

Term	Description
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Sq. ft./sq.ft.	Square feet
Stamp Act	The Indian Stamp Act, 1899
State Government	The government of a state in India
State PCB	State Pollution Control Board
Stock Exchanges	The BSE and the NSE
STT	Securities Transaction Tax
Systemically Important Non-Banking Financial Company or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Takeover Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax deduction account number
Trade Marks Act	Trade Marks Act, 1999
UAE	United Arab Emirates
UK	United Kingdom
U.S./USA/United States	United States of America
US GAAP / U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US$	United States Dollars
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
Water Act	Water (Prevention and Control of Pollution) Act, 1974
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(i)(lll) of SEBI ICDR Regulations

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to "India" in this Red Herring Prospectus are to the Republic of India, all references to the "UAE" are to the United Arab Emirates, all references to "USA", "US" and "United States" are to the United States of America, all references to "Oman" are to the Sultanate of Oman and all references to 'Mauritius' are to the Republic of Mauritius.

Unless otherwise specified, any time mentioned in this Red Herring Prospectus is in Indian Standard Time ("**IST**").

Unless indicated otherwise, all references to a year in this Red Herring Prospectus are to a calender year. Unless stated otherwise, all references to page numbers in this Red Herring Prospectus are to the page numbers of this Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context requires otherwise, the financial data and financial ratios in this Red Herring Prospectus are derived from our Restated Consolidated Financial Information. Certain other financial information pertaining to our Group Entities are derived from their audited financial statements, as may be available. For further information on the Company's financial information, please see "*Financial Statements*" on page 278.

The Restated Consolidated Financial Information have been compiled from: (i) our audited consolidated financial statements for the eight month period ended November 30, 2020 prepared in accordance with Ind AS; and (ii) our audited consolidated financial statements for the Fiscals 2020, 2019 and 2018, prepared in accordance with Ind AS, in each case restated in accordance with the requirements of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on "*Reports in Company Prospectuses (Revised 2019)*" issued by the ICAI. Further, our Special Purpose Restated Standalone Financial Information have been included in this Red Herring Prospectus and have been prepared using: (i) our audited standalone financial statements for the eight month period ended November 30, 2020 which were prepared in accordance with Ind AS; and (ii) our audited standalone financial statements for the Fiscals 2020, 2019 and 2018, which were prepared in accordance with Ind AS, in each case restated in accordance with the requirements of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on "*Reports in Company Prospectuses (Revised 2019)*" issued by the ICAI. For further details, please see "*Financial Statements*" on page 278.

There are significant differences between Ind AS, US GAAP and IFRS. The reconciliation of the financial information to IFRS or US GAAP has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and investors should consult their own advisors regarding such differences and their impact on our Company's financial condition. For risks involving differences between Ind AS, US GAAP and IFRS, see "*Risk Factors – Significant differences exist between Ind AS and other reporting standards, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition."* on page 77.

Our Company's Financial Year commences on April 1 and ends on March 31 of the next calendar year. Accordingly, all references to a particular Financial Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

The degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies, Ind AS, the Companies Act, the SEBI ICDR Regulations and practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures

have been rounded off to two decimal places except certain percentage figures in "*Risk Factors*", "*Industry Overview*" and "*Our Business*", which are rounded off to one decimal place, and accordingly there may be consequential changes in this Red Herring Prospectus. Further, any figures sourced from third party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Unless the context otherwise indicates, any percentage amounts (other than certain operational metrics), as set forth in "*Summary of the Offer Document*", "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 27, 37, 196 and 436, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of the Restated Consolidated Financial Information and Special Purpose Restated Standalone Financial Information.

Currency and Units of Presentation

All references to:

- "AED" or "Dirham" are to the United Arab Emirates Dirham, the official currency of the UAE;
- "MYR" are to the Malaysian Ringgit, the official currency of Malaysia;
- "Rupees" or "₹" or "INR" or "Rs." are to the Indian Rupee, the official currency of India;
- "USD" or "US$" are to the United States Dollar, the official currency of the United States; and
- "OMR" are to the Omani Riyal, the official currency of the Oman.

Except otherwise specified, our Company has presented certain numerical information in this Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions or billions, such figures may appear in this Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Exchange Rates

This Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the respective foreign currencies:

Currency	As on March 31, 2018 [1] (₹)	As on March 31, 2019 [1] (₹)	As on March 31, 2020 [1] (₹)	As on November 30, 2020 [1] (₹)	As on January 31, 2021[1] (₹)
1 AED	17.67	18.87	20.44	20.08	19.83
1 MYR	16.79	16.97	17.30	18.11	18.01
1 USD	64.92	69.32	75.10	73.76	72.87
1 OMR	168.42	179.57	194.37	191.09	188.78

(Source: www1.oanda.com)

[1] In the event that any of the respective date as mentioned above is a public holiday, the previous calendar day not being a public holiday has been considered

Industry and Market Data

Unless stated otherwise, industry and market data used in this Red Herring Prospectus has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe the industry and market data used in this Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLMs or any of their affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" beginning on page 37. Accordingly, investment decisions should not be based solely on such information.

Information has been included in this Red Herring Prospectus from the report titled "*Indian Food Services Market*" dated February 19, 2021 prepared by Technopak ("**Technopak Report**"). The report has been commissioned by our Company for the purposes of confirming its understanding of the industry in connection with the Offer for which Technopak is in the process of being paid by the Company pursuant to its engagement letter dated January 12, 2021. The Technopak Report was submitted on February 19, 2021. For details of risks in relation to the industry report, see "*Risk Factors – This Red Herring Prospectus contains information from an industry report which we have commissioned from Technopak.*" on page 73.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" on page 139 includes information relating to our listed peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLMs have independently verified such information.

The extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Such data involves uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" beginning on page 37.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements are predictions and subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India and other countries in which we operate, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes and changes in competition in our industry. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- impact and continuing effect of COVID-19 on our business and operations;
- deterioration in the performance or relationships with third-party delivery aggregators;
- inability to implement our growth strategy successfully including in relation to selecting cities and locations for our new restaurants;
- inability to continue to build the Barbeque Nation or Toscano brands;
- failure to respond in a timely manner to changes in consumer tastes and preferences;
- failure to foresee or respond effectively to significant competition;
- inability to maintain consistent same restaurant sales growth;
- any adverse claims, media speculation and other public statements relating to our food quality, restaurant facilities and service;
- any outbreak of an epidemic or disease affecting our supply chains;
- inability to source quality raw materials, ingredients or other necessary supplies and services in a timely manner; and
- inability to manage or run our back-end operations efficiently.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 37, 196 and 436, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although we believe that the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, our Promoters, the Selling Shareholders, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with requirements prescribed by SEBI, our Company and the BRLMs will ensure that investors in India are informed of material developments from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. In accordance with SEBI requirements and as prescribed under applicable law, the Selling Shareholders severally and not jointly will ensure that investors are informed of material developments in relation to statements and undertakings made by the respective Selling Shareholders from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Offer and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Red Herring Prospectus or the Prospectus when filed, or all details relevant to potential investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including "*Risk Factors*", "*Objects of the Offer*", "*Our Business*", "*Industry Overview*", "*Capital Structure*", "*The Offer*", "*Financial Statements*", "*Outstanding Litigation and Material Developments*", "*Offer Procedure*" and "*Description of Equity Shares and Terms of the Articles of Association*", beginning on pages 37, 125, 196, 161, 103, 82, 278, 476, 522, 542, respectively.

Summary of Business

We own and operate Barbeque Nation Restaurants, one of India's leading casual dining restaurant chains (in terms of outlet count as of September 30, 2020) according to the Technopak Report dated February 19, 2021, and International Barbeque Nation Restaurants. As of December 31, 2020, we owned and operated 147 Barbeque Nation Restaurants (including opened, temporarily closed and under construction outlets) across 77 cities and six International Barbeque Nation Restaurants in three countries. Our subsidiary Red Apple, owns and operates nine restaurants under the brand name, "Toscano". As of December 31, 2020, we operated eleven Italian Restaurants in three cities in India. In November 2018, we launched UBQ by Barbeque Nation.

Summary of Industry

The Chain Casual Dining market in India has been flourishing over the last few years. It represents the 2nd largest share in the chain food services market in India after QSR. The segment has also seen an evolution of sorts in the preceding years and now there are a few players generating revenue of more than INR 5 billion in this category. In FY 2020, the size of the Chain Casual Dining market is estimated at INR 134 Bn. The segment is expected grow at a healthy CAGR of 18% to reach INR 302 Bn. by FY 2025. *(Source: Technopak Report)*

Promoters

Our Promoters are SHL, SHKSL, Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani.

Offer Size

Offer	Up to [●] Equity Shares, aggregating up to ₹[●] million
of which	
Fresh Issue[(1)]	Up to [●] Equity Shares, aggregating up to ₹1,800 million
Offer for Sale[(2)]	Up to 5,457,470 Equity Shares, aggregating up to ₹[●] million
of which	
Employee Reservation Portion	Up to [●] Equity Shares aggregating up to ₹20 million

[(1)] The Fresh Issue has been authorized by resolutions of our Board of Directors dated October 31, 2019 and December 22, 2020 and special resolutions of our Shareholders in their Extraordinary General Meetings dated November 29, 2019 and January 23, 2021. Our Company had filed the Draft Red Herring Prospectus with a fresh issue size of up to Rs.2,750 million. Subsequently, our Company has increased the size of the fresh issue as disclosed in the Draft Red Herring Prospectus in accordance with Schedule XVI(2)(a)(iii) of the SEBI ICDR Regulations to up to ₹3,299.69 million. Our Company and TPL have undertaken a Pre-IPO Placement of 5,951,132 Equity Shares for an aggregate amount equal to approximately ₹1,499.69 million. Pursuant to the Pre-IPO Placement, the size of the fresh issue of up to ₹3,299.69 million is reduced by approximately ₹1,499.69 million, and accordingly, the size of the Fresh Issue is up to ₹1,800 million. For details on the Pre-IPO Placement, see "Capital Structure" on page 103.

[(2)] The Selling Shareholders specifically confirm that the respective portions of the Offered Shares have been held by them for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus with SEBI, calculated in the manner as set out under the SEBI ICDR Regulations, and accordingly, are eligible for being offered for sale in this Offer. For details regarding the authorisations of the Selling Shareholders in relation to the Offered Shares, see "The Offer" beginning on page 82.

Objects of the Offer

The Net Proceeds are proposed to be utilised towards the following objects:

(in ₹ million)

Objects	Amount
Capital expenditure for expansion and opening of new restaurants by the Company	546.19
Prepayment or repayment of all or a portion of certain outstanding borrowings obtained by our Company on a consolidated basis	750.00
General corporate purposes*	[●]
Total	[●]

**To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.*

Pre-Offer Shareholding of Promoters, Promoter Group and Selling Shareholders

Category of Shareholders	Number of Equity Shares	% of paid-up Equity Share Capital
Promoters	13,143,968	38.72%
Promoter Group	3,081,453	9.08%
Selling Shareholders[(1)]	6,808,898	20.06%

[(1)] Excluding Selling Shareholders who are Promoters or part of the Promoter Group.

For further details, see "*Capital Structure*" beginning on page 103.

Summary of Restated Consolidated Financial Information

Particulars	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Share capital (in ₹ million)	139.96	139.96	139.92	138.00
Net worth (in ₹ million)	(149.24)	59.16	1,316.28	1,449.89
Revenue from continuing operations (in ₹ million)	2,366.08	8,507.94	7,425.41	5,904.48
Profit after tax (from continuing operations) (in ₹ million)	(1,006.48)	(329.28)	(212.02)	67.79
Profit after tax (in ₹ million)	(1,006.48)	(329.28)	(383.86)	(58.00)
Basic earnings per share (continuing operations) (in ₹)	(35.96)	(11.77)	(8.31)	2.14
Diluted earnings per share (continuing operations) (in ₹)	(35.96)	(11.77)	(8.31)	2.14
Basic earnings per share (in ₹)	(35.96)	(11.77)	(14.45)	(2.51)
Diluted earnings per share (in ₹)	(35.96)	(11.77)	(14.45)	(2.51)
Net Asset Value per Equity Share (in ₹)[(1)]	(5.33)	2.11	47.04	52.53
Total borrowings (as per balance sheet) (in ₹ million)	2,469.82	2,449.63	1,578.56	1,276.57

[(1)] Consolidated Net Asset Value per equity share is calculated as consolidated Net asset value (Net Worth) as restated at the end of the year/ Number of equity shares outstanding at the end of the year.

Summary of Special Purpose Restated Standalone Financial Information

Particulars	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Share capital (in ₹ million)	139.96	139.96	139.92	138.00
Net worth (in ₹ million)	4.78	757.81	1,709.81	1,809.63
Revenue (in ₹ million)	2087.91	7903.58	7,076.29	5,763.04

Particulars	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Profit after tax (in ₹ million)	(797.71)	(926.65)	(370.15)	201.04
Basic earnings per share (in ₹)	(28.50)	(33.11)	(13.96)	7.07
Diluted earnings per share (in ₹)	(28.50)	(33.11)	(13.96)	7.03
Net asset value per Equity Share (in ₹)	0.17	27.07	61.10	65.57
Total borrowings (as per balance sheet) (in ₹ million)	1949.23	1924.02	992.20	819.44

Auditors Qualifications which have not been given effect in the Restated Consolidated Financial Information

Nil

Summary of Outstanding Litigation

Nature of cases	No. of cases	Total amount involved (in ₹ million)
Litigation involving our Company		
Against our Company		
Material civil cases	1	3.92
Criminal cases	3	Not ascertainable
Action taken by statutory and regulatory authorities	23	Not ascertainable
Direct tax cases	7	127.53
Indirect tax cases	29	177.73
By our Company		
Material civil cases	1	30.89
Criminal cases	1	Not ascertainable
Litigation involving our Subsidiaries		
Material civil cases	1	4.87
Direct tax cases	1	12.64
Litigation involving our Promoters and Directors		
Against our Promoters		
SHL		
Material civil cases	1	5
Criminal cases	2	Not ascertainable
Action taken by statutory and regulatory authorities	14	Not ascertainable
Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action	8	Not ascertainable
Direct tax cases	5	11.16
Indirect tax cases	19	28.03
Kayum Dhanani		
Criminal cases	5	14.48
Action taken by statutory and regulatory authorities	14	Not ascertainable
Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action	1	Not ascertainable

Nature of cases	No. of cases	Total amount involved (in ₹ million)
Direct tax cases	4	20.38
Raoof Dhanani		
Material civil cases	1	Not ascertainable
Criminal cases	1	Not ascertainable
Action taken by statutory and regulatory authorities	9	Not ascertainable
Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action	4	Not ascertainable
Suchitra Dhanani		
Material civil cases	1	Not ascertainable
Action taken by statutory and regulatory authorities	11	Not ascertainable
Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action	1	Not ascertainable
Direct tax cases	12	2.13
Against our Directors, other than our Promoters		
Abhay Chaudhari		
Action taken by statutory and regulatory authorities	1	Not ascertainable
T Narayanan Unni		
Action taken by statutory and regulatory authorities	10	Not ascertainable
Tarun Khanna		
Action taken by statutory and regulatory authorities	1	Not ascertainable
By our Promoters		
SHL		
Criminal	2	0.24
Suchitra Dhanani		
Material civil cases	1	Not ascertainable

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 476.

Risk Factors

Please see "*Risk Factors*" beginning on page 37.

Summary of Contingent Liabilities of our Company and our Subsidiaries

As of November 30, 2020, our contingent liabilities on a consolidated basis comprised the following:

(₹ in million)

Particulars	As at November 30, 2020
Claims against the Company not acknowledged as debt on account of:	
Indirect tax matters (Sales tax and VAT)	169.22
Direct tax matters	420.36

For further details, see "*Financial Statements – Restated Consolidated Financial Information – Note 34 (Contingent liabilities and commitments (to the extent not provided for))*" on page 337.

Summary of Related Party Transactions (on a consolidated basis)

(₹ in million)

Nature of Transaction	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Services rendered				
Entity in which KMP / Relatives of KMP can exercise significant influence				
Sara Suole Private Limited	-	-	-	-
Samar Lifestyle Private Limited	-	-	0.60	-
Sponsorship Income				
Entity in which KMP / Relatives of KMP can exercise significant influence				
Sara Suole Private Limited	-	-	-	3.00
Services received				
Investing party for which the Company is an Associate:				
Sayaji Hotels Limited	0.01	0.08	1.85	12.97
Entity in which KMP / Relatives of KMP can exercise significant influence				
Sara Suole Private Limited	-	1.57	-	-
Samar Lifestyle Private Limited	-	0.26	0.50	-
Purchase of consumables				
Entity in which KMP / Relatives of KMP can exercise significant influence				
Sara Suole Private Limited	-	0.08	6.00	-
Rent and maintenance charges				
Entity in which KMP / Relatives of KMP can exercise significant influence				
Sara Suole Private Limited	2.46	0.56	-	4.46
Sana Reality Private Limited	-	14.99	10.30	9.26
Samar Retail Private Limited	-	5.66	-	-
Liberty Restaurent Private Limited	2.46	-	-	-
Investing party for which the Company is an Associate				
Sayaji Hotels Limited	1.79	12.51	18.36	18.26
Relatives of KMP				
Gulshanbanu Memon	2.64	4.56	5.04	3.78
Remuneration				
Relatives of KMP				
Sanya Dhanani	0.75	0.74	0.52	0.36
Security deposit paid				
Entities in which KMP / relatives of KMP have significant influence:				
Sara Suole Private Limited	-	3.13	-	0.21
Samar Retail Private Limited	-	2.50	-	-
Relatives of KMP				
Gulshanbanu Memon	-	0.51	5.00	1.94
Refund received of security deposit paid				

Nature of Transaction	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Entities in which KMP / relatives of KMP have significant influence:				
Sara Suole Private Limited	-	-	-	0.23
Loan Payable#				
Non-Executive Directors				
Raoof Razak Dhanani	20.00	-	-	-
Balances with related parties				
Security deposits (refundable) with				
Entities in which KMP / relatives of KMP have significant influence:				
Sara Suole Private Limited	3.13	3.13	0.21	0.21
Samar Retail Private Limited	0.60	0.60	-	-
Sana Reality Private Limited	3.00	3.00	3.00	3.00
Relatives of KMP				
Gulshanbanu Memon	7.46	7.46	6.94	1.94
Investing party for which the Company is an Associate				
Sayaji Hotels Limited	5.10	5.10	5.10	5.10
Trade Payables				
Entities in which KMP / relatives of KMP have significant influence:				
Sara Suole Private Limited	1.26	0.69	0.28	0.65
Samar Lifestyle Private Limited	0.04	0.04	-	-
Liberty Restaurent Private Limited	1.31			
Sana Reality Private Limited	0.90			
Investing party for which the Company is an Associate				
Sayaji Hotels Limited	4.40	2.61	4.54	8.22
Loan Received#				
Non-Executive Directors				
Raoof Razak Dhanani	20.00	-	-	-
Other current assets				
Advances paid for supply of materials / rendering of services				
Samar Lifestyle Private Limited	-		0.11	-
Compensation of key management personnel*				
The remuneration of directors and other members of key management personnel during the period is as follows:				
Short-term benefits	8.59	17.33	17.61	18.41
Post-employment benefits	-	-	-	-
Other long-term benefits	-	-	-	-
Share-based payments	1.84	4.69	5.08	2.87
Termination benefits	-		-	-
Total	**10.43**	**22.02**	**22.69**	**21.28**

**The above compensation excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by actuary.*
[#] Loans taken from Raoof Razak Dhanani, KMP are repayable on demand and rate of interest is Nil.
Notes:
On consolidation, following transactions and balances with the subsidiaries have been eliminated:

Name of the entity	***Description of relationship***
Prime Gourmet Private Limited (from 29 August, 2016 to 5 December 2018)	*Wholly owned subsidiary*
Barbeque Nation MENA Holding Limited (formerly known as Barbeque Nation Holdings Limited) (from 27 December, 2016)	*Wholly owned subsidiary*
Barbeque Nation Holdings Private Limited (from 15 September, 2017)	*Wholly owned subsidiary*
Barbeque Holdings Private Limited, Mauritius (from 27 September, 2017, wound up on 10 August 2020)	*Wholly owned subsidiary*
Red Apple Kitchen Consultancy Private Limited (from December 31, 2019)	*Subsidiary*
Barbeque Nation Restaurant LLC (from 25 February, 2017)	*Step down subsidiary*
Barbeque Nation (Malaysia) SDN. BHD. (from 3 October, 2017)	*Step down subsidiary*
Barbeque Nation International LLC (from February 18, 2018)	*Step down subsidiary*
Barbeque Nation Kitchen LLC (from January 9, 2019)	*Step down subsidiary*

Nature of Transaction	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Sale of materials				
Prime Gourmet Private Limited	-	-	0.13	0.25
Income from sub-lease				
Prime Gourmet Private Limited	-	-	1.41	2.86
Royalty income				
Barbeque Nation MENA Holding Limited	-	-	-	8.16
Barbeque Nation Restaurant LLC	2.86	7.90	6.96	-
Barbeque Nation (Malaysia) SDN. BHD.	0.29	0.69	0.36	-
Barbeque Nation International LLC	0.15	1.05	-	-
Guarantee Commission				
Barbeque Nation MENA Holding Limited	2.61	4.04	3.98	2.88
Reimbursement of expenses paid				
Barbeque Nation MENA Holding Limited	0.19	5.26	33.60	21.81
Barbeque Nation (Malaysia) Sdn. Bhd.		0.82	3.81	1.08
Barbeque Nation International LLC		0.29	-	-
Barbeque Nation Holdings Private Limited	-	-	0.29	0.55
Barbeque Nation Holdings Limited		-	0.28	0.55
Barbeque Nation Restaurant LLC	-	0.01	-	-
Rent and maintenance charges				
Red Apple Kitchen Consultancy Private Limited		0.77		
Investment made during the year in				
Prime Gourmet Private Limited	-	-	-	50.35
Barbeque Nation MENA Holding Limited		36.83	257.65	-
Red Apple Kitchen Consultancy Private Limited	-	674.87	-	-
Loan granted to subsidiaries@				
Prime Gourmet Private Limited	-		50.20	31.11

Nature of Transaction	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Barbeque Nation MENA Holding Limited	36.18	111.95	149.06	187.11
Receipt towards repayment of loan granted to subsidiary				
Prime Gourmet Private Limited	-	-	-	8.04
Barbeque Nation MENA Holding Limited	-	-	-	61.31
Receipt towards interest on loan granted to subsidiary				
Barbeque Nation MENA Holding Limited	-	-	20.81	2.98
Write off of loan and other receivables				
Prime Gourmet Private Limited	-	-	73.50	-
Provision for impairment of investment and loan receivable				
Barbeque Nation MENA Holding Limited	-	111.95	274.86	-
Barbeque Holdings Private Limited	-	1.39	-	-
Interest income on loan granted				
Prime Gourmet Private Limited	-	-	-	0.57
Barbeque Nation MENA Holding Limited		5.95	15.89	7.90

Balances with Subsidiaries	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Trade receivables				
Barbeque Nation MENA Holding Limited	6.65	4.04	3.98	11.04
Barbeque Nation Restaurant LLC	10.76	7.91	6.96	-
Barbeque Nation (Malaysia) SDN. BHD.	0.98	0.69	0.36	-
Barbeque Nation International LLC	1.22	1.05	-	-
Trade Payables				
Red Apple Kitchen Consultancy Private Limited	-	0.47		
Security deposits (refundable) with				
Red Apple Kitchen Consultancy Private Limited	2.50	2.50		
Loans outstanding@				
Prime Gourmet Private Limited (net of write off of loans)	-	-	-	23.30
Barbeque Nation MENA Holding Limited (net of provision for impairment)	36.18	-		125.80
Other receivables				
Prime Gourmet Private Limited	-	-		19.59
Barbeque Nation MENA Holding Limited	7.87	7.68	20.65	21.81
Barbeque Nation Holdings Private Limited	1.67	1.67	0.84	1.10
Barbeque Holdings Private Limited	-		0.83	-
Barbeque Nation (Malaysia) SDN. BHD.	5.76	5.76	4.89	1.08
Barbeque Nation International LLC	0.38	0.38	0.09	-
Interest accrued on loan				
Prime Gourmet Private Limited	-	-	-	0.57

Balances with Subsidiaries	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Barbeque Nation MENA Holding Limited	-	-	-	4.92

@ All loans given to related parties are repayable on demand and carries an interest rate of Parent Company's lending rate plus 0.25%.

Nature of Transaction	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Stand-by Letter of Credit (SBLC) and Corporate guarantee given to Banks on borrowings availed by subsidiary (to the extent outstanding)	516.99	513.28	583.92	383.92

For further details, see "*Restated Consolidated Financial Information – Note 43 (Restated Consolidated Statement of Transactions with Related Parties and Balances)*" on page 348.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors or their relatives have financed the purchase by any other person of securities of our Company (other than in their normal course of business) during the six months immediately preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus.

Weighted average price at which specified securities were acquired by each of the Promoters and Selling Shareholders in the last one year

Our Promoters and Selling Shareholders have not acquired any Equity Shares in the one year preceding the date of this Red Herring Prospectus.

Average Cost of Acquisition of shares for Promoters and Selling Shareholders

The average cost of acquisition per Equity Share to the Promoters and the Selling Shareholders is set forth below.

Name	Number of Equity Shares	Average cost of Acquisition per Equity Share (in ₹)
Promoters		
SHKSL	12,621,116	5.00
Kayum Dhanani	522,846	0.00
Suchitra Dhanani	6	1.67
Selling Shareholders (other than SHKSL, one of our Promoters which is a Selling Shareholder)		
Azhar Dhanani	497,890	5.00
Sadiya Dhanani	497,890	5.00
Sanya Dhanani	497,893	5.00
TPL	6,078,402	167.27
AAJVIT	198,392	216.32
MPL	532,104	592.00

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

Details of Pre-IPO Placement

Our Company and TPL have undertaken a Pre-IPO Placement of 5,951,132 Equity Shares for an aggregate amount equal to ₹1,499.69 million. For details on the Pre-IPO Placement, see "*Capital Structure*" on page 103.

Split/Consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of Equity Shares in the one year preceding the date of this Red Herring Prospectus.

SECTION II: RISK FACTORS

RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. Prospective investors should carefully consider all of the information set forth in this Red Herring Prospectus, particularly the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 436 of this Red Herring Prospectus and the risks and uncertainties described below, before making a decision to invest in the Equity Shares. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of the Equity Shares and the loss of all or part of an investment in the Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. For further details, see "Forward-Looking Statements" on page 25 of this Red Herring Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. Further, unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information, including, in particular, the Technopak Report (extracts of which have been appropriately incorporated as part of "Industry Overview" beginning on page 161). We commissioned the Technopak Report for the purpose of confirming our understanding of the Indian food services industry for which Technopak is in the process of being paid by the Company pursuant to its engagement letter dated January 12, 2021. The Technopak Report was submitted on February 19, 2021. For details, see "Risk Factors – This Red Herring Prospectus contains information from an industry report which we have commissioned from Technopak" on page 73. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year refers to such information for the relevant Fiscal. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and the risks involved. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares. Unless otherwise stated, the financial information of our Company used in this section is derived from our Restated Consolidated Financial Information. For further information, see "Financial Statements" beginning on page 278.

INTERNAL RISK FACTORS

1. ***The outbreak of the 2019 novel coronavirus ("COVID-19") pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations and the timing of how long the COVID- 19 pandemic and the related GoI measures will last is still uncertain.***

The outbreak of the COVID-19 pandemic, as well as the measures taken by the Government of India to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations since the last week of March 2020. Further, the duration of the COVID-19 pandemic continues to remain uncertain, particularly since various mutations of the virus have emerged in several countries. In some cases, some of these mutations are reported to be more virulent. Whilst vaccines are starting to be made available, they are at present only being administered to vulnerable groups. In addition, the vaccines have varying degrees of reported efficacy and their effectiveness against different strains of the virus remains uncertain. In addition, restaurants operated by the Company across different states and regions in India have been disproportionately affected by COVID-19 and the measures implemented in each state have varied due to regional and regulatory differences. As a result of COVID-19, the Company has had to temporarily close various

restaurants across India commencing from March 2020 and has also experienced reduced restaurant-level operations, including reduced operating hours and restaurant closures. Our footfalls and sales have since started to recover, although not to the levels prior to outbreak of COVID-19. The reduction in the level of business activity due to the COVID-19 crisis has also led to (i) write-offs of food inventory and related commitments since the Company's inventory includes food items which are perishable in nature; (ii) disruptions due to logistical constraints; and (iii) losses in the business. Similarly, the Company's corporate offices also experienced closures and certain employees have been restricted from commuting to their places of work. Consequently, the financial impact of COVID-19 has had, and is expected to continue to have, an adverse effect on the Company's liquidity.

As of December 31, 2020, we had 147 Barbeque Nation Restaurants (including opened, temporarily closed and under construction outlets), six International Barbeque Nation Restaurants and 11 Italian Restaurants of which nine are operated under the brand name "Toscano" and one each under the brand names "La Terrace" and "Collage", respectively, of which 9 were operational, often with limited operations or limitations on capacity for dine-in guests, depending on local regulations. Our financial results were materially and adversely affected as a direct consequence of COVID-19. We incurred consolidated losses after taxes as restated of INR 1,006.48 million for the eight month period ended November 30, 2020 and our networth become negative as at November 30, 2020. Our trade payables have also increased as at November 30, 2020 compared with the fiscal years ended 2019 and 2020. For further details, see "*Financial Statements*" on page 278 of this Red Herring Prospectus. There can be no assurance that our financial results will recover, or the timing of their recovery, from the impact of the COVID-19 crisis.

Further, FSSAI has issued a guidance note on 'Food Hygiene and Safety Guidelines for Food Businesses during Coronavirus Disease (COVID-19) Pandemic' ("**FSSAI Guidelines**") with an intent to provide guidance to food businesses like ours, including their personnel involved in handling of food and other employees to prevent spread of COVID-19 in the work environment and any incidental contamination of food/food packages. The FSSAI Guidelines, *inter-alia*, mandates strict adherence to General Hygiene Practices and Good Manufacturing Practices specified under Schedule 4 of Food Safety and Standards (Licensing and Registration of Food Businesses) Regulation, 2011. The schedule enumerates multiple compulsory measures to be adopted by food business operators in the interest of human nutrition, safety and hygiene which may result in increased costs. Although we are currently in compliance with the FSSAI Guidelines, any failure in the future to fully comply or adhere to the measures and guidelines set out in the FSSAI Guidelines or any other similar regulations could lead to the imposition of penalties, fines or other sanctions, which could have an adverse impact on our business.

Notwithstanding measures we have adopted to increase safety and hygiene levels, there can be no assurance that footfalls in our restaurant outlets, same store sales, sales from food and beverages and demand for our products will recover from the impact of the COVID-19 crisis, and if they do not recover as a result of the COVID-19 crisis continuing or worsening, or otherwise, our business and results of operations would be significantly and adversely impacted, which could also adversely impact our market share. Further, due to the rising number of infected cases of COVID-19 in India, there is no certainty if additional restrictions will be put back in place or if another lockdown would be re-imposed to control the spread of the pandemic. We cannot assure you that we will not face any difficulty in our operations due to such restrictions and such prolonged instances of lockdown may adversely affect our business, results of operations, financial condition, cash flows, reputation and prospects. In addition, if our key management personnel or a significant percentage of our workforce is unable to work due to COVID-19 illness, quarantine, limitations on travel or other government restrictions in connection with the COVID-19 pandemic, our operations may be negatively impacted. An outbreak or perceived outbreak of the COVID-19 pandemic connected to one or more of our Barbeque Nation Restaurants or Toscano Restaurants could also cause negative publicity directed at any of our brand and cause customers to avoid our restaurants, which could have a material adverse effect on our business, results of operations, financial condition, cash flows, reputation and prospects.

As a consequence of the COVID-19 pandemic, the expansion of our restaurant network has slowed significantly, and the COVID-19 pandemic has also adversely affected our ability to open new restaurants and expand our restaurant network temporarily. We have delayed some new restaurant openings and will continue to evaluate the pace and quantity of new restaurant openings and the expansion of our restaurant network until more clarity on the restaurant industry operating environment in India emerges.

The financial impact of COVID-19 has had, and is expected to continue to have, an adverse effect on our liquidity, and we continue to monitor and assess our access to appropriate sources of liquidity in order to sustain our business

throughout this crisis. The net worth of our Company turned negative for the eight month period ending on November 30, 2020. However, our Company has completed a Pre-IPO placement of ₹1,499.69 million. For further details in relation to the Pre-IPO Placement, please see section "*Capital Structure*" on page 103 of this Red Herring Prospectus.

The financial impact of COVID-19 has also had an adverse effect on the liquidity of some of the members of our Promoter Group companies and Group Companies. Some of these companies were already in breach of their payment obligations prior to COVID-19 and have either received a notice of demand or applications to initiate insolvency proceedings have been filed, and in certain cases have even been commenced against them. Their lenders may evaluate whether our individual Promoters, who are associated with such Promoter Group companies or Group Companies, are to be declared as wilful defaulters. If any of our individual Promoters, who are associated with such Promoter Group companies or Group Companies are declared as wilful defaulters, this may have an adverse effect on our reputation and the ability of such individual Promoters to continue to be directors of our Company. For further details in relation to the insolvency proceedings, please see "*Our Group Entities – Information Regarding Significant Adverse Factors Related to the Group Entities*" on page 274 of this Red Herring Prospectus.

However, depending on how long the COVID-19 pandemic lasts, we may need to seek additional sources of liquidity, which may or may not be available. The COVID-19 pandemic is adversely affecting the availability of liquidity generally in the credit markets, and there can be no guarantee that additional liquidity from other sources will be available to us on favourable terms, or at all, especially the longer the COVID-19 pandemic lasts or if it were to worsen. While we have assessed the impact of the COVID-19 pandemic on our business and on recoverability of all current and non-current assets and recognised necessary adjustments in carrying value of the assets, given the uncertainties associated, we will continuously monitor and consider necessary impact on financial conditions, results of operation and cash flows. Further, while we cannot currently estimate the duration or future negative impact of the COVID-19 pandemic on our business or on the Indian or global economy, we expect the negative effects to continue into the fourth quarter of Fiscal 2021 and beyond and for such further period that COVID-19 persists. Similarly, we cannot predict the effects the COVID-19 pandemic will have on the restaurant industry as a whole or the share of customer traffic to our restaurants compared to other restaurants or outlets. In addition, there can be no assurance that the COVID-19 crisis will not cause the Indian or global macroeconomic environment to worsen. In these circumstances, if additional liquidity is not available in the amounts or under the terms that we required, this could have a material adverse a material adverse effect on our business, results of operations, financial condition, cash flows, reputation and prospects.

2. Deterioration in the performance of, or our relationships with, third-party delivery aggregators, may adversely affect our business, results of operations and financial condition.

Demand for food delivery services through delivery aggregators online and through mobile applications has witnessed an increase in recent years across the restaurant industry. The introduction and growth of online ordering and mobile applications, as well as the increasing number and growth of third-party delivery aggregators, have made delivery a significant part of our business, and we believe the increasing presence of delivery aggregators in India will have a significant impact on our business going forward. We leverage the large third-party delivery aggregators that have their own mobile applications and delivery fleets and have integrated our customer base with certain delivery aggregators. However, the activities of delivery aggregators have increased competition with other restaurant brands and new food service platforms, such as cloud kitchens, which do not offer in-restaurant services and only serve food through third party delivery aggregators, requiring less capital expenditure to offer food services. If food delivery through third party delivery aggregators continues to increase, it is possible that footfalls in our restaurants could decrease, especially in light of the COVID-19 pandemic, unless we adapt our business model to account for this change in consumer preference. We currently depend on third party delivery aggregators for a substantial portion of our food delivery services and that could increase in the future, especially as a result of the impact of COVID-19 and the resulting growth in delivery. It is possible that the negotiating leverage of third party delivery aggregators with respect to our agreements with them could increase as their businesses grow, which means we may have to pay higher fees for their services or may have difficulty extending or renewing our agreements with them on commercially acceptable terms, or at all, in the future, especially if we fail to sufficiently develop our own food delivery services or find alternative means to serve the increasing number of customers who choose to order their food online or through mobile applications. In addition, in order to increase their market share, certain delivery aggregators offer significant discounts for their services and as their businesses mature, they may choose or be required to raise their fees, which could adversely impact the fees we pay for their services. Any adverse development with respect to the third party

delivery aggregators that we use to deliver our products, our relationship with them or their services, such as their failing to meet our service standards, actions or events attributed to them that impact customer perception of our brand, or any stoppage of their operations due to financial difficulties or otherwise, could adversely affect our ability to reach customers who choose to order food through third party delivery aggregators, which could have a material adverse effect on our business, results of operations and financial condition.

3. If we are unable to implement our growth strategy successfully including in relation to selecting cities and locations for our new restaurants our results of operations and financial condition may be adversely affected.

The first Barbeque Nation Restaurant was opened in India by SHL, one of our Promoters. We launched our Barbeque Nation Restaurant in India in 2008 and have expanded to 147 Barbeque Nation Restaurants (including opened, temporarily closed and under construction outlets) across 77 cities in India and six International Barbeque Nation Restaurants in three countries outside India as of December 31, 2020. In addition, as of December 31, 2020, we had granted franchise rights in respect of one Barbeque Nation Restaurant. Consequently, our total consolidated revenue from continuing operations has grown from ₹5,904.48 million in Fiscal 2018 to ₹8,507.94 million in Fiscal 2020 at a CAGR of 20.04%. This growth has placed, and will continue to place, significant demands on our managerial, operational and capital resources. While we intend to continue to expand our operations in India and select overseas markets, we may not be able to sustain historic growth levels and may not be able to leverage our experience in our existing markets in order to grow our business in new markets. An inability to effectively manage our expanded operations or pursue our growth strategy may lead to operational and financial inefficiencies, which could have a material adverse effect on our business prospects, financial condition and results of operations.

As part of our overall strategy, we may undertake investments, acquire certain businesses, assets and technologies and develop new business lines, products and distribution channels, launch new restaurant formats and acquire or develop additional brands to cater to different segments of the population. For example, in Fiscal 2020, we acquired 61.35% of the share capital (on a fully diluted basis) of Red Apple, which operates the Italian Restaurants, for an aggregate consideration of ₹674.87 million. For further details in relation to the acquisition of Red Apple, please see section "*History and Certain Corporate Matters – Details regarding material acquisition or divestments of business/undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 228 of this Red Herring Prospectus. The continued successful expansion of our business activities depends on our ability to:

- position our new restaurants to successfully establish a foothold in new markets and to execute our business strategy in new markets;
- successfully integrate the new restaurants with our existing operations and achieve related synergies;
- introduce an optimal mix of cuisine which successfully meets local guest preferences at attractive prices;
- negotiate and obtain favourable terms from our suppliers;
- effectively run our marketing campaigns;
- hire, train and retain skilled personnel;
- effectively compete with existing and new restaurants in the region; and
- manage any development or construction plans around our planned sites which could have an impact on the traffic flow to our restaurants.

In addition, our business success will depend on a number of factors, some of which are beyond our control, including:

- consumer trends (including our ability to adapt our format and offering to meet such trends);
- hiring, training and retaining qualified personnel;

- finding suitable locations for our new restaurants;
- identifying suitable supply and delivery resources;
- creating consumer awareness for our restaurants in new markets;
- competition in our markets in the CDR market; and
- availability of financing at competitive terms and conditions.

Any investment, acquisition and business initiative, such as our acquisition of Red Apple which operates the Italian Restaurants, could require our management to develop expertise in new areas, manage new business relationships and attract new types of guests, and divert their attention and resources, all of which could have a material impact on our ability to manage our business. These investments, acquisitions and business initiatives may also expose us to risks associated with the integration of new business lines, operations and personnel, the diversion of resources from our existing business and technologies, the potential loss of, or harm to, relationships with employees and guests, as well as other unforeseen liabilities. Also, we may have less control over their activities and these businesses may face more uncertainties with respect to their operational needs.

Expansion into new geographic regions, including different states in India and countries outside India, subjects us to various challenges, including those relating to our lack of familiarity with the culture, legal regulations and economic conditions of these new regions or territories, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions. The risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including:

- compliance with a wide range of laws, regulations and practices, including uncertainties associated with changes in laws, regulations and practices and their interpretation;
- uncertainties with new local business partners;
- ability to understand consumer preferences and local trends in such new regions or territories;
- exposure to expropriation or other government actions; and
- political, economic and social instability.

By expanding into new geographical regions, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

If any of our new restaurants does not break even or achieve our expected level of profitability within our expected timeframe, or at all, our expansion plans, results of operations, financial condition and profitability may be materially and adversely affected and we may decide to relocate or even close some of our restaurants. For further details, see "*Our Business – Our Operations - Overview – Restaurant Closures*" and "*Risk Factors – If we are unable to identify and obtain suitable locations for our new restaurants this may result in lower footfalls and table turn rates which would adversely affect our anticipated growth in business.*" on pages 215 and 47, respectively. If we are forced to close any of our restaurants, we may not be able to realise our investment cost since our restaurants are custom-built for our business.

In addition, we have in the past and may in the future experience delays or higher-than-anticipated costs in opening new restaurants. We may also experience delays or fail to obtain required government approvals or licenses and permits to operate our restaurants. Any such delays or failures to obtain relevant government approvals and/or licenses and permits could have an adverse impact on our revenues, as we may start incurring rental costs when we run past

our fit-out period under the terms of our lease / license agreements. We may also start incurring significant employee-related expenses, as we typically relocate our restaurant management and staff to new restaurants typically approximately 30 to 60 days in advance of a new restaurant opening.

Consequently, there can be no assurance that we will be able to achieve our expansion goals, that new restaurants will be opened in a timely manner, or at all, or that new restaurants opened will be profitable. Additionally, expansion and future growth will increase demands on our management team, systems and resources, financial controls and information systems. These increased demands may adversely affect our ability to open new restaurants and to oversee our existing restaurants. If we fail to continue to improve our infrastructure or to manage other factors necessary for us to meet our expansion objectives, our growth rate and operating results could be materially and adversely affected.

4. Our Company has been issued a notice from the National Anti-Profiteering Authority under the Central Goods and Services Tax Act, 2017. Any adverse decision in these matters may have a direct adverse impact on the business, operations, future prospects and financial position of our Company and an indirect impact on the reputation, profitability and business of our Company.

Our Company has received a notice dated September 30, 2019 from the National Anti-Profiteering Authority (GST), Department of Revenue, Ministry of Finance, Government of India ("**NAA**"), forwarding the report of the Director General of Anti Profiteering ("**DGAP**") which has alleged profiteering, amounting to ₹325.88 million against the Company under Section 171 of the GST Act. The matter was initiated to investigate whether GST reduction benefit from 18% to 5% was passed by the Company on to the end consumer. The period for which such investigation was carried out was from November 15, 2017 to March 31, 2019. The notice issued by the NAA directs the Company to show cause as to why the report should not be accepted and the liability for profiteering should not be determined. Our Company appeared before the NAA for hearings on various dates and has made its written submissions to the NAA on November 14, 2019, December 2, 2019, and February 15, 2020. The NAA passed an interim order in the matter on May 20, 2020 stating that the report of the DGAP could not be accepted and directed the DGAP to submit a fresh report after conducting further investigation, and also recompute the profiteered amount, which investigation should be completed within a period of three months from the date of this order. Pursuant to the order of the NAA, the DGAP issued various notices to our Company, seeking information or documents in relation to the alleged profiteering. Our Company has filed a writ petition before the High Court of Karnataka challenging the order of the NAA dated May 20, 2020. On July 15, 2020, the High Court of Karnataka granted interim relief to the Company and granted a stay of the order passed by the NAA for a period of eight weeks, which interim stay was extended till further orders on August 12, 2020. On September 10, 2020, the NAA has filed a transfer petition before the Supreme Court of India, for transfer of the writ petition to the Delhi High Court. In December 2020, the respondents filed their statement of objections to the writ petition filed by the Company before the High Court of Karnataka. The matter is currently pending. For further details, see "*Outstanding Litigation and Material Developments – Litigation involving our Company – Actions by statutory/ regulatory authorities against our Company*" on page 479.

In the event an adverse order is passed against our Company, our Company may be required to: (a) reduce the price of its offerings; (b) return an amount as determined by the NAA to its customers; (c) deposit an amount determined by the NAA to the Consumer Welfare Fund; or (d) pay a monetary penalty. Additionally, our GST registration may be cancelled. Such an order may have a direct adverse impact on the business, operations, future prospects and financial position of our Company and an indirect impact on the reputation, profitability and business of our Company.

5. SHL, Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani, who are Promoters, and certain Promoter Group members were involved in SEBI proceedings in relation to certain non-compliances under securities related laws.

SHL, Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani, who are Promoters, and certain Promoter Group members were involved in proceedings initiated against them by SEBI. A summary of such proceedings is set out below. These proceedings were in relation to show cause notices issued by SEBI, among other things, for:

Name of the Promoter(s) involved	Nature of non-compliance	Date of show-cause notice and SEBI order(s)

SHL	Failure to comply with minimum public shareholding requirements by listed companies	Orders dated December 10, 2015 and May 17, 2016 and show cause notice dated May 17, 2017; SEBI adjudication order dated September 29, 2017
SHL	Failure to report trades under the SEBI Insider Trading Regulations, 1992	Show cause notice dated February 15, 2017; SEBI adjudication order dated January 31, 2018
Raoof Dhanani	Non-compliance with the provisions of the Takeover Regulations, 2011 during an open offer	Show cause notice dated January 4, 2017; SEBI adjudication order dated February 23, 2018
Raoof Dhanani	Non-compliance with open offer and disclosure requirements prescribed under the Takeover Regulations, 1997 and failure to make disclosures prescribed under the SEBI Insider Trading Regulations, 1992	• Show cause notices dated June 27, 2014; Settlement order dated November 1, 2017 • Show cause notice dated May 12, 2015; Settlement order dated October 31, 2017
Kayum Dhanani and Suchitra Dhanani	Failure to make disclosures prescribed under the SEBI Insider Trading Regulations, 1992	Show cause notice dated January 4, 2017; Securities Appellate Tribunal order dated October 22, 2019

Some of these proceedings have resulted in adverse findings being recorded by SEBI including imposition of penalties by SEBI. In respect of these matters, our Promoters and Promoter Group members have paid all such penalties. In certain other instances, the matters have been settled by payment of settlement amounts as prescribed by SEBI. For further details, please see "*Outstanding Litigation and Material Developments – Litigation involving our Promoters*" beginning on page 481 of this Red Herring Prospectus.

6. One of our Non-Executive and Independent Directors, Mr. Abhay Chaudhari, has been named in the CIBIL suit filed accounts list. In the event his name features in the wilful defaulter list, we may be required to reconstitute our Board. Any such event may result in an adverse impact on the Offer, our reputation and operations.

The name of Abhay Chaudhari, one of our Non-Executive and Independent Directors, appears on the CIBIL list of suit filed accounts – defaulters ₹1 crore and above as on December 31, 2019 ("**CIBIL List**"). In 2017, Abhay Chaudhari was nominated to the board of directors of Athena Chhattisgarh Power Limited ("**Athena**") as a nominee of State Bank of India, a lender, for a period of two years. Abhay Chaudhari resigned as the nominee director from the board of directors of Athena on March 14, 2018 prior to the expiration of this two-year period. Subsequently, after his resignation, Athena was not able to service its debt obligations and insolvency proceedings were initiated against it. As a result, certain lenders of Athena reported such defaults for publication in the CIBIL List. Athena's resolution professional has requested the lenders of Athena to remove Abhay Chaudhari's name from the CIBIL List. Further, on February 6, 2020 Abhay Chaudhari received a show cause notice from the Income-tax Department in relation to proceedings that have been initiated against Athena. For further details, please see "*Outstanding Litigation and Material Developments – Litigation involving our Directors, other than our Promoters – Actions by statutory/ regulatory authorities against our Directors, other than our Promoters*" on page 492.

Abhay Chaudhari's name also appears on the CIBIL List as a director of CLT Infra Build Private Limited ("**CLT Infra**"). However, according to the publicly available information, Abhay Chaudhari was never a director of CLT Infra. The relevant lender of CLT Infra has admitted that, upon verification of its records, Abhay Chaudhari was not linked to CLT Infra.

Although steps have been initiated to remove Abhay Chaudhari's name from the CIBIL List, there can be no assurance that the relevant lenders of Athena and CLT Infra will remove his name from the CIBIL List in a timely manner or at all. Currently, his name does not feature in the wilful defaulters' list; however, in the event his name is included in such list, we may be required to reconstitute our Board. Any such event may result in an adverse impact on the Offer, our reputation and our operations.

7. Some of our Promoters and Directors operate or control entities engaged in a similar line of business as our Company, which may lead to competition with these entities and could potentially result in a loss of business opportunity for our Company.

Some of our Promoters, including one of our corporate promoters, SHL and Directors directly or indirectly operate or control entities which are engaged in similar line of business as our Company and Red Apple. Such companies are involved in the restaurant and hospitality business and may offer cuisines or menu items similar or identical to those offered in our restaurants. Further, SHL is involved in the hospitality sector and operates hotels and restaurants, *inter alia*, within the premises of its hotels or within the premises of third-party hotels and certain standalone restaurants. Some of our Promoters may have conflicts of interest with our interests or the interests of our Shareholders and favour these companies in certain situations, or not direct opportunities to us. While such Promoters and Directors have executed an undertaking dated August 5, 2017 to refrain, until their shareholding is not less than certain thresholds or they cease to control our Company, from operating or controlling restaurants or food ventures, in India or outside India, subject to certain exemptions, there can be no assurance that situation of conflict of interest will not arise in the future. The non-compete undertaking is subject to the provisions of the Indian Contract Act, 1872, as amended, with respect to enforceability. Further, one of our Directors, Tarun Khanna, is a director on the board of Sapphire Foods India Private Limited and Thalappakatti Hotels Private Limited, which are engaged in businesses similar to that of the Company. Any of the above may impact the trading price of our Equity Shares, our business, financial condition and results of operations. For further details in relation to the non-compete arrangement, please see section "*History and Certain Corporate Matters – Summary of Key Agreements and Shareholders Agreements – Non-compete undertaking dated August 5, 2017 by our Promoters*" on page 235*Non-compete undertaking dated August 5, 2017 by our Promoters* of this Red Herring Prospectus.

8. Our new restaurants may not be profitable or perform as planned and could also adversely impact sales in our existing restaurants, which could adversely affect our business, results of operations and financial condition.

We plan to utilize a portion of the Net Proceeds to set-up new Barbeque Nation Restaurants. The profitability and performance of our new restaurants depend on a number of factors, and we cannot assure you that our new restaurants will be profitable or perform as planned.

In particular, some of our new restaurants are and may in the future be located in areas where we have little or no operating experience, which may expose us to additional risks. These areas may have different competitive conditions, consumer tastes, discretionary spending patterns and economic conditions than our existing locations, which may cause our new restaurants to be less successful than our existing restaurants or to incur losses. Sales at restaurants opened in those new areas may take longer to reach, or may never breakeven, especially during the current COVID-19 crisis, which may adversely affect our business, results of operations and financial condition. In addition, costs of opening new restaurants in areas in which we have little or no operating experience and in which customer awareness of our brand is low may require us to incur additional costs in relation to the promotion of those restaurants which may be substantially greater than those incurred by our restaurants in other areas.

In addition, the opening of a new restaurant in or near markets in which we already have restaurants could also adversely affect the restaurant sales of those existing restaurants. Existing restaurants could also make it more difficult to build our consumer base for a new restaurant in the same market. Cannibalisation of restaurant sales within our system may become significant in the future as we continue to expand our operations, in particular as our restaurant continues to grow and become more dense, which could adversely affect our same-restaurant sales growth. If we fail to successfully open new restaurants that are economically viable and expand our business in a manner that does not adversely impact our existing restaurants, our business, results of operations and financial condition could be materially and adversely affected.

9. If we are unable to continue to build the Barbeque Nation brand or the Toscano brand, our business, reputation and results of operations may be adversely affected.

We believe the "Barbeque Nation" brand and the "Toscano" brand command strong brand recognition due to their long and successful presence in the markets in which we operate and maintaining and enhancing these brands is therefore important for maintaining our competitive advantage. Our Barbeque Nation Restaurants, International

Barbeque Nation Restaurants and our Italian Restaurants may become less attractive due to changing consumer preferences and our inability to adapt to such changes in a timely manner may affect our results of operations.

The high media scrutiny and public attention that the Indian restaurant industry is subjected to, in addition with increasing consumer activism in India, increases the risk to the reputation of the restaurant industry in general, and a risk of negative publicity and damage to the "Barbeque-Nation" and "Toscano" brands if we are presented in a negative light. Litigation, employee misconduct, operational failures, regulatory investigations, press speculation and negative publicity, among others relating to us, our Promoters, members of our Promoter Group or Group Entities, whether founded or unfounded, could damage the "Barbeque Nation" and "Toscano" brands or our reputation. Our brands and our reputation could also be harmed if products or services recommended by us (or any of our intermediaries) do not perform as expected (whether or not the expectations are founded), or there is a change in customers' expectations from the product. Negative publicity could be based, for instance, on allegations that we have failed to comply with regulatory requirements or result from failure in business continuity or performance of our information technology systems, loss of customer data or confidential information, unsatisfactory service and support levels or insufficient transparency. Incidents or developments negatively affecting SHL's brand may also negatively affect our brand and our reputation.

Our success depends on our ability to maintain the brand images of our existing products and effectively build our brand images for new products and brand extensions. Any damage to our brands or our reputation could hamper the trust placed in these brands and cause existing customers or intermediaries to withdraw their business and potential customers or intermediaries to reconsider doing business with us. Furthermore, negative publicity may result in increased regulation and legislative scrutiny of industry practices as well as increased litigation, which may further increase our costs of doing business and adversely affect our profitability. Negative publicity may also influence market or rating agencies' perception of us, which could make it more difficult for us to maintain our credit rating. There can be no assurance that our established brand names will not be adversely affected in the future by events that are beyond our control. In the event that we are unable to use the Barbeque Nation name or the Toscano name for any reason or in case guest complaints or adverse publicity damage our brands, our business, financial condition and results of operations would be adversely affected.

As majority of our income is derived from our Barbeque Nation Restaurants, creating and maintaining public awareness of our brand is crucial to our business and we accordingly invest in various marketing and advertising campaigns. If these campaigns are poorly executed, or guests lose confidence in our brand for any reason, it could harm our ability to attract and retain guests. There can be no assurances that we will be able to sustain effective marketing, advertising and branding initiatives in the future. Maintaining and enhancing our brand may require us to make substantial investments in areas such as restaurant operations, marketing and employee training, and these investments may not be successful.

We also anticipate that as our business expands into new markets and as our markets become increasingly competitive, maintaining and enhancing our brand may become increasingly difficult and expensive. If we are unable to maintain or enhance our brand recognition, our business, financial condition, results of operations and prospects may be materially and adversely affected.

10. One of our Promoters and Directors, Raoof Dhanani is involved in a criminal proceeding and in an insolvency proceeding. Any adverse decision in these matters may have an indirect impact on the reputation and business of our Company.

One of our Promoters and Directors, Raoof Dhanani is involved in a criminal proceeding initiated by Videocon Leasing and Industrial Finance Limited ("**Videocon**") before the Additional Criminal Judicial Magistrate, Ghaziabad under Sections 34, 415, 418 and 420 of the IPC and Section 200 of the Criminal Procedure Code in relation to dishonestly inducing Videocon to, *inter alia*, part with ₹160 million for issuance of non-convertible, redeemable debentures of Divya Chemicals Limited, which were not issued. Subsequently, pursuant to an application filed by Raoof Dhanani, the High Court of Allahabad passed an order dated October 27, 2005, quashing the proceedings and directing the Additional Criminal Judicial Magistrate, Ghaziabad to decide the question of territorial jurisdiction, in the matter. The matter is currently pending.

Further, Raoof Dhanani is also involved in an insolvency proceeding initiated by SICOM Limited before the High Court of Bombay in relation to recovery of ₹6.01 million, with interest on the sum of ₹2.75 million at the rate of 12% per annum from January 24, 2007 until payment, as set out in an order passed by the Debt Recovery Tribunal-II, Mumbai in 2005, which amount Raoof Dhanani and other defendants had failed to pay. Pursuant to an order dated July 5, 2016, the High Court of Bombay reserved the matter for directions until the Supreme Court of India decides whether an insolvency notice can be issued on the basis of a judgment and order passed by the debt recovery tribunal. The matter is currently pending.

If adverse orders are passed in any of these matters against Raoof Dhanani, the reputation of our Company and its operations maybe adversely affected. For further details, please see section "*Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving Raoof Dhanani*" on page 488 of this Red Herring Prospectus.

11. Our erstwhile subsidiary, PGPL, which operated Johnny Rockets restaurants had incurred losses. Our experience with Johnny Rockets restaurants may influence decision of other global brands to partner with us.

Our erstwhile subsidiary, Prime Gourmet Private Limited ("**PGPL**"), which previously operated Johnny Rockets restaurants in India incurred losses since its acquisition by us in 2016. PGPL operated up to seven Johnny Rockets restaurants in India, however, all the Johnny Rockets restaurants were eventually closed due to commercial reasons and subsequent termination of the International Master Development Agreement dated January 25, 2013 ("**IMDA**"). PGPL closed all Johnny Rockets restaurants by October 10, 2018 and paid all fees payable under the IMDA. As on the date of this Red Herring Prospectus, there are no pending liabilities associated with the termination of the IMDA. We transferred our shares in PGPL pursuant to a share transfer agreement dated December 4, 2018 (the "**PGPL Agreement**"). Under the terms of the PGPL Agreement, the Company has agreed to indemnify and hold harmless the purchasers, their affiliates and their respective shareholders, officers, directors, managers, members, partners, representatives, successors and permitted assigns from and against and pay on behalf of as and when incurred for any loss suffered as a result of or in connection with, *inter-alia*: (i) any facts or circumstances which constitute a breach of any representation or warranty; (ii) any non-fulfilment or breach of any covenant or provision; and (iii) any violation or non-compliance with applicable law. For further details, see "*Our Business – Our Operations - Overview – Restaurant Closures*" and "*History and Certain Corporate Matters – Details regarding material acquisition or divestments of business/undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years – Share transfer agreement dated December 4, 2018 executed among our Company, PGPL, Salim Hajiumar Sheikh and Sabiya Sheikh*" on pages 215 and 230 respectively. Our experience with Johnny Rockets restaurants may influence the decision of other global brands to partner with us and this may affect any growth plans we may have in the future.

12. Despite an increase in the number of our Barbeque Nation Restaurants and growth in consolidated revenues, we have incurred losses in some of the recent fiscals. There can be no assurance that our consolidated or standalone net profit after tax will not decline in future.

Our total number of Barbeque Nation Restaurants owned and operated by us in India has grown from 102 in Fiscal 2018 to 126, 150 and 147 (including opened, temporarily closed and under construction outlets) in Fiscals 2019, 2020 and the eight-month period until November 30, 2020, respectively. Our total number of International Barbeque Nation Restaurants owned and operated by us has grown from 2 in Fiscal 2018 to 5, 6 and 6 in Fiscals 2019, 2020 and the eight-month period until November 30, 2020, respectively. Consequently, our consolidated total revenue has grown from ₹5,904.48 million in Fiscal 2018 to ₹7,425.41 million in Fiscal 2019 and ₹8,507.94 million in Fiscal 2020. Our consolidated total revenue was ₹2,366.08 million in the eight-month period until November 30, 2020. Despite this growth in the number of our Barbeque Nation Restaurants and in our consolidated revenues, we incurred losses (as set forth below) in Fiscals 2018, 2019, 2020 and the eight-month period ended November 30, 2020.

Particulars	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Profit after tax (from continuing operations) (in ₹ million)	(1,006.48)	(329.28)	(212.02)	67.79
Profit for the year/period (in ₹ million)	(1,006.48)	(329.28)	(383.86)	(58.00)

We have incurred consolidated losses due to losses in international operations, losses in operations of Johnny Rockets restaurants (operations of which were discontinued by our Company in Fiscal 2019) and as some of our expenses (primarily, employee benefits expenses and occupancy cost and other operating expenses) have grown relatively faster than our revenues from operations. The profits have been negatively impacted in Fiscal 2020 and the eight months period ended November 30, 2020 due to the impact of COVID-19. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 436. There can be no assurance that our consolidated net profit after tax will not decline in future or that we will not sustain losses or that we will continue to maintain our profit margins.

13. If we are unable to identify and obtain suitable locations for our new restaurants this may result in lower footfalls and table turn rates which would adversely affect our anticipated growth in business.

We have steadily grown our owned and operated Barbeque Nation Restaurant network from a single restaurant in 2008 to 147 Barbeque Nation Restaurants (including opened, temporarily closed and under construction outlets) across 77 cities in India and six International Barbeque Nation Restaurants in three countries outside India as of December 31, 2020. As part of our growth strategy, we plan to increase our Barbeque Nation Restaurant network and Toscano Restaurant network in India and select overseas markets. Identifying and securing ideal locations for our new restaurants is essential to our business. For further details, see "*Our Business – Our Strategies – Continue expansion in Indian cities*" and "*Our Business – Our Strategies – Expansion through owned & franchise formats in select international markets*" on pages 205 and 206, respectively.

Desirable locations may be limited for many reasons, including the general lack of prime real estate in the markets in which we compete and restrictions in some of these markets on the use of certain locations for restaurants. As a result, desirable locations for new restaurants or for the relocation of existing restaurants may not be available on commercially acceptable terms or at all. For example, since Fiscal 2018, we have closed two International Barbeque Nation Restaurants in Ras al Khaima and Jumeirah, UAE and three Barbeque Nation Restaurants in Fiscal 2021 due to commercial reasons. For further details, see "*Our Business – Overview – Restaurant Closures*" on page 215. Further, we may not correctly identify ideal locations that can support the restaurants we open. Certain additional factors, some of which are beyond our control, that could adversely affect our new restaurants include the availability of adequate financing and fit-out costs.

If we are unable to identify and obtain suitable locations for our new restaurants, we may witness lower footfalls and table turns which would adversely affect our ability to achieve our anticipated growth in revenue and profitability.

14. Our Company had withdrawn its application for listing of our Equity Shares on the NSE.

We had filed an application for grant of in-principle approval for listing of our Equity Shares on the NSE pursuant to an application dated August 14, 2017. However, our Company did not meet one of the eligibility criteria of NSE, which requires that in respect of, *inter alia*, promoters of the applicant company, there shall be no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year, owing to penalties levied on account of non-compliance with minimum public shareholding norms and violation of insider trading regulations. Accordingly, our Board decided to withdraw the said application pursuant to a board resolution dated December 18, 2017.

We currently meet, and shall continue to meet, the eligibility criteria prescribed by the NSE including compliance with minimum public shareholding and SEBI Insider Trading Regulations 2015. If the eligibility criteria is amended by the NSE in a manner that we are unable to meet the amended eligibility criteria, such amendments may result in

our failure to obtain final approval for listing of our Equity Shares on the NSE. In the event that our Equity Shares are not listed on the stock exchanges in future, there may be an adverse impact on the liquidity and tradability of our Equity Shares.

15. We have not been and may continue to not be in compliance with certain covenants under some of our loan agreements and if the relevant lenders were to call an event of default, such an event may adversely affect our business, results of operations and financial conditions.

As a consequence of COVID-19, we were unable to comply with our payment obligations under our loan agreements. Subsequently, whilst we paid the principal and interest outstanding under our loan agreements, such payments were made after the relevant due dates. For further details, please see "*Financial Statements – Restated Consolidated Financial Information – Note 42*" on page 345 of this Red Herring Prospectus. We may not be in compliance with some of the financial covenants under our loan agreements.

If our lenders demand payment of the default interest and we are unable to comply with our payment obligations or if they declare an event of default as a consequence of our failure to comply with our financial covenants or as a consequence of a cross default, our lenders have the right to, *inter alia*, cancel the outstanding facilities available for drawdown, convert the outstanding loans into equity in the Company, appoint nominee directors, declare their loans to be immediately due and payable with accrued interest and enforce rights over the security created. Such an event may have a material adverse effect on our business, results of operations and financial conditions.

16. There are various proceedings involving our Company, and some of our Promoters and Directors, which if determined against us or them, may have an adverse effect on our business, results of operations and our reputation.

There are outstanding legal proceedings involving our Company, our Subsidiaries, and some of our Promoters and Directors, which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert management time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and include amounts claimed jointly and severally. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations. The list of such outstanding legal proceedings as on the date of this Red Herring Prospectus together with disciplinary action including penalties imposed by SEBI or stock exchanges on certain Promoters in the last five financial years are set out below:

Nature of cases	No. of cases	Total amount involved (in ₹ million)
Litigation involving our Company		
Against our Company		
Material civil cases	1	3.92
Criminal cases	3	Not ascertainable
Action taken by statutory and regulatory authorities	23	Not ascertainable[1]
Direct tax cases	7	127.53
Indirect tax cases	29	177.73
By our Company		
Material civil cases	1	30.89
Criminal cases	1	Not ascertainable
Litigation involving our Subsidiaries		
Material civil cases	1	4.87
Direct tax cases	1	12.64
Litigation involving our Promoters and Directors		
Against our Promoters		

Nature of cases	No. of cases	Total amount involved (in ₹ million)
SHL		
Material civil cases	1	5
Criminal cases	2	Not ascertainable
Action taken by statutory and regulatory authorities	14	Not ascertainable
Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action[2]	8	Not ascertainable[2]
Direct tax cases	5	11.16
Indirect tax cases	19	28.03
Kayum Dhanani		
Criminal cases	5	14.48
Action taken by statutory and regulatory authorities	14	Not ascertainable
Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action	1	Not ascertainable[3]
Direct tax cases	4	20.38
Raoof Dhanani		
Material civil cases	1	Not ascertainable
Criminal cases	1	Not ascertainable
Action taken by statutory and regulatory authorities	9	Not ascertainable
Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action	4	Not ascertainable[4]
Suchitra Dhanani		
Material civil cases	1	Not ascertainable[5]
Action taken by statutory and regulatory authorities	11	Not ascertainable
Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action	1	Not ascertainable[3]
Direct tax cases	12	2.13
Against our Directors, other than our Promoters		
Abhay Chaudhari		
Action taken by statutory and regulatory authorities	1	Not ascertainable
T Narayanan Unni		
Action taken by statutory and regulatory authorities	10	Not ascertainable
Tarun Khanna		
Action taken by statutory and regulatory authorities	1	Not ascertainable
By our Promoters		
SHL		
Criminal	2	0.24
Suchitra Dhanani		
Material civil cases	1	Not ascertainable[6]

[1] Our Company has received a notice from the National Anti-Profiteering Authority which has alleged profiteering amounting to ₹325.88 million. For the said details, see "Risk Factors – Our Company has been issued a notice from the National Anti-Profiteering Authority under the Central Goods and Services Tax Act, 2017. Any adverse decision in these matters may have a direct adverse impact on the business, operations, future prospects and financial position of our Company and an indirect impact on the reputation, profitability and business of our Company.", and "Outstanding Litigation and Material Developments" on pages 42 and 476 of this Red Herring Prospectus.

[2] *In respect of orders dated December 10, 2015 and May 17, 2016 and show cause notice dated May 17, 2017 issued by SEBI to SHL, SHL has paid the penalty of ₹1.20 million on November 9, 2017. Further, in respect of the show cause notice dated February 15, 2017 issued by SEBI to SHL, SHL paid the penalty of ₹1.50 million on March 13, 2018. For the said details, see "Outstanding Litigation and Material Developments" on page 476 of this Red Herring Prospectus.*

[3] *In respect of the show cause notice dated January 4, 2017 issued by SEBI to promoters and promoter group members of SHL, including, Kayum Dhanani and Suchitra Dhanani, a settlement amount of ₹35.19 million (including interest) has been paid by the noticees on September 30, 2019 and accordingly, the Securities Appellate Tribunal disposed of the appeal in terms of the settlement. For the said details, see "Outstanding Litigation and Material Developments" on page 476 of this Red Herring Prospectus. Further, there are no outstanding SEBI proceedings against SHL, Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani, as on the date of this Red Herring Prospectus.*

[4] *In respect of the show cause notices dated June 27, 2014 issued by SEBI to certain promoters and promoter group members of Liberty Phosphate Limited, including Raoof Dhanani, the applicants paid the settlement charges of ₹22.13 million and SEBI disposed of the adjudication proceedings. In respect of the show cause notice dated May 12, 2015 issued by SEBI to Raoof Dhanani, the applicants paid the settlement charges of ₹1.36 million and SEBI disposed of the adjudication proceedings. In respect of the show cause notice dated January 4, 2017 issued by SEBI to Raoof Dhanani, he paid the penalty of ₹1.60 million and SEBI disposed of the adjudication proceedings. For the said details, see "Outstanding Litigation and Material Developments" on page 476 of this Red Herring Prospectus.*

[5] *Application for grant of succession certificate under section 325 of the Indian Succession Act, 1925.*

[6] *Application for issuance of letter of administration under section 272 of the Indian Succession Act, 1925.*

For details, see "*Outstanding Litigation and Material Developments*" on page 476 of this Red Herring Prospectus.

Further, applications to initiate insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 have been filed against some of the entities that form part of our Promoter Group and our Group Entities. In respect of a member of our Promoter Group, Iconium Leather Works Private Limited, insolvency proceedings have commenced for certain cases, including the appointment of an interim resolution professional, in accordance with the Insolvency and Bankruptcy Code, 2016, pursuant to an order dated February 5, 2021 passed by the Bengaluru bench of the National Company Law Tribunal. In respect of some other entities that form part of our Promoter Group and our Group Entities, applications to initiate insolvency have been filed, and as on the date of this Red Herring Prospectus, these matters are pending and have not been admitted by the relevant National Company Law Tribunal. For further details of the insolvency proceedings, please see section "*Our Group Entities – Information Regarding Significant Adverse Factors Related to the Group Entities*" on page 274 of this Red Herring Prospectus.

The Company and certain members of our Promoter Group may be subjected to actions by statutory/ regulatory authorities or be involved in legal proceedings, including with regulatory authorities, from time to time. We cannot assure you that any of these matters will be settled in our favour or in favour of our Promoters and Directors or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings could have an adverse effect on our business, results of operations and our reputation.

17. The Income Tax Department, Bengaluru has passed orders against our Company and one of our Promoters and Managing Director, Kayum Dhanani.

The Income Tax Department, Bengaluru conducted search operations at the residences of certain Directors, certain Promoters, and one KMP and at the Registered and Corporate Office between January 10, 2018 and January 12, 2018. Subsequently, assessment proceedings were initiated against the Company, pursuant to which assessment orders were passed by the Deputy Commissioner of Income Tax, Bengaluru on December 30, 2019 for each of the assessment years with tax demands aggregating to ₹150.03 million. Separately, in respect of assessment year 2018-19, an order was passed by the Assistant Commissioner of Income-tax ("**ACIT**") on December 31, 2019 under Section 143(3) of the IT Act with a tax demand amounting to ₹2.84 million. Our Company has filed appeals against these orders before the Commissioner of Income-tax (Appeals). Consequent to these assessment orders, penalty proceedings have been initiated against the Company on December 31, 2019, on grounds such as concealment of income, misreporting of income and furnishing inaccurate particulars of income in relation to certain assessment years. Additionally, in relation to the order passed for the assessment year 2012-2013, the Joint Commissioner of Income-tax (OSD) passed an order on June 9, 2020, rectifying the demand payable for the assessment year 2012-13 to ₹114. Our Company has since paid the revised demand in relation to assessment year 2012-13. In respect of the notices received by our Company from the ACIT, please see details under "*Outstanding Litigation and Material Developments – Litigation involving our Company – Actions by statutory/ regulatory authorities against our Company*" on page 479 of this Red Herring Prospectus.

Kayum Dhanani had received certain notices from the Income Tax Department, Bengaluru, pursuant to search operations conducted on January 10, 2018, for the assessment years 2013-14, 2015-16, 2017-18 and 2018-19.

Subsequently, assessment orders were passed against Kayum Dhanani by the Income Tax Department, Bengaluru on December 29, 2019 and December 30, 2019 for these assessment years with tax demands aggregating to ₹20.38 million. Kayum Dhanani has filed appeals against the orders for the assessment years 2015-16 and 2017-18 before the Commissioner of Income-tax (Appeals). In respect of the orders for the assessment years 2013-14 and 2018-19, no appeals have been filed. Consequent to these assessment orders, penalty proceedings have been initiated against Kayum Dhanani on grounds such as concealment of income and underreporting of income in relation to certain assessment years. The penalty proceedings were initiated against Kayum Dhanani on December 29, 2019 and December 30, 2019, for assessment years 2015-16 and 2017-18, respectively.

An adverse outcome in any of these proceedings in respect of our Company could have an adverse effect on the business, financial condition and results of operations of our Company.

18. If there is an outbreak of an epidemic or disease affecting our supply chains, our business, financial condition and results of operations may be adversely affected.

Outbreak of an epidemic or disease affecting our supplies of poultry, fish products or other perishable food items could significantly affect our ability to purchase such commodities, our operations and our costs of doing business. Among the diseases that could affect our supplies are highly contagious diseases that may spread rapidly through the markets in which we operate.

For example, avian influenza is a highly contagious viral disease that affects poultry. Bird flu is another contagious disease that has affected poultry in the recent past. Our markets have been affected by avian flu and bird flu. The impact of novel coronavirus on our supply chains and business is presently unknown.

We select poultry suppliers who monitor their supply. We also perform independent tests when there is a high risk of infection in the regions in which our suppliers operate, when we change our suppliers (or our suppliers change production facilities) or in case of any guest complaints. Despite these precautions and measures, there can be no guarantee that our supplies will not be affected in the future the outbreak of any such contagious disease. If any of our suppliers are affected, we may not be able to locate additional suppliers of poultry products in a timely manner or at all. We may also be constrained to buy the affected poultry or other items at higher prices without a corresponding increase in our menu prices.

An outbreak of a disease, such as COVID-19, whether or not directly affecting our supply chain, may also attract negative publicity resulting in declining demand. As a result of these and other factors, any outbreak of disease, or the possibility of an outbreak of disease could adversely affect our business, financial condition and results of operations.

19. If we are unable to accurately estimate the demand for our offerings, our business, financial condition and results of operation may be adversely affected.

The supply of raw materials for our food products is based primarily on forecasts and requirements prepared by our restaurant managers in consultation with our chefs. These forecasts are based on past sales as well as anticipated demand, which is based to a certain extent on the subjective assessment of the restaurant managers. If we are unable to accurately forecast demand for our food products it would lead to excess supply or a shortage in the supply of raw materials from our suppliers, which would have a material adverse impact on our business, financial condition and results of operations.

20. We have contingent liabilities that are not provided for on our balance sheet, as restated, as at November 30, 2020. If any of these actually occur, they may adversely impact our profitability and may have a material adverse effect on our results of operations and financial condition.

As at November 30, 2020, we had consolidated contingent liabilities that we do not consider remote of ₹589.58 million, which relate to indirect tax matters (Sales tax and VAT) of ₹169.22 million and direct tax matters of ₹420.36 million. Further, the Company was subject to anti-profiteering investigation for the period between November 15, 2017 to March 31, 2019 by the DGAP. During the year ended March 31, 2020, the DGAP has conducted the investigation and submitted the report to the NAA with a demand amounting ₹325.88 million and we have disclosed such demand as contingent liability as of March 31, 2020. Subsequently, during the eight month period ended

November 30, 2020, NAA has examined this report and ruled that methodology adopted by DGAP while arriving at the demand is incorrect and directed to conduct further investigation. Accordingly, the demand of ₹325.88 million has been excluded from contingent liability as of November 30, 2020 as the investigation is under process. For further details of certain matters which comprise our contingent liabilities, see "*Financial Statements*" on page 278 of this Red Herring Prospectus. If at any time we are compelled to realize all or a material proportion of these contingent liabilities, it may have a material and adverse effect on our business, financial condition and results of operations.

21. One of our Promoters and Managing Director, Kayum Dhanani has agreed to secure, or has secured, certain personal and Promoter Group debt obligations by creating a pledge on certain Equity Shares held by him within specified periods from the date of Allotment. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the enforcement of the pledge provided by our Promoter and Managing Director.

Kayum Dhanani has agreed to secure a personal loan of ₹400 million with a pledge over substantially all of the Equity Shares held by him, which shall be created upon the expiry of a period of one year from the date of lock-in of the pre-Offer share capital of our Company. A failure by Kayum Dhanani to comply with his payment obligations or the occurrence of an event of default or any event of acceleration will entitle the lender to, *inter alia*, recall or accelerate repayment of the loan, declare Kayum Dhanani as a defaulter and/or enforce the security provided. In such circumstances, Kayum Dhanani may be required to liquidate a portion of his assets to comply with his payment obligations. As of January 31, 2021, the total amount outstanding under his personal loan was ₹246 million. Kayum Dhanani has also currently pledged 333,400 Equity Shares with RBL Bank Limited to secure loan facilities aggregating to ₹336.1 million granted to certain members of the Promoter Group (i.e., Brown House Baking Private Limited, Iconium Leather Works Private Limited and Sara Suole Private Limited) amounting to 0.98% of the pre-Offer capital. The aggregate amount outstanding under such credit facilities granted to members of the Promoter Group as on January 31, 2021 was ₹289 million. Pursuant to a letter dated March 15, 2021, RBL Bank Limited has provided its consent to a temporary release of the pledge on 333,400 Equity Shares held by Kayum Dhanani from Bid / Offer Opening Date and in accordance with the SEBI ICDR Regulations, subject to such Equity Shares being re-pledged with RBL Bank Limited after Allotment. Any default under the loan agreements following the creation of a pledge on the Equity Shares of our Company may result in, *inter alia*, the lender taking ownership of the pledged shares, selling the pledged shares to any third party purchaser, and attending and exercising voting rights in respect of the pledged shares on any matter at any meeting of the members of our Company.

22. If we are unable to regularly offer new dishes on our menu or if we fail to respond to changes in consumer tastes and preferences in a timely manner, our business and results of operations would be adversely affected.

We offer a wide variety of dishes at our Barbeque Nation Restaurants, our International Barbeque Nation Restaurants, through our UBQ services and at our Italian Restaurants. The markets where we operate may demand frequent change in the future including new dishes and dish variant introductions. We plan our menus and dishes based on guest consumption patterns as well as on anticipated trends and guest preferences in the forthcoming seasons. Any mismatch between our forecasts, our planning, introduction of new dishes and the actual demand by our guests could impact us adversely, leading to loss of existing customers or lower footfalls.

Before we can introduce a new dish, we must successfully execute a number of steps, including market research and guest feedback, while adapting our infrastructure networks to increase or change the nature of our raw material requirements. However, there can be no assurance that such efforts will always result in identifying successful new dishes and avoiding unsuccessful introductions. Although we rarely substantially modify our menus, an inability to successfully introduce new menu items could adversely affect our business, financial condition, results of operations and prospects.

Guest preferences in the markets we operate in are difficult to predict and changes in those preferences or the introduction of new dishes by our competitors could put our dishes at a competitive disadvantage. Our business is particularly sensitive to changing consumer preferences, including changes in consumer tastes and dining habits and consumer acceptance of our restaurant format. For example, we believe that our Barbeque Nation Restaurants and International Barbeque Nation Restaurants have benefitted from a consumer appetite for good value, 'all you can eat' cuisine, but that consumer preference may change. Health, dietary and other considerations may also result in changes to consumer preferences, which may in turn result in reduced demand for our products. The demand for our offering

or our costs of doing business may also be adversely affected by public concern about nutrition, food safety and other factors. Our particular restaurant format may become less attractive in light of changing consumer preferences, and we may be unable to adapt to such changes in a timely manner or such changes that we adapt to our outlet concepts may be unsuccessful. Our continued success depends on our ability to anticipate, gauge and react in a timely and cost-effective manner to changes in guest tastes for our offering, as well as to where and how guests consume these products. Any changes in consumer preferences that decrease demand for our offering our business, financial condition, results of operations and prospects would be adversely affected.

23. If we are unable to foresee or respond effectively to significant competition our business, results of operations and financial condition could be adversely affected.

Our Company faces competition from the restaurant industry in general and the CDR market in particular, both organised and unorganised, and potential new entrants to the CDR market, who may have more flexibility in responding to changing business and economic conditions. We face competition across our business activities from varied offerings. In relation to the organised CDR category, we face competition in India from other organised CDR chains and arguably from QSR chains. We face competition from many other global and local brands in other jurisdictions outside India where we operate.

Some of our competitors may have greater financial resources or a more experienced management team than us. They may also benefit from greater economies of scale and operating efficiencies. Competitors may, whether through consolidation or growth, present more credible integrated or lower cost solutions than we do, which may have a negative effect on our sales. Further, our competitors may set up restaurants in the vicinity of our existing restaurants and may offer their products at more aggressive prices.

The CDR market of the Indian restaurant industry is experiencing growing competition in the markets in which we compete. Additionally, the format of over-the-table grill barbeque pioneered by us, according to the Technopak Report, may see new entrants and greater competition.

There is increasing competition in respect of price, service, location and food quality. In addition, there is competition for suitable real estate available for leasing. A growing, under-served market, such as India, is particularly attractive to new entrants, who may also offer new cuisines that appeal to consumer tastes. New entrants may include global casual dining businesses which benefit from global brand recognition and have significant experience in entering and operating in new markets and significant management, marketing and financial resources.

We may also face competition from existing, experienced casual dining businesses willing to accept low margins on investment in order to enter new markets as well as from business conglomerates willing to cross-subsidise a new casual dining business in order to enter new markets. In addition, the casual dining sector of the restaurant industry in India is fragmented. As a result, in addition to national and regional casual dining restaurant chains, we also compete with smaller restaurant chains as well as individual restaurants within the cities in which we operate.

We cannot assure you that we will be able to continue to compete effectively with our competitors. Our failure to compete effectively, including any delay in responding to changes in the industry and market conditions, together with increased spending on advertising, may affect the competitiveness of our offering, which may result in a decline in our revenues and profitability. A significant increase in competition could exert downward pressure on prices, lower demand for our products and restaurant concepts, an inability to take advantage of new business opportunities and a loss of market share, all of which would adversely affect our business, financial condition, results of operations and prospects.

24. The premises of our Registered and Corporate Office and all our restaurants are either leased (including sub-leases) or licensed. If we fail to renew these leases / licenses and on competitive terms or if we are unable to manage our lease rental costs, our results of operations would be materially and adversely affected.

All of our business operations are conducted on premises leased or licensed from various third parties. We may also enter into such transactions with new third parties in the future. Further, the lease deeds in respect of certain of our Barbeque Nation Restaurants and Italian Restaurants have expired and, whilst the Barbeque Nation Restaurants and

the Italian Restaurants continue to operate at the relevant premises, discussions to renew such lease deeds are currently ongoing.

Further, our Registered and Corporate office in Bengaluru is located on premises leased to us by Liberty Restaurent Private Limited, one of our Group Entities, for a period of 51 months with effect from August 1, 2020. The registered office of Red Apple is also leased to them by Liberty Restaurent Private Limited for a period of 51 months with effect from August 1, 2020. In the event that we are unable to renew our lease or our landlord loses ownership or lease rights to this property, we may be required to vacate the current premises and make alternative arrangements for our registered and corporate office. There can be no assurance that the new arrangements will be on commercially acceptable terms, which in turn may adversely affect our business, results of operations and financial condition. For further details, see "*Our Business – Property*" on page 218 of this Red Herring Prospectus.

We generally enter into long-term lease agreements or license agreements that have an initial term that typically ranges from a period of five to 19 years for our Barbeque Nation Restaurants and International Barbeque Nation Restaurants, and three to 15 for our Toscano Restaurants. Some of our lease/license agreements also grant us the right of renewal upon expiration of the current term. In some of our lease/license agreements we may terminate the arrangement by giving prior notice ranging between three and six months. Further, some of our leases/licenses in India include a lock-in period ranging between one to five years, during which period we cannot terminate the lease, except on the occurrence of a limited number of specified events. If we terminate any such lease/ license during the lock-in period, we may be liable to pay the rent including applicable taxes towards the entire lock-in period. Finally, in relation to our lease agreement for our Barbeque Nation Restaurant in Vasant Kunj, New Delhi, we have agreed to a non-compete arrangement within a six-kilometre geographical radius of our restaurant for the duration of the lease agreement.

In recent years, real estate costs including rents have escalated significantly in some of our existing locations and in new locations that we may enter and there can be no assurance that such significant increases in real estate costs will not continue to occur in the future. Further, the terms of our lease/license agreements typically include a rent escalation provision of 5% every year or 15% every three years. Our operating performance depends, in part, on our ability to secure leases/ licenses for our restaurants in appropriate locations at rents we believe are cost effective. The early termination of any of our leases/ licenses due to our non-compliance with the agreement terms or our failure to renew such leases/ licenses at commercially acceptable rentals or at all, could adversely affect our business, financial condition, results of operations and prospects.

Any adverse impact on the title, ownership rights, development rights of the owners from whose premises we operate, breach of the contractual terms of any lease and license agreements, or any inability to renew such agreements on acceptable terms may materially affect our business operations. We currently lease/ license premises for all our restaurants. Further, for one of our leased premises, we are required to obtain consent of the landlord in favour of one existing lender to our Company for creating a charge on the security deposit paid to such landlord. We are in the process of obtaining such consent from the landlord. In the event that we are unable to obtain such consent, the same may result in a breach of the terms of our loan agreement. For details, see "*Risk Factors – Some of our loan agreements contain restrictive covenants which may adversely affect our business, results of operations and financial conditions.*" on page 65. In addition, in respect of a Barbeque Nation Restaurant where we had obtained possession of an outlet leased by a third party, we are yet to execute a lease agreement for this premises in the name of our Company, or obtain consent from the landlord for the transfer of the lease in favour of our Company. In the event of failure to obtain such consent, the landlord may terminate the lease, which may adversely impact our results of operations and cash flows.

25. We depend on third parties for a major portion of our transportation needs. Any disruptions may adversely affect our operations, business and financial condition.

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our vendors and for transportation from our distribution centres to various restaurants. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third-party transport service providers and engage them on a needs basis. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented. We rarely enter into written documentation in relation to the transportation services we hire which poses various additional risks including our inability to claim insurance.

Further, the cost of our goods carried by such third party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods.

Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a time and cost efficient manner. Accordingly, our business is vulnerable to increased transportation costs including as a result of increase in fuel costs, transportation strikes, delays, damage or losses of goods in transit and disruption of transportation services because of weather related problems, strikes, lock-outs, accidents, inadequacies in road infrastructure or other events.

Although we have experienced few disruptions in the past, any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may be cost inefficient, thereby adversely affecting our operations, profitability, reputation and market position.

26. Our business may be affected by seasonality.

Our revenue from our Barbeque Nation Restaurants and Italian Restaurants is subject to seasonal variations as we typically receive higher revenues between September to March. As a result, our revenues are generally higher during the second half of each Fiscal as compared to the first half of each Fiscal. This seasonality may result in quarterly fluctuations in revenue and profitability, if not offset by other business segments. Further, the timing of opening of new restaurants may result in certain variations in revenues from quarter to quarter. As a result of such seasonal fluctuations, the number of in-dining covers and sales of a given half of each Fiscal may not be reliable indicators of the in-dining covers or sale of the other half of each Fiscal or of our future performance.

27. If we are unable to maintain consistent same restaurant sales growth, our results of operations may be adversely affected.

One of the key parameters for our success is consistent same restaurant sales growth. We employ a number of measures to achieve this and track this closely on a regular basis. However, we may be unable to maintain consistent same restaurant sales growth due to a number of reasons including:

- relative failure of our newly introduced dishes;
- failure to increase our sales volumes through our various food festivals;
- poor inventory forecasting;
- inability to reduce purchasing and logistics costs on account of economies of scale;
- failure to efficiently use our commissaries;
- inability to reduce wastage; and
- failure to optimise restaurant-level staffing.

For example, in the past, we introduced new products to offer our clients on-demand barbeque dishes. However, we discontinued this offering due to relative lack of interest from our clients.

Any one or a combination of the factors set out above or other factors currently unknown to us may stall the growth of our sales volumes which may adversely affect our results of operations.

28. If we are unable to maintain our high food quality standards it may lead to negative publicity which may adversely affect our reputation, business and results of operations.

Any adverse claims, media speculation and other public statements relating to our food quality, restaurant facilities and service would materially and adversely affect our reputation and our corporate image, or otherwise affect our ability to conduct our business in the ordinary course, including, without limitation, obtaining and renewing operational licenses and regulatory approvals and establishing and maintaining our relationships with guests and suppliers, and to expand our business, including, without limitation, obtaining the necessary financing for such expansion. Further, concerns regarding the safety of products offered at our restaurants or the safety and quality of our supply chain could cause guests to avoid dining with us, or to seek alternative sources, even if the basis for the concern is outside of our control. Adverse publicity about these concerns, whether or not ultimately based on fact, and whether or not involving our restaurants, could discourage guests from dining with us and have a material and adverse effect on our turnover and results of operations. In addition, we cannot guarantee that our operational controls and employee training will be effective in preventing food-borne illnesses, food tampering and other food safety issues that may affect our operations.

Our business is susceptible to health concerns arising from, *inter alia*, food-borne illnesses, health epidemics and allergic reactions. The occurrence of an outbreak of a food-borne illness, health epidemic or other adverse public health event could cause a temporary or permanent closure of restaurants and disrupt our business and operations. We cannot assure you that there will not be incidents of contaminated products or ingredients in the future which may result in product liability claims, product recall and negative publicity. Any such claims and allegations would also distract our management from their day to day management responsibilities and may therefore have a material adverse effect on our business, financial condition and results of operations.

In addition, we rely on third-party raw material suppliers, and, although we monitor them, such reliance may increase the risk that food-borne illnesses may affect one or many of our locations supplied by such third parties. New illnesses resistant to our current precautions may develop in the future, or diseases with long incubation periods could arise that could give rise to claims or allegations on a retroactive basis. Incidents of food-borne illnesses or other food safety issues, including food tampering or contamination affecting our guests may result in litigation, negative publicity, increased costs of doing business and decreased demand at one or all of our restaurants, even if the illnesses are incorrectly attributed to our restaurants. The negative impact of adverse publicity, real or perceived, about our food quality or any illness, injury, other health concern or similar issue relating to one restaurant may extend far beyond the restaurant involved to affect some or all of our other restaurants.

In addition, nutritional, health and other scientific inquiries and studies, which can affect consumer perceptions and dining preferences, could adversely affect our business and prospects. Negative publicity, real or perceived, about food quality, illness, injury or other health concerns (including health implications of obesity and trans-fatty acids) or similar issues stemming from one outlet or a number of restaurants could materially adversely affect us, regardless of whether they pertain to our own restaurants or to restaurants owned or operated by other companies. For example, health concerns about the consumption of meat products or specific events such as the outbreak of “novel corona virus”, “swine” flu or “avian” flu could lead to changes in consumer preferences, reduce consumption of our products and adversely affect our financial performance. These events could reduce the available supply of meat products or significantly raise the price of such meat products.

We cannot make any assurances that our internal controls and training will be effective in preventing negative food-related incidents. Any publicity relating to health concerns or the perceived or specific outbreaks of food-borne illnesses, food tampering or other food safety issues attributed to one or more of our restaurants could result in a significant decrease in sales in all of our restaurants and could have a material adverse effect on our results of operations. In addition, similar publicity or occurrences with respect to other restaurants or restaurant chains could also decrease our sales and have a similar material adverse effect on us.

29. Any failure to maintain effective quality control systems or protocols for our supply chain or restaurants could have a material adverse effect on our business, reputation, results of operations and financial condition.

The quality and safety of the food we serve is critical to our success. Maintaining consistent food quality and preventing food contamination and other health hazards depends significantly on the effectiveness of the quality control systems, policies and guidelines that we and our suppliers have in place, which in turn depends on a number of factors, including the design of the quality control systems and employee implementation and compliance with those quality control systems. During the COVID-19 crisis, we implemented high standards of safety and hygiene

protocols across our Barbeque-Nation Restaurants and Toscano Restaurants in India covering guest safety, employee safety, sanitisation, physical distancing, temperature checks and safe deliveries. We have made required changes to the seating layouts and restricted movement of crowds to maintain physical distancing. We launched #NoCompromiseDining with operating procedures outlining physical distancing, contact-free experience, sanitization protocols and customer experience. There can be no assurance that the quality control systems or protocols that we or our suppliers have in place will prove to be effective. Any significant failure or deterioration of these quality control systems or protocols could have a material adverse effect on our business, reputation, results of operations and financial condition and can cause negative publicity that can affect our brand.

Due to the impact of COVID-19 and the government actions to contain it, most of our supply chains have been, and continue to be, impacted. There can be no assurance that there will not be further, or deeper, supply chain disruptions, or that the steps we are taking to mitigate such disruptions will be effective or achieve their desired results in a timely fashion.

We could also be subject to civil and/or criminal liability and other regulatory consequences in the event that a health hazard were to be found at any of our restaurants as a result of a failure of the quality control systems or protocols that we or our suppliers have in place, including the spread of any infection or disease. If such cases are determined against us, there could be an adverse effect on our reputation, business, results of operations and financial condition. For further details, please see "*Risk Factors – The outbreak of the 2019 novel coronavirus ("COVID-19") pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations and the timing of how long the COVID- 19 pandemic and the related GoI measures will last is still uncertain.*" on page 37 of this Red Herring Prospectus.

30. Our marketing and advertising campaigns may not be successful in increasing the popularity of our brands. If our marketing initiatives are not effective, this may adversely affect our business.

Our revenues are influenced by brand marketing and advertising. We rely to a large extent on our senior management's experience in defining our marketing and advertising programmes. If our senior management leads us to adopt unsuccessful marketing and advertising campaigns, we may fail to attract new guests and retain existing guests. If our marketing and advertising programmes are unsuccessful, our results of operations could be materially adversely affected.

The support of our employees, particularly our restaurant managers, is also critical for the success of our marketing programmes, such as local marketing and any new strategic initiatives we seek to undertake. While we can mandate certain strategic initiatives, we need the active support of our employees if the implementation of these initiatives is to be successful. The failure of our employees to support our marketing programmes and strategic initiatives could adversely affect our ability to implement our business strategy and harm our business, financial condition, results of operations and prospects.

In addition, increased spending by our competitors on advertising and promotion or an increase in the cost of print or radio advertising, could adversely affect our results of operations and financial condition. Moreover, a material decrease in our funds earmarked for advertising or an ineffective advertising campaign relative to that of our competitors, could also adversely affect our business. For further details, see "*Our Business – Marketing and Advertising*" on page 216.

31. Our Company has obtained and applied for registration of several trademarks including our corporate logo in its name. Until such registrations are granted, we may not be able to prevent unauthorised use of such trademarks by third parties, which may lead to the dilution of our goodwill.

We have applied for registration of several trademarks, which are currently pending before the concerned authorities in India and abroad. For details of registered trademarks, see "*Government and Other Approvals – Intellectual Property*" on page 496 of this Red Herring Prospectus. We may not succeed in registering our marks or otherwise protecting our intellectual property. Our trademark registration applications have been unsuccessful in the past, for example where similar marks have already been registered in a particular jurisdiction.

With respect to applications made for registration of trademarks, some of our trademark applications are objected by other parties. Further we have filed oppositions to trademark applications filed by certain third parties. In respect of one of our Subsidiaries, Red Apple, an application made by it for the registration of the trademark 'CAFE TOSCANO' was refused. The protective steps that we take to protect our intellectual property rights, including registrations under trademark laws, confidentiality provisions and contractual arrangements, may be inadequate to deter misappropriation of our intellectual property. There can be no assurance that we will be able to protect our intellectual property rights in the future, including by successfully renewing the intellectual property rights that we own. The trademark applications filed by our Company in Egypt have been refused and the applications filed by our Company in Thailand have been abandoned. In relation to the applications in Malaysia, the trademarks registry has agreed to waive the objections previously raised and has provisionally accepted the trademark applications, subject to certain conditions. We may be unable to detect the unauthorised use of, or take appropriate steps to enforce, our intellectual property rights in India or abroad. For further details in relation to the status of our trademark applications, see "*Government and Other Approvals – Intellectual Property*" on page 496 of this Red Herring Prospectus.

Failure to protect our intellectual property and trademarks could harm our reputation and affect our ability to compete effectively. Further, defending our intellectual property rights may require significant financial and managerial resources, the expenditure of which may materially adversely affect our business, results of operations, financial condition and prospects.

Although the non-disclosure obligations under our employment contracts with certain of our key personnel extend beyond the term of the contract, we cannot assure protection of our know-how, trade-secrets or other confidential or proprietary information once these agreements are terminated. The disclosure of such information about us could have an adverse effect on our business, resulting operations, financial condition and prospects.

32. If we are unable to acquire quality raw materials, ingredients or other necessary supplies and services in a timely manner or if we fail to pass on inflation in food costs to our guests, our business, results of operations and financial condition may be adversely affected.

Our operations are dependent on adequate and timely deliveries of quality ingredients, including fresh produce. We depend on third-party distributors and suppliers for such deliveries, and therefore, are subject to the risk that shortages or interruptions in supply, caused by factors such as adverse weather conditions, unanticipated demand, changes in governmental regulation and recalls of food products, could adversely affect the availability, quality and cost of ingredients. If the quality of our suppliers' ingredients declines, we may not be able to obtain replacements for such ingredients on commercially agreeable terms or at all in the open market. If our food quality declines due to the inferior quality of ingredients or due to interruptions in the flow of ingredients and similar factors, guest traffic may decline and negatively affect our results.

In addition, the food supply industry in India is fragmented and unorganised and we depend on a number of local suppliers for our raw materials. Our supply agreements have varying terms and we do not have exclusive supply arrangements with our suppliers. Our suppliers may discontinue operations or choose to work with our competitors, including if, among other things, they are offered better terms by our competitors. In the event of a major disruption to the timely supply of quality ingredients, alternative suppliers of food and/or distribution services (as the case may be) may only be available at higher prices or at terms much less favourable to us.

Our profitability depends in part on our ability to anticipate and react to changes in the cost of our supplies. Increases in the cost of important products could significantly increase our restaurant expenses. Most ingredients used in our restaurants, including cooking oil, meat products and vegetables, are commodities and therefore subject to price fluctuations as a result of seasonality, weather, supply and demand in local and international markets, economic conditions and other factors which are beyond our control. Increases in the cost of important raw materials could significantly increase our restaurant expenses. Expenses from materials (cost of food and beverage consumed) represented approximately 43.96%, 41.75%, 42.80% and 34.12% of our Barbeque Nation Restaurants' total expenses for Fiscals 2018, 2019 and 2020 and for the eight months ended November 30, 2020.

We have no control over fluctuations in the price and availability of ingredients or variations in products caused by these factors. If we are not able to obtain requisite quantities of quality ingredients at commercially reasonable prices, our ability to provide the menu items that are central to our business would be adversely affected. In addition, any

shortage of raw materials in the market generally could impact the prices charged by our suppliers, making the cost of raw materials more expensive for us. This in turn could result in an increase in prices to our guests which may reduce demand and therefore adversely affect our business, financial condition, results of operations and prospects.

In addition, we purchase electricity, oil, natural gas and other related supplies needed to operate our restaurants, and our suppliers generally purchase gasoline needed to transport food and supplies to us. Any significant increase in energy costs could adversely affect us through higher rates or imposition of fuel surcharges by our suppliers. Our industry is also susceptible to power outages, which could result in restaurant closures, business disruptions and/or substantial costs associated with reliance on auxiliary power sources.

We cannot predict whether we will be able to anticipate and react favourably to changing costs by adjusting our purchasing practices and menu prices, and a failure to do so could adversely affect our business, financial condition, results of operations and prospects. In addition, because we operate in price sensitive markets, we would likely be unable to fully pass on price increases to our guests. Increases in our costs for any reason including those discussed above could adversely affect our business, financial condition, results of operations and prospects. In addition, if we are unable to adjust our significant fixed costs including lease costs and staff costs, in response to a reduction in revenues in the future, our business, financial condition, results of operations and prospects could be adversely affected.

We cannot guarantee that our third-party contractors will comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all. Third-party providers may breach agreements they have with us because of factors beyond our control. They may also terminate or refuse to renew their agreements because of their own financial difficulties or business priorities, potentially at a time that is costly or otherwise inconvenient for us.

Our operations could be delayed or our commercial activities could be harmed due to any such event despite having continuity plans in place. In addition, if our third-party providers fail to operate in compliance with regulations or corporate and societal standards, we could suffer reputational harm, which would likely cause a material adverse effect on our business, financial condition, results of operations and prospects.

33. If we are unable to manage and run our back-end operations efficiently, including at the commissaries for our Barbeque Nation Restaurants, our business and result of operations would be adversely affected.

In addition to operating our Barbeque Nation Restaurants, we prepare some of our food items and other consumables used in our Barbeque Nation Restaurants at our own commissaries based in Delhi NCR and Mumbai. Our commissaries co-ordinate the delivery of fresh food to a limited number of our Barbeque Nation Restaurants located close to each of these commissaries. This requires a significant logistical effort for which we require robust facilities and systems. A failure in our operational and delivery systems, shortages or interruption in the supply of food (caused by weather or other conditions) and a resultant failure to maintain the frequency of deliveries to the Barbeque Nation Restaurants or the quality of the food delivered would impact guest experience at our restaurants, thus reducing overall volume of sales. Deliveries from our commissaries to our Barbeque Nation Restaurants could also be impacted by reasons beyond our control, such as a strike by transporters, loaders or fuel stations.

Furthermore, any unavailability or breakdown of equipment used by us could lead to an interruption in the supply of food items to our restaurants which would have a material adverse effect on our sales. A reduction in the volume of our sales due to a failure in our manufacturing and delivery processes would be likely to have an adverse effect on our business, results of operations and financial condition.

34. Our Company depends on the knowledge and experience of one of our Promoters and our Key Management Personnel for our growth. The loss of their services may have a material adverse effect on our business, financial condition and results of operations.

The success of our business largely depends on the continued service of our KMPs and various professionals and specialists, including our business managers and chefs. As a result of ever-increasing market competition, the market demand and competition for experienced management personnel and chefs has intensified. Our business and financial condition could suffer if we are unable to retain our senior management, or other qualified personnel, or cannot

adequately and timely replace them upon their departure and if we do not implement a smooth transition on such replacement. For further details in relation to change in our KMPs in the last three years, please see "*Our Management – Changes in the Key Management Personnel*" on page 257.

Our Company depends on the management skills and guidance of one of our Promoters and Managing Director, Kayum Dhanani, for development of business strategies, monitoring its successful implementation and meeting future challenges. Whilst Kayum Dhanani's diploma in sole making from the Central Leather Research Institute, Chennai, cannot be located, we have relied on an affidavit executed by him in this regard. We cannot assure you that the diploma will be available in the future. For details in relation to entities engaged in similar lines of business and operated by some of our Promoters, please see *"Risk Factors – Some of our Promoters and Directors operate or control entities engaged in a similar line of business as our Company, which may lead to competition with these entities and could potentially result in a loss of business opportunity for our Company."* on page 44. Our KMPs collectively have several years of experience in managing our various businesses and are difficult to replace. Competition for senior management in the industry in which we operate is intense, and we may not be able to recruit and retain suitable replacements in a timely manner or at all. In the event we are unable to attract and retain managerial personnel or our Key Management Personnel join our competitors or form competing companies, our ability to conduct efficient business operations may be impaired.

We do not have any keyman insurance in place. The loss of the services of such personnel or any of our Promoters and our inability to hire and retain additional qualified personnel may have an adverse effect on our business, financial condition and results of operations.

Moreover, we may be required to increase substantially the number of our professionals and specialists in connection with any future growth plans, and we may face difficulties in doing so due to the competition in the restaurant industry for such personnel. Our failure to retain or replace qualified personnel could materially impair our ability to implement any plan for growth and expansion. Competition for quality employees among restaurant companies may also require us to increase compensation, which would increase operating costs and reduce our profitability.

35. We may be unable to attract and retain sufficient qualified and trained staff in all or any of our restaurants which may adversely affect our business.

Providing quality services at our restaurants is one of the critical aspects for the success of our business operations. Our continued success depends in part upon our ability to attract, motivate and retain a sufficient number of qualified employees for our restaurants, including restaurant managers, chefs, and kitchen and waiting staff. As we expand our restaurant network, we will need experienced manpower that has knowledge of the local market and our industry to operate our restaurants. Typically, the F&B industry suffers from high attrition rates especially at the restaurant level. We have faced increasing competition for management and skilled personnel with significant knowledge and experience in the F&B sector in India. There can be no assurance that attrition rates for our employees, particularly our sales personnel, will not increase. A significant increase in our employee attrition rate could also result in decreased operational efficiencies and productivity, loss of market knowledge and guest relationships, and an increase in recruitment and training costs, thereby materially and adversely affecting our business, results of operations and financial condition.

We cannot assure you that we will be able to find or hire personnel with the necessary experience or expertise to operate our retail restaurants in our existing markets or new markets that we are entering into. In the event that we are unable to hire people with the necessary knowledge or the necessary expertise, our business may be severely disrupted, financial condition and results of operations may be adversely affected.

Our success depends on our ability to attract, hire, train and retain skilled service personnel. In the restaurant industry, the level and quality of ground personnel and customer service are key competitive factors and an inability to recruit and retain suitably qualified and skilled personnel could adversely impact our reputation, business prospects and results of operations.

36. We generated a significant portion of our business from our Barbeque Nation Restaurants in three cities (Delhi NCR, Mumbai and Bengaluru) alone making us susceptible to economic and other trends and developments in these cities.

For the fiscal year ended March 31, 2020 and for the eight months ended November 30, 2020, our Barbeque Nation Restaurants in Delhi NCR, Mumbai and Bengaluru together contributed more than 38% and 30%, respectively, of our total revenue from operations. We may continue to open more restaurants in these cities.

The concentration of our revenues from operations generated from these areas heightens our exposure to adverse developments related to competition, as well as economic, political, demographic and other changes, which may adversely affect our business prospects, financial conditions and results of operations. Any adverse development that affects the performance of our restaurants located in these areas could have a material adverse effect on our business, financial condition and results of operations. Further, existing and potential competitors to our businesses may increase their focus on these cities, which could reduce our market share. For example, our competitors may intensify their efforts in these cities to capture a larger market share by launching aggressive promotional campaigns.

37. Prior to the filing of the Draft Red Herring Prospectus, one of Red Apple's lenders had not provided its consent to our Company's acquisition of 61.35% of the equity share capital of Red Apple on a fully diluted basis.

Red Apple became our Subsidiary with effect from December 31, 2019. In January 2020 and February 2020, our Company acquired 61.35% of equity share capital (on a fully diluted basis) of Red Apple. Under a certain loan facility of ₹5.00 million granted to Red Apple by one of its lenders, Red Apple required the consent of this lender in connection with, *inter alia*, the acquisition of its equity shares and the consequent change of control. Prior to filing the Draft Red Herring Prospectus, Red Apple did not obtain the consent for the acquisition by our Company of 61.35% of its equity share capital (on a fully diluted basis) from this lender. Whilst the amount outstanding under this loan facility has been paid as at the date of this Red Herring Prospectus, there can be no assurance that Red Apple will obtain consents from its lenders for subsequent corporate actions prior to the completion of such actions. Failure to obtain such a consent could result in the issuance of an event of default notice and the acceleration of all amounts payable under the relevant financing arrangements. Any acceleration of the amounts outstanding under facilities granted to Red Apple will need to be immediately refinanced by Red Apple or repaid with the assistance of a capital infusion from the Company.

38. The Company did not obtain prior consent from its lenders in relation to the Company's acquisition of 61.35% of the equity share capital of Red Apple on a fully diluted basis. These consents have since been obtained but any failure to obtain consents in future may lead to the occurrence of an event of default and acceleration of all amounts outstanding under our loan facilities.

Under certain financing agreements between the Company and its lenders, the Company also required the consent of its lenders, in connection with, *inter alia*, the acquisition of equity shares of Red Apple and incurrence of additional indebtedness. Although, the Company did not obtain these consents prior to the acquisition of Red Apple, these consents were subsequently obtained and as on the date of this Red Herring Prospectus, the Company has received consents for the acquisition of 61.35% of the equity share capital (on a fully diluted basis) of Red Apple from its lenders. Any failure to obtain consents in future may lead to the occurrence of an event of default and acceleration of all amounts outstanding under our loan facilities.

39. Our Statutory Auditors have placed emphasis on certain matters in relation to our Company in the Restated Consolidated Financial Information and the Special Purpose Restated Standalone Financial Information.

Our Statutory Auditors have placed emphasis on the following matters:

a. The note in the financial statements describes the impact of the COVID-19 pandemic on the Company's operations and the fact that its current liabilities exceeded its current assets by Rs. 2,735.05 million as of November 30, 2020 on a standalone basis and Rs. 3,101.24 million on a consolidated basis, but the financial statements having been prepared on a going concern basis considering the mitigation plans of the Company as explained in the aforementioned note in the financial statements; and

b. Significant management estimates and assumptions have been involved in assessing the financial impact of COVID-19 pandemic in assessing the recoverability of the carrying amount of its assets as on November 30, 2020 and given the uncertainty regarding the duration, extent and eventual outcome of the impact of the

COVID-19 pandemic, the Company cannot estimate with any precision the impact on its prospective financial performance and the eventual outcome of the impact could be different than that estimated as at the date of approval of the financial statements.

The auditor's reports also mention that their opinion is not modified in respect of the above matters.

For further details, please see "*Financial Statements*" on page 278.

40. We have issued Equity Shares at a price that may be lower than the Offer Price in the last 12 months.

We have issued Equity Shares as below at a price which may be lower than the Offer Price:

Date of Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Nature of transaction
December 2, 2020	238,890	5	252	Cash	Preferential allotment of Equity Shares
December 4, 2020	59,524	5	252	Cash	Preferential allotment of Equity Shares
January 1, 2021	1,230,159	5	252	Cash	Preferential allotment of Equity Shares
January 5, 2021	496,435	5	252	Cash	Preferential allotment of Equity Shares
January 20, 2021	42,630	5	252	Cash	Preferential allotment of Equity Shares
January 25, 2021	3,783,494	5	252	Cash	Preferential allotment of Equity Shares
January 25, 2021	100,000	5	252	Cash	Preferential allotment of Equity Shares

For further details, see *"Capital Structure – Notes to the Capital structure – Equity Share Capital History of our Company"* on page 104. The Offer Price is not indicative of the price that will prevail in the open market following the listing of the Equity Shares.

41. Our Company and certain of our Subsidiaries and Group Entities have incurred losses during recent fiscal years.

We have incurred restated loss (on a consolidated basis) of ₹329.28 million, ₹383.86 million and ₹58.00 million in Fiscal 2020, Fiscal 2019 and Fiscal 2018, respectively. Further, certain of our Subsidiaries and Group Entities have incurred losses in the recent Fiscals. Provided below are details of net losses after tax (unless otherwise stated) suffered by our Subsidiaries in accordance with our Restated Consolidated Financial Information and certain Group Entities during the last three audited Fiscals:

(in ₹ million)

Name of the Subsidiary	Fiscal 2020	Fiscal 2019*	Fiscal 2018*
Barbeque Nation (MENA) Holding Limited	(10.88)	(48.29)	(19.13)
Barbeque Nation Restaurant LLC	(293.27)	(113.56)	(109.91)
Barbeque Nation (Malaysia) Sdn.Bhd	(22.35)	(33.25)	(5.45)
Barbeque Holdings Pvt Ltd**	-	(0.88)	(2.19)

Name of the Subsidiary	Fiscal 2020	Fiscal 2019*	Fiscal 2018*
Barbeque Nation Holdings Pvt Ltd	(1.06)	(0.88)	(2.19)
Barbeque Nation International LLC	(8.46)	(5.16)	-

** Financial information for Fiscal 2018 and Fiscal 2019 for the Subsidiaries does not include the impact of Ind AS 116.*
***Wound up on August 10, 2020*

Name of the Group Entity	Fiscal 2019	Fiscal 2018	Fiscal 2017
Prime Gourmet Private Limited (before tax)	(137.02)	(125.79)	(41.43)

Prime Gourmet Private Limited has ceased to be a subsidiary from December 4, 2018.

(in ₹ million)

Name of the Group Entity	Fiscal 2020	Fiscal 2019	Fiscal 2018
Samar Lifestyle Private Limited	(219.55)	(87.41)	(42.55)
Samar Retail Private Limited	170.05	(21.86)	(2.55)
Sara Suole Private Limited	(536.56)	74.41	124.70

** Based on standalone financials. Consolidated financial statements for Fiscal 2020 are under audit as on the date of filing of this Red Herring Prospectus.*

(in ₹ million)

Name of the Group Entity	Fiscal 2019	Fiscal 2018	Fiscal 2017
Liberty Restaurent Private Limited	(9.93)	0.23	(0.15)

Note: Fiscal 2020 financial statements are under audit as on the date of filing of this Red Herring Prospectus.

We cannot assure you that our Company, our Subsidiaries or our Group Entities will not make losses in future, and if this were to occur, it could adversely affect our operations and financial condition.

42. If we are not able to successfully develop and integrate any future brand acquisitions, it could have a material adverse effect on our business, financial condition, results of operations and prospects.

We evaluate potential acquisition targets from time to time, and we may in the future seek to acquire businesses and assets in order to expand our operations and brand portfolio or to enter new markets. The completion of acquisitions and, if completed, the successful integration of such newly acquired businesses into our operations may be difficult for a variety of reasons, including differing culture or management styles, poor records or internal controls and difficulty in establishing immediate control over cash flows. As a result, potential future acquisitions pose significant risks to our existing operations, including:

- additional demands placed on our senior management, who are also responsible for managing our existing operations;
- increased overall operating complexity of our business, requiring greater personnel and other resources;
- additional cash expenditures to integrate acquisitions;
- incurrence of additional debt to finance acquisitions and higher debt service costs related thereto; and
- the need to attract and retain sufficient numbers of qualified management and other personnel.

Moreover, when making acquisitions it may not be possible for us to conduct a detailed investigation of the nature of the assets being acquired due to, for example, time constraints in making acquisition decisions and other factors. We may also become responsible for additional liabilities or obligations not foreseen at the time of an acquisition.

Moreover, even if we are successful in integrating newly acquired assets and acquiring additional assets, expected synergies and cost savings may not materialise, resulting in lower than expected benefits from such acquisitions.

43. Some of the lease agreements entered into by our Company and Red Apple with respect to our immovable properties may not be duly registered or may be inadequately stamped, which may adversely affect our operations.

Some of our lease agreements with respect to our immovable properties in India may not be duly registered or may be inadequately stamped. Unless such documents are adequately stamped and duly registered, such documents may be rendered as inadmissible as evidence in a court in India or attract penalty as prescribed under applicable law, and we may lose the right to continue using the premises for the relevant restaurants, which may result in a material and adverse effect on the continuance of our operations and business. We may incur significant costs in relocating our restaurants and our investments in developing and marketing such restaurants may be lost, which may adversely affect our financial condition, business, results of operations and prospects and would negatively impact our reputation.

44. We occupy some of the premises used for our restaurants by way of a license, and not by way of a lease. Unlike a lease, a license does not provide us an interest in the property and if the owner terminates the license, we may lose possession of the premises, which may adversely affect our operations.

We occupy some of the premises used for our restaurants in India by way of a license, which only provides us a right to use the property, and unlike a lease, not a possessory interest. A license may be terminated by the owner of the premises at any time, subject to remedies for breach of contract by the licensee and subject to certain exceptions. A license may also not be enforceable against any transferee of the premises. If any of the licensors decides to terminate the license for premises used by us for our restaurants or transfers such premises, we may lose the right to continue using the premises for the relevant restaurants, which may result in a material and adverse effect on the continuance of the operations and business of our Company. We may incur significant costs in relocating our restaurants and our investments in developing and marketing such restaurants may be lost, which may adversely affect our financial condition, business, results of operations and prospects and would negatively impact our reputation.

Please also see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Changes in Accounting Policies in the last three Financial Years*" and "*Risk Factors – Significant differences exist between Ind AS and other reporting standards, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition*" on pages 448 and 77.

45. We require a number of regulatory approvals, registrations, licenses and permits in respect of our operations. Failure to obtain or maintain licenses, registrations, permits and approvals may adversely affect our business and results of operations.

We are governed by various laws and regulations for our business and operations. We are, and will be, required to obtain and hold relevant licenses, approvals and permits at the local, state and central government levels for doing our business. The approvals, licenses, registrations, certificates and permits obtained by us may contain conditions, some of which could be onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek fresh approvals, from time to time, as and when required in the ordinary course of our business. For further details, please see "*Government and Other Approvals*" on page 494 of this Red Herring Prospectus.

While we have obtained a significant number of approvals, licenses, registrations, certificates and permits from the relevant authorities, we are yet to receive or apply for several approvals, licenses, registrations and permits. We cannot assure you that we will apply for and receive these approvals and clearances in time or at all. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or issue them at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could adversely affect our related operations. Furthermore, under such circumstances, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all.

We also serve alcoholic beverages in certain of our restaurants. Regulations governing sale of alcoholic beverages relate to numerous aspects of a restaurant's operations, including the hours of operation, advertising, wholesale purchasing, inventory control and the handling, storage and dispensing of alcoholic beverages. We are subject to licensing and regulation by a number of governmental authorities.

Further, certain licenses and approvals obtained by us for operating our restaurants, including liquor licenses, licenses under the Legal Metrology Act and health and trade licenses have not been obtained in the name of our Company or Red Apple, as applicable. While we are in the process of transferring some of these licenses in the name of our Company or Red Apple, as applicable, the relevant government authorities have not challenged/ issued any notices or letters in relation to the operation of our restaurants based on such licenses, as on date. We cannot assure you that no action will be initiated against our Company in future, in relation to such licenses. If found to be in non-compliance, our license maybe revoked, thereby adversely affecting our business and our results of operations.

In respect of certain restaurant outlets of our Company, we have not applied for fire safety certificates and in certain cases our landlords have not obtained fire safety certificates in respect of the properties in which we operate.

Changes to licensing and regulations could cause us to incur additional costs which we may not be able to pass on to our guests or which may lead to higher prices being charged to consumers making dining out in such restaurants less attractive and leading to a decline in sales. Additionally, a change in tax regimes applicable to our business may result in uncertainty, disruption to operations and/or implementation costs which we may not be able to pass on to our guests or which may lead to higher prices being charged to consumers, making dining out less attractive and leading to a decline in sales.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased costs and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty.

For further details regarding the material approvals, licenses, registrations and permits, which have not been obtained by our Company or are pending renewal, see "*Government and Other Approvals*" on page 494 of this Red Herring Prospectus. We cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may adversely affect our business and results of operations.

46. Some of our loan agreements contain restrictive covenants which may adversely affect our business, results of operations and financial conditions.

As of January 31, 2021, we had a consolidated debt of ₹1,431.20 million. We have entered into agreements for short-term and long-term loans and other borrowings. Some of these agreements contain requirements to maintain certain security margins, financial ratios and contain restrictive covenants relating to issuance of new shares, changes in capital structure, making material changes to constitutional documents, implementing any expansion scheme, incurring further indebtedness, encumbrances on, or disposal of assets, paying dividends and making investments over certain thresholds. For further details, see section "*Financial Indebtedness*" on page 433 of this Red Herring Prospectus. In addition, we also have an unsecured loan which is payable on demand. There can be no assurance that we will be able to comply with our payment obligations in relation to such loan or persuade our lender to refrain from demanding immediate repayment, which may adversely affect our operations and cash flows. Further, some of our financing arrangements specify that upon the occurrence of an event of default, the lender shall have the right to, *inter alia*, cancel the outstanding facilities available for drawdown, convert the outstanding loan into equity in the Company, appoint nominee directors, declare the loan to be immediately due and payable with accrued interest and enforce rights over the security created. There can be no assurance that we will be able to comply with these financial or other covenants, or that we will be able to obtain the consents necessary to proceed with the actions which we believe are necessary to operate and grow our business, which may in turn have a material adverse effect on our business and operations. Please see "*Risk Factors – The Company did not obtain prior consent from its lenders in relation to the Company's acquisition of 61.35% of the equity share capital of Red Apple on a fully diluted basis. These consents have since been obtained but any failure to obtain consents in future may lead to the occurrence of an event of default*

and acceleration of all amounts outstanding under our loan facilities." on page 61. The Company has obtained all necessary consents and approvals from its lenders with respect to the Offer.

We may be required to dedicate a significant portion of our operating cash flow to making periodic principal and interest payments on our debt, thereby limiting our ability to take advantage of significant business opportunities and placing us at a competitive disadvantage compared to our peers who have relatively less debt.

47. If we are unable to comply with health, safety and environment laws in India and markets outside India where we operate, our business and results of operations could be adversely affected.

Our business is subject to national, state and municipal laws and regulations, which govern the handling and storage of food products, as well as the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. In addition, we are also subject to regulation relating to local land use controls, permits planning permission, fire and safety standards, minimum wage, employment discrimination and import and export of goods and customs regulations. For further details, see the section "*Regulations and Policies*" on page 220 of this Red Herring Prospectus.

We have been subject to actions by statutory/ regulatory authorities and could be subject to substantial civil and criminal liability and other regulatory consequences in the event that a health or environmental hazard was to be found at any of our restaurants or if any of our operations result in contamination of the environment, including the spread of any infection or disease. We may be the subject of public interest litigation in India relating to allegations of such contamination, as well as in cases having potential criminal and civil liability filed by regulatory authorities. If such cases are determined against us, there could be an adverse effect on our business and operations. In addition, health, safety and environmental regulation in India may become more stringent, and the scope and extent of new regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in health, safety or environmental regulations, we may be required to incur significant amounts on health, safety and environmental audits and monitoring, pollution control equipment and emissions management. While we maintain insurance coverage, in amounts which we believe are commercially appropriate, we may be unsuccessful in asserting our claim for certain liabilities or losses under such insurance policies. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, results of operations, financial condition and cash flows. For further details, see the section "*Outstanding Litigation and Material Developments*" on page 476.

48. Our business relies on the performance of our information technology systems and any interruption or failure to migrate to more advanced systems in the future may have an adverse impact on our business operations and profitability.

The proper functioning of our financial controls, accounting, customer database, customer service and other data processing systems, including those relating to our centralised reservation and feedback systems, together with the communications systems linking our headquarters, branches, sales and service restaurants and main information technology centres, is critical to our operations and to our ability to compete effectively. We also use our IT systems to closely track guest feedback using our internal Guest Satisfaction Index ("**GSI**"). The GSI is an important parameter to monitor the performance of each of our restaurants. However, GSI is an internally computed and managed parameter and may not be accurately calculated either due to incorrect raw data or due to a flawed methodology. Further, there is no third-party audit in relation to our internal computation of the GSI.

Our business activities would be materially disrupted in the event of a partial or complete failure of any of these information technologies or communications systems. These failures could be caused by, among others, hardware failure, software program errors, computer virus attacks, internet failure, failure to successfully implement ongoing information technology initiatives, human errors, blackouts and unanticipated problems at our existing and future offices and restaurants. Many of these events are wholly or partially outside of our control.

Our IT systems integrate and collate data of, *inter alia*, purchase, sales, reporting, accounting and inventory, project system and human resource management from all our restaurants and offices. We use our IT systems to monitor all aspects of our businesses and rely on such systems for the efficient operation of our business, including, the monitoring

of inventory levels, the allocation of products to our restaurants and budget planning and supplemental front-end billing.

Our Company's information technology systems may not always operate without interruption and may encounter temporary abnormality or become obsolete, which may affect its ability to maintain connectivity with our restaurants and offices. We cannot assure that we will be successful in developing, installing, running and migrating to new software systems or systems as required for its overall operations. Even if we are successful in this regard, significant capital expenditures may be required, and it may not be able to benefit from the investment immediately. All of these may have a material adverse impact on our operations and profitability.

In addition, we cannot guarantee that the level of information security it presently maintains is adequate or that its systems can withstand intrusions from or prevent improper usage by third parties. Our failure to continue its operations without interruption due to any of these reasons may adversely affect our business, financial condition and results of operations.

Further, while no law, regulation or policy has been adopted as on date, the Government of India in December 2019, published the Personal Data Protection Bill, 2019, which provides for a framework for protection of personal data and seeks to, among others, lay down norms for cross-border transfer of personal data, define the scope of the definition of personal data and ensure the accountability of entities processing personal data. Any such laws, if they come into force, could impose restrictions on our operations and increase our compliance costs.

49. If we are unable to protect our credit card or debit card data or any data related to any other electronic mode of payment, or any other personal information that we collect, our reputation could be significantly harmed.

The use of electronic payment methods and collection of other personal information exposes us to an increased risk of privacy and security breaches as well as other risks. We may experience security breaches in which payment related data and personal information may be stolen. Although we use secure private networks to transmit confidential information, third parties may have the technology or know-how to breach the security of the customer information transmitted in connection with credit and debit card sales, and our security measures and those of technology suppliers may not effectively prohibit others from obtaining improper access to this information. If a person is able to circumvent our security measures or otherwise gain access to the confidential information that we collect, they may be able to destroy or steal valuable information or otherwise disrupt our operations. We may become subject to claims for purportedly fraudulent transactions arising out of the actual or alleged theft of credit or debit card information or other confidential information, and we may also be subject to lawsuits or other proceedings relating to these types of incidents. Any such claim or proceeding could cause us to incur significant unplanned expenses, which could have an adverse impact on our financial condition, results of operations and cash flows. Further, adverse publicity resulting from these allegations could significantly harm our reputation and may have a material adverse effect on us and our restaurants.

Moreover, we receive and process certain personal financial and other information about our customers and employees when we accept credit cards for payment. While we do not store restaurant customers' credit and debit card payment information, the use and handling of this information is regulated by evolving and increasingly demanding laws and regulations. If our security and information systems are compromised as a result of data corruption or loss, cyberattack or a network security incident or our employees, sub-franchisees or suppliers fail to comply with these laws and regulations, and this information is obtained by unauthorised persons or used inappropriately, it could subject us to litigation and government enforcement actions, damage our reputation, cause us to incur substantial costs, liabilities and penalties and/or result in a loss of customer confidence, any and all of which could adversely affect our business, financial condition and results of operations.

50. Any increase in our employee costs may adversely affect our margins and results.

We have seen an increasing trend in manpower costs in India, which has had a direct impact on our employee costs and consequently, on our margins. We may incur higher staff costs in the future as we continue to increase our staff count to prepare for future new restaurants. In addition, pursuant to the enactment of the Code on Wages, 2019, there may be an upward revision in the wages payable in some of the states in which we currently operate. Further, the Indian Parliament has approved the Code on Social Security, 2020 (the "**Code on Social Security**") which would

impact the contributions we make, including towards provident fund and gratuity. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be finalized, but the Company will carry out an evaluation of the impact of the Code on Social Security and record the same in our financial statements in the period in which the Code of Social Security becomes effective and the related rules are published. For further details, see "*Regulations and Policies*" on page 220. We cannot assure you that as we continue to grow our business in the future, our employee costs coupled with operating expenses will not significantly increase. Any of these factors could adversely affect our business, financial condition and results of operations.

51. Our current restaurant locations may become unattractive.

The success of any restaurant depends substantially on its location. Given the rate of urban construction in India, there can be no assurance that our current restaurant locations will continue to be attractive as neighbourhoods or demographic patterns change. Neighbourhood or economic conditions where restaurants are located could deteriorate in the future, thus resulting in potentially reduced sales in these locations. In addition, some of our less profitable or unsuccessful restaurants may be subject to long-term leases with lock-in periods, so that even if we decide to close such restaurants, we may nonetheless be required to perform our obligations under such leases/ licenses including payment of rentals or pay penalties for terminating the leases/ licenses, which will increase our operating costs. Any of these factors could adversely affect our business, financial condition, results of operations and prospects.

52. We have significant power requirements for continuous running of our operations and business. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an adverse effect on our business, results of operations and financial condition.

Our restaurants have significant electricity requirements and any interruption in power supply to our restaurants may disrupt our operations. We have limited options in relation to maintenance of power back-ups such as diesel generator sets and any increase in diesel prices will increase our operating expenses which may adversely impact our business margins. Our business and financial results may be adversely affected by any disruption of operations.

Further, we depend on third parties for all of our power requirements. Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost of our restaurants and distribution centres. In majority of the markets we operate in, there are limited number of electricity providers due to which in case of a price hike we may not be able to find a cost-effective substitute, which may negatively affect our business, financial condition and results of operations.

53. General and industry-specific economic fluctuations could adversely affect our business, financial condition, results of operations and prospects.

Our business, financial condition, results of operations and prospects depend on a variety of general economic and industry-specific factors. The CDR market of the Indian restaurant industry is highly fragmented and competitive and is affected by changes in national, regional and local economic conditions, consumer credit, taxation, unemployment and changing demographic trends. Further, in periods of economic uncertainty, consumers tend to decrease their discretionary restaurant spending, which may materially and adversely affect our business, financial condition, results of operations and prospects.

The performance of individual restaurants may also be adversely affected by factors such as changing guest traffic patterns and the establishment of nearby competing restaurants. In response to such developments, we may need to increase our marketing efforts, adjust our pricing or take other actions, which may adversely affect our results of operations. These factors are generally beyond our control, and our ability to manage the risks they present is important to our operations. Reduced guest traffic in our restaurants for any reason, increased costs of doing business or reduced prices for our products as a result of these or other considerations could adversely affect our business, financial condition, results of operations and prospects. For further details, please see "*Risk Factors - The outbreak of the 2019 novel coronavirus ("COVID-19") pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations and the timing of how long the COVID- 19 pandemic and the related GoI measures will last is still uncertain*" on page 37 of this Red Herring Prospectus.

54. We make significant capital improvements to our leased premises, the cost of which we may be unable to recover.

We periodically make significant, fixed capital improvements to our facilities. We may also invest in additional power supply infrastructure at our locations or other significant, fixed capital improvements, but any such investments generally become the property of the landlord after the expiration of the lease/ license. The cost of such capital improvements has gone up in recent times. Moreover, our growth strategy primarily focuses on company owned and operated restaurants, which entail a higher capital commitment. As such, we may be unable to recover investments we make in upgrading our locations at the termination of a lease/ license, such as investments in power supply infrastructure.

The loss of investments in such capital improvements, particularly if such losses occurred at a number of our leased / licensed locations, may have an adverse effect on our business, financial condition, results of operations and prospects.

55. We have had instances of regulatory non-compliances, including certain lapses in relation to regulatory filings, internal controls and internal record keeping under applicable law.

The Company is required to report all transactions in securities by its promoters and promoter group to the Stock Exchanges within twenty-hours of such transactions between the date of filing the draft red herring prospectus and the date of closure of the Offer pursuant to Regulation 54 of the SEBI ICDR Regulations. However, there has been an inadvertent delay in reporting (i) certain transfers of Equity Shares made by our Promoter, Kayum Dhanani to certain third parties, who are categorized as public shareholders of the Company; and (ii) creation of pledge in favour of RBL Bank Limited, to the Company, and consequently by the Company to the Stock Exchanges. The Company has received a letter dated January 29, 2021 from SEBI in respect of such transactions undertaken by Kayum Dhanani. SEBI, in this letter, pointed out that although the Company made the requisite declarations in respect of such transactions, there was a delay in making such disclosures. SEBI went on to state that such delay in compliance was viewed seriously and the Company was warned and advised to be cautious and ensure compliance with all applicable provisions of the SEBI rules and regulations.

There have also been certain instances of discrepancies / non-compliances by our Company in relation to certain filings and disclosures made to the RBI and the RoC under applicable law, such as delays in filing of relevant forms with the RoC and non-compliance with applicable provisions of company law by our Company, including in relation to inadvertently filing a return of allotment with the RoC for a preferential allotment of equity shares by the Company for cash consideration, when the allotment was for consideration other than cash and filing of a return of allotment with the RoC stating that the issuance was for premium, when the issuance was made at par value. While our Company has filed a rectification application for the incorrect return of allotment, we cannot assure you that no penalty will be imposed on the Company for the said lapse. Any penalty applicable on the Company may adversely affect the cash flows and results of operations of our Company.

Further, our Company does not have share transfer forms in relation to transfer of 4,999 equity shares each by Suchitra Dhanani and (late) Sajid Dhanani to SHL on April 1, 2007, and we are unable to ascertain instances of contravention of, or non-compliance with, applicable laws and regulations with respect to the said transfers. For details of the said share transfers, see "*Capital Structure*" on page 103. Additionally, we do not have past records of our erstwhile subsidiary Favorite Restaurants Private Limited, which has merged with our Company, for the period prior to 2015. For details of the merger, see "*History and Certain Corporate Matters*" on page 224 of this Red Herring Prospectus. Any penalty applicable on the Company for defaults of Favorite Restaurants Private Limited may adversely affect the cash flows and results of operations of our Company.

56. Our risk management and insurance policies may not be effective or adequate.

Our risk management policies and procedures designed to prevent the occurrence of, or mitigate, risks such as food wastage, unaccounted cover discounts and incorrect or unapproved discounted billing may not be adequate or effective. We can provide no assurance that our IT systems, policies and procedures and personnel will always be effective or that we will always be successful in monitoring or evaluating the compliance risks to which we are or may be exposed. Non-compliance with applicable regulations could lead to reduced customers using our products and services. Further, our business involves risks and hazards which may adversely affect our profitability, including

failure of systems and employee frauds. We cannot assure you that the operation of our business will not be affected by any of the incidents and hazards listed above or by other factors.

We have a variety of insurance policies to cover our assets against external risks and for the benefit of our employees including, fidelity guarantee, standard fire and special perils policy, burglary insurance and plate glass (floating) insurance policy and such other insurance policies as required by applicable law and which are subject to certain exclusions and limits on coverage.

There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all material losses, including coverage for claims by third parties and litigation. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, that is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our cash flows, results of operations and financial performance could be adversely affected. For a detailed description of the insurance policies obtained by us including the assets covered under such insurance, see "*Our Business – Insurance*" on page 218 of this Red Herring Prospectus.

57. We do not have definitive agreements or fixed terms of trade with some of our suppliers. Failure to successfully maintain our supplier relationships and network or to identify new suppliers could adversely affect us.

One of the prime reasons we are able to offer value for money dining options to our guests is our strong relationships with our suppliers. Our growth as a business depends on our ability to attract and retain high quality and cost-efficient suppliers to our network. For additional information regarding our supplier relationships, see "*Our Business – Our Strengths – Strong business processes and back-end systems leading to efficient operations*" on page 201 of this Red Herring Prospectus. As a consequence of the impact of COVID-19 on the Company's liquidity status, the Company's trade payables to our suppliers have increased significantly. If we are unable to maintain our relationships with our suppliers, our business will be adversely affected.

In order to maintain flexibility in procurement options, we do not have any long-term supply arrangements with our suppliers and we procure our products on a purchase order basis. If we are unable to continue to procure supplies at competitive prices, our business will be adversely affected.

Furthermore, the success of our supplier relationships depends significantly on satisfactory performance by our suppliers and their fulfilment of their obligations. If any of our suppliers fails for any reason to deliver the products in a timely manner or at all, it may affect our ability to manage our inventory levels, which in turn, may result in unavailability of certain dishes on our menu thereby adversely affecting our guest dining experience and our reputation.

While we intend to continue to enter into new supplier relationships as a part of our business strategy, we may not be able to identify or conclude appropriate or viable arrangements in a timely manner or at all. Further, there can be no assurance that our relationships with new suppliers in the future will necessarily contribute to a better experience for our customers or to our profitability. If we fail to successfully leverage our existing and new relationships with suppliers, our business and financial performance could be adversely affected.

58. Our use of imported ingredients and other raw materials and equipment exposes us to the risk of the imposition or increase of tariffs, duties and other levies.

We import some of our ingredients and equipment. Further, some of our third-party suppliers may also import certain ingredients and raw materials. Our or our third parties' imports may increase in the future. India generally imposes import quotas and tariffs which may increase in the future thereby increasing the costs of these commodities and negatively affecting our results.

In addition, Indian authorities may ban imports of certain food items into India, as a result of health or other considerations. These and other measures that reduce the supply of imported ingredients or other food items in India may cause prices for these items to increase. Consequently, our costs would increase. We may not be able to pass this increase in our costs to our guests.

If we are unable to pass such increase in the costs of our ingredients or raw materials and are unable to replace them with locally available substitutes, our business and results of operations may be adversely affected.

59. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency.

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 125 of this Red Herring Prospectus. Our funding requirements are based on management estimates and our current business plans and have not been appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. We are also yet to identify the exact location of our new restaurants or enter into agreements for purchase or lease of property for these restaurants. We have also not placed any orders for purchase of fit outs and construction related items for the restaurants we plan to set-up. We have relied on past expenditure in setting up restaurants for the purposes of estimating utilisation of the Net Proceeds in the future. While we have obtained the quotations from various vendors in relation to such purchase of fit outs and construction related items for the restaurants we plan to set-up, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors.

However, the deployment of the Net Proceeds will be monitored by the Monitoring Agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, inability to identify suitable location for the restaurants at favourable terms and other financial and operational factors.

Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations.

60. A portion of the Net Proceeds may be utilised for repayment or pre-payment of loans taken from an affiliate of one of the Book Running Lead Managers to the Offer.

We propose to repay/prepay certain loans obtained from an affiliate of one of the Book Running Lead Managers from the Net Proceeds as set out in "*Objects of the Offer*" on page 125. Such affiliate is not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992. Loans and facilities sanctioned to our Company by such affiliate are part of its normal commercial lending activity in the ordinary course of business which we believe is not perceived as a current or potential conflict of interest. For further details, see "*Objects of the Offer*" on page 125.

61. If there are delays or cost overruns in utilisation of Net Proceeds, our business, financial condition and results of operations may be adversely affected.

We intend to utilise the Net Proceeds of the Offer as set forth in "*Objects of the Offer*" beginning from page 125 for setting-up of new Barbeque-Nation Restaurants, repayment or prepayment loans of our Company on a consolidated basis and general corporate purposes.

The fund requirement mentioned as a part of the objects of the Offer is based on internal management estimates and has not been appraised by any bank or financial institution. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies. We are also yet to identify the exact location of our new restaurants or enter into agreements for purchase or lease of property for these restaurants. We have also not placed any orders for purchase of fit outs and construction related items for the restaurants we plan to set-up. We have relied on past expenditure in setting up restaurants for the purposes of estimating utilisation of the Net Proceeds in the future. As a result, our actual deployment of funds may be higher than our management estimates and may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

Furthermore, we may need to vary the objects of the Offer due to several factors or circumstances including competitive and dynamic market conditions, variation in cost structures, changes in estimates due to cost overruns or

delays, which may be beyond our control. Pursuant to Section 27 of the Companies Act, any variation in the objects of the Offer would require a special resolution of our shareholders, and our Promoters or controlling shareholders will be required to provide an exit opportunity to our shareholders who do not agree to such variation which may involve considerable time or cost overrun. If our shareholders exercise such an exit option, our operations, business and share price may be adversely affected.

62. Any downgrading of our credit rating by a domestic or international credit rating agency may increase interest rates for our future borrowings, which would increase our cost of borrowings, and adversely affect our ability to borrow on a competitive basis.

The rating committee of ICRA in a letter dated August 31, 2020 revised the long-term ratings of our Company to BBB+ from A-. The rating committee also revised our Company's short-term ratings to A2 from A2+. According to ICRA, their outlook on the long-term rating continues to be 'negative'.

Our credit rating could have been downgraded due to various factors, including factors which may be outside our control. Any future downgrade of our credit ratings may increase interest rates for refinancing our borrowings, which would increase our cost of borrowings, and may have an adverse effect on our future issuances of debt and our ability to borrow on a competitive basis. Further, any downgrade in our credit ratings may also trigger an event of default or acceleration of repayment of certain of our borrowings. If any of these risks materialise, it could have a material adverse effect on our business, results of operations and financial condition.

63. Our Company may not be able to pay dividends in the future.

Our Company has declared and paid dividends for Fiscals 2018 and 2019. However, no dividend was paid for Fiscal 2020. Any dividends to be declared and paid in the future are required to be recommended by our Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company's shareholders in future consistent with our past practices, or at all. For details pertaining to dividend declared by our Company in the past, see "*Dividend Policy*" on page 277 of this Red Herring Prospectus.

64. Our Promoters will continue to exercise significant influence over us after completion of the Offer

As on the date of this Red Herring Prospectus, our Promoters, together with members of the Promoter Group, hold an aggregate of 47.80% of the issued and outstanding equity share capital of our Company. Post listing, our Promoters will continue to exercise significant influence over us through their shareholding. In accordance with our Articles of Association and applicable laws and regulations, our Promoters will have the ability to exercise, directly or indirectly, a significant influence over our business. For further details, please see "*Description of the Equity Shares and Main Terms of Articles of Association*" on page 542 of this Red Herring Prospectus. Further, one of our Promoters and Managing Director, Kayum Dhanani has executed a binding share transfer agreement, pursuant to which, PPL and AAJVIT, at their discretion, may transfer between zero to 600,000 Equity Shares to him, thereby further increasing his shareholding and the shareholding of our Promoters in our Company. The number of Equity Shares to be transferred shall be within the aforesaid range and shall be determined after the filing of the Red Herring Prospectus with the RoC, and such transfer of Equity Shares shall be completed post the Bid/Offer Closing Date, but prior to filing of the Prospectus with the RoC. For further details, please see "*History and Certain Corporate Matters – Summary of Key Agreements and Shareholders' Agreements – Shareholders' Agreements with our Company – Binding share transfer agreement dated August 14, 2017 between Kayum Dhanani, PPL and AAJVIT, as amended by the first amendment to the binding share transfer agreement dated February 19, 2018 executed among Kayum Dhanani, PPL and AAJVIT*" on page 236.

65. Our Company has in the past entered into related party transactions and may continue to do so in the future.

We have entered into transactions with several related parties, including our Promoters, Group Entities and Subsidiaries in recent Fiscals. Furthermore, it is likely that we will enter into related party transactions in the future.

There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. The transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest. For more information regarding our related party transactions, please see "*Special Purpose Restated Standalone Financial Information – Note 42*" and "*Restated Consolidated Financial Information – Note 43*" on page 423 and 348 of this Red Herring Prospectus.

66. The average cost of acquisition of Equity Shares held by our Promoters and the Selling Shareholders may be less than the Offer Price.

The average cost of acquisition of Equity Shares held by our Promoters, SHL, Kayum Dhanani, Raoof Dhanani, Suchitra Dhanani and Sayaji Housekeeping Services Limited (also a Selling Shareholder) is ₹0.00, ₹0.00, ₹0.00, ₹1.67 and ₹5.00, respectively. The average cost of acquisition of Equity Shares held by Azhar Dhanani, Sadiya Dhanani, Sanya Dhanani, TPL, AAJVIT and MPL is ₹5.00, ₹5.00, ₹5.00, ₹167.27, ₹216.32 and ₹592.00, respectively. Since the average cost of acquisition by our Promoters and the Selling Shareholders may be lesser than the Offer Price, investors who purchase the Equity Shares may do so at a cost that is higher than the average cost of acquisition of the Equity Shares of our Promoters and/or the Selling Shareholders (as applicable).

67. The determination of the Offer Price is based on various factors and assumptions. The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges. Further, the current market price of some securities listed pursuant to initial public offerings managed by the BRLMs in the past is below their respective issue prices.

The Offer Price of the Equity Shares will be determined by our Company and TPL in consultation with the BRLMs through the Book Building Process. The Offer Price will be based on numerous factors, including those described under "*Basis for Offer Price*" on page 139, and may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges. The price of our Equity Shares upon listing on the Stock Exchanges will be determined by the market and may be influenced by many factors outside of our control. For further details, see "*Risk Factors – The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. The trading volume and market price of the Equity Shares may be volatile following the Offer.*" on page 78.

Further, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue prices. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" and "*Other Regulatory and Statutory Disclosures – Track record of past issues handled by the BRLMs*" on pages 504 and 509, respectively."

68. Certain of our Directors and Key Management Personnel hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

Certain of our Directors (including our Promoters) and Key Management Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding or the shareholding of their relatives in our Company and to the extent of remuneration received by relatives of the Directors in the employment of the Company. For further details, see "*Our Management – Shareholding of Key Management Personnel*" on page 256 and "*Capital Structure – Details of Equity Shares held by our Directors and Key Management Personnel in our Company*" on page 118 and "*Our Management – Interest of Directors*" on page 247 of this Red Herring Prospectus.

69. This Red Herring Prospectus contains information from an industry report which we have commissioned from Technopak.

This Red Herring Prospectus in the sections "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 161, 196 and 436, respectively of this Red Herring Prospectus, includes information that is derived from an industry report titled "Indian Food Services Market" dated February 19, 2021 prepared by Technopak (the "**Technopak Report**"), a research house, pursuant to its engagement by the Company. We commissioned the Technopak Report for the purpose of confirming our

understanding of the Indian food services industry for which Technopak is in the process of being paid by the Company pursuant to its engagement letter dated January 12, 2021. The Technopak Report was submitted on February 19, 2021. We have no direct or indirect association with Technopak other than as a consequence of this engagement. Neither we, nor any of the BRLMs, our Directors, our Promoters, nor any other person connected with the Offer has verified the information in the Technopak Report. Technopak has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the such information and disclaims responsibility for any errors or omissions in the information or for the results obtained from the use of such information. The Technopak Report also highlights certain industry and market data, which may be subject to assumptions. Methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that Technopak's assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Red Herring Prospectus. Further, the Technopak Report is not a recommendation to invest or disinvest in the Equity Shares. Prospective investors are advised not to unduly rely on the Technopak Report or extracts thereof as included in this Red Herring Prospectus, when making their investment decisions.

70. Our Company will not receive the entire proceeds from the Offer. Some of our Promoters and Promoter Group members are selling shares in the Offer and will receive proceeds as part of the Offer for Sale.

The Offer includes an offer for sale of up to 5,457,470 Equity Shares by the Selling Shareholders, which includes one of our corporate Promoters and members of our Promoter Group. The proceeds from the Offer will be paid to the Selling Shareholders, in proportion of the respective portion of their Offered Shares, and we will not receive any such proceeds. Our Promoter and our Promoter Group members being part of the Selling Shareholders will receive such proceeds from the Offer for Sale. For further details, see "*Objects of the Offer*" and "*Capital Structure*" on pages 125 and 103, respectively.

EXTERNAL RISK FACTORS

Risks Relating to India

71. Changing laws, rules and regulations and legal uncertainties may adversely affect our business and financial performance.

Our business and financial performance could be adversely affected by changes in law or regulatory environment, or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations in India, applicable to us and our business. Any significant changes in relevant food safety regulations, laws or regulatory environment might materially impact the Company's operations and financials. Additionally, the regulatory environment in which we operate is subject to change both in the form of gradual evolution over time and also in form of significant reforms from time to time. For instance, a notification issued by the Government of India in 2016 withdrawing the legal tender status of currency notes of ₹500 and ₹1,000, may have had and may continue to have an adverse effect on certain sectors of the Indian economy. Further, the General Anti Avoidance Rules ("**GAAR**") are effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefits among other consequences. Due to limited guidance on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us. Any such change in the future may require us to commit significant management resources and may require significant changes to our business practices and could have a material adverse effect on our business, financial condition, results of operations and prospects.

In addition, there have been various changes and proposed changes recently in the laws and regulations relating to data protection in India. Any such changes could require us to redesign our information technology systems or redesign our digital processes to comply with such laws and regulations. We cannot assure you that we will be able to redesign such systems or processes in a cost-effective manner, or at all. Since our business depends heavily on the ability of our information technology systems and digital processes, any change in the laws or regulations relating to data protection or information technology in India could have a material adverse effect on our business, financial condition, results of operations and prospects.

The Government has also announced the union budget for the Fiscal 2022. It is at present unclear whether any tax laws or regulations impacting our products will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition and results of operations.

The governmental and regulatory bodies in India and in other jurisdictions may notify other new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition and results of operations.

72. The GoI has implemented a new national tax regime by imposing GST. Any future increases or adverse amendments to GST may adversely affect the overall tax efficiency of our Company.

The GoI has enacted the Central Goods and Services Tax Act, 2017 to lay a framework for a comprehensive national goods and services tax ("**GST**") regime that has combined taxes and levies by the Central and State Governments into a unified rate structure. The said legislation was notified and made effective from July 1, 2017. As per the GST rates notified then, our restaurants were taxed at a rate of 18% for food items with input tax credit. Subsequently, in November 2017, the GST rate was revised to 5% without input tax credit. Any future increases or adverse amendments to GST may adversely affect the overall tax efficiency of our Company and may result in significant additional taxes becoming payable.

73. Our business is substantially affected by prevailing economic, political and other prevailing conditions in India and abroad.

Our Company is incorporated in, and majority of our operations are located in, India, though we have recently expanded into overseas jurisdictions. As a result, we are highly dependent on prevailing economic conditions in India and abroad and our results of operations are significantly affected by factors influencing the Indian and world economy. Factors that may adversely affect the economy, particularly the Indian economy, and hence our results of operations, may include:

- any increase in interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing, resulting in an adverse impact on economic conditions and scarcity of financing for our expansions;
- prevailing income conditions among consumers and corporations;
- volatility in, and actual or perceived trends in trading activity on stock exchanges;
- changes in tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- outbreak of an epidemic or a pandemic;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;

- instability in financial markets; and
- other significant regulatory or economic developments in or affecting the food and services sector.

Moreover, a fall in the purchasing power of our customers, for any reason whatsoever, including rising consumer inflation, availability of financing to our customers, changing governmental policies and a slowdown in economic growth, including as consequence of the COVID-19 pandemic, may have an adverse effect on our customers' revenues, savings and could in turn negatively affect their demand for our products. Any slowdown or perceived slowdown in the economy, particularly the Indian economy, or in specific sectors of the economy, could adversely impact our business, results of operations and financial condition and the price of the Equity Shares.

74. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.

The Competition Act regulates practices that have or are likely to have an appreciable adverse effect on competition in India. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, results of operations and prospects.

75. Investors may have difficulty enforcing foreign judgements against our Company or its management.

Our Company is a limited liability company incorporated under the laws of India. All of our Company's Directors and executive officers are residents of India and a substantial portion of our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons outside India, or to enforce judgements obtained against such parties outside India.

Recognition and enforcement of foreign judgements is provided for under Section 13 of the Code of Civil Procedure, 1908 ("**CPC**") on a statutory basis. Section 13 of the CPC provides that foreign judgements shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgement has not been pronounced by a court of competent jurisdiction; (ii) where the judgement has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgement is founded on an incorrect view of international law or a refusal to recognise the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgement was obtained were opposed to natural justice; (v) where the judgement has been obtained by fraud; and (vi) where the judgement sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India

shall, upon the production of any document purporting to be a certified copy of a foreign judgement, presume that the judgement was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, including the United Kingdom, UAE, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favor such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action was brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgement if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign judgements that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgement in India is required to obtain approval from the RBI under FEMA, to execute such a judgement or to repatriate any amount recovered.

76. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

77. Significant differences exist between Ind AS and other reporting standards, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition.

As required under the SEBI ICDR Regulations, the Company has prepared its Restated Consolidated Financial Information (for the preceding three Fiscals and the eight month period ended on November 30, 2020) included in this Red Herring Prospectus in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations, 2018, as amended, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended. Further, on March 30, 2019, the Ministry of Corporate Affairs notified Ind AS 116, which came into effect on April 1, 2019. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Changes in Accounting Policies in the last three Financial Years*" on page 448. Accordingly, whilst our Restated Consolidated Financial Information has been prepared in accordance with Ind AS 116, the financial statements of our Subsidiaries for Fiscals 2018 and 2019, which have been uploaded to our website in accordance with the SEBI ICDR Regulations, have not been prepared in accordance with Ind AS 116. For Fiscal 2020 the financial statements of our Subsidiaries been prepared in accordance with Ind AS 116. In assessing our Company's financial position on a consolidated basis, reliance should not be placed on the financial statements of our Subsidiaries as uploaded on our website for the purposes of making an investment decision.

Further, no attempt has been made to reconcile any of the information given in this Red Herring Prospectus to U.S. GAAP or IFRS or any other principles or to base it on any other standards. Ind AS differs from accounting principles and Auditing Standards with which prospective investors may be familiar in other countries, including U.S. GAAP or IFRS. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide

meaningful information is dependent on your familiarity with Ind AS, the Companies Act, and the regulations framed thereunder. Any reliance by persons not familiar with Ind AS or these laws and regulations, on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

78. Public companies in India, including our Company, are required to compute Income Tax under the Income Computation and Disclosure Standards (the "ICDS"). The transition to ICDS in India is very recent and we may be negatively affected by such transition.

The Ministry of Finance had issued a notification dated September 29, 2016 notifying ICDS which creates a new framework for the computation of taxable income. The ICDS shall apply from assessment year 2017-18 onwards. This will have impact on computation of taxable income for Financial Year 2017 onwards. ICDS deviates in several respects from concepts that are followed under general accounting standards, including Ind AS. For example, where ICDS-based calculations of taxable income differ from Indian GAAP or Ind AS-based concepts, the ICDS-based calculations have the effect of requiring taxable income to be recognised earlier, increasing overall levels of taxation or both. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operation and financial condition.

79. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect financial markets and our business.

Terrorism or war may negatively affect the Indian markets on which our Equity Shares trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, making travel and other services more difficult and ultimately adversely affecting our business. India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares. Any of the above events could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India.

Risks Relating to Equity Shares

80. The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. The trading volume and market price of the Equity Shares may be volatile following the Offer.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Offer. Moreover, the Offer Price will be determined through the Book-Building Process and may not be indicative of the price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Further, the market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;

- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments; announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- changes in the price of oil or gas;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

81. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws and regulations, capital gains arising from the sale of shares in an Indian company are generally taxable in India. However, any gain realized on the sale of listed equity shares on or before March 31, 2018 on a stock exchange held for more than 12 months were not subject to long term capital gains tax in India if Securities Transaction Tax ("**STT**") was paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares on or after October 1, 2004, except in the case of such acquisitions of equity shares which were not subject to STT. The Finance Act, 2018, has now levied taxes on such long term capital gains exceeding ₹100,000 arising from sale of Equity Shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such Equity Shares. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of equity shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of equity shares.

82. Foreign investors are subject to foreign investment restrictions under Indian laws that may limit our ability to attract foreign investors, which may have a material adverse impact on the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the provisions of FEMA including pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms or at all.

83. Any future issuance of Equity Shares may dilute your shareholding and sales of the Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by our Company, including a primary offering, may lead to the dilution of investors' shareholdings in the Company. Any future issuances of Equity Shares (including under the ESOP 2015) or the disposal of Equity Shares by our Promoters or creation or invocation of pledge over Kayum Dhanani's Equity Shares or any of our other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

84. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

85. The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.

The Offer Price of the Equity Shares will be determined by our Company and TPL in consultation with the BRLMs, and through the Book Building Process. This price will be based on numerous factors, as described under "*Basis for Offer Price*" on page 139 of this Red Herring Prospectus and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price.

86. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by our Company. However, if the laws of the jurisdiction the investors are located in do not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If our Company elects not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

87. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail

Individual Investors and Eligible Employees can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

SECTION III: INTRODUCTION

THE OFFER

The following table summarises the Offer details:

Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million
of which	
Fresh Issue[(1)]	Up to [●] Equity Shares aggregating up to ₹1,800 million
Offer for Sale[(2)]	Up to 5,457,470 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders
of which	
Employee Reservation Portion	Up to [●] Equity Shares aggregating up to ₹20 million
Accordingly,	
Net Offer	Up to [●] Equity Shares
of which	
A) QIB portion[(3)(4)]	Not less than [●] Equity Shares
of which:	
Anchor Investor Portion	Up to [●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which:	
Available for allocation to Mutual Funds only (5% of the QIB Portion excluding the Anchor Investor Portion)	[●] Equity Shares
Balance for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion[(4)]	Not more than [●] Equity Shares
C) Retail Portion[(4)]	Not more than [●] Equity Shares
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer	33,942,920 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See "*Objects of the Offer*" beginning on page 125 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

(1) *The Fresh Issue has been authorized by resolutions of our Board of Directors dated October 31, 2019 and December 22, 2020 and special resolutions of our Shareholders in their Extraordinary General Meetings dated November 29, 2019 and January 23, 2021. Our Company had filed the Draft Red Herring Prospectus with a fresh issue size of up to Rs.2,750 million. Subsequently, our Company has increased the size of the fresh issue as disclosed in the Draft Red Herring Prospectus in accordance with Schedule XVI(2)(a)(iii) of the SEBI ICDR Regulations to up to ₹3,299.69 million. Our Company and TPL have undertaken a Pre-IPO Placement of 5,951,132 Equity Shares for an aggregate amount equal to approximately ₹1,499.69 million. Pursuant to the Pre-IPO Placement, the size of the fresh issue of up to ₹3,299.69 million is reduced by approximately ₹1,499.69 million, and accordingly, the size of the Fresh Issue is up to ₹1,800 million. For details on the Pre-IPO Placement, see "Capital Structure – Notes to the Capital Structure – Equity Share Capital History of our Company" on page 104.*

(2) *The Offer for Sale has been authorised by the Selling Shareholders as follows:*

Selling Shareholder	***Number of Equity Shares offered in the Offer for Sale***	***Date of consent/authorisation/resolution***
SHKSL	*1,018,288*	*December 20, 2019 and February 13, 2021*
Azhar Dhanani	*339,430*	*February 14, 2020 and February 20, 2021*

Selling Shareholder	*Number of Equity Shares offered in the Offer for Sale*	*Date of consent/authorisation/resolution*
Sadiya Dhanani	*339,430*	*February 14, 2020 and February 20, 2021*
Sanya Dhanani	*339,430*	*February 14, 2020 and February 20, 2021*
TPL	*3,323,106*	*January 27, 2020, September 8, 2020, February 18, 2021*
AAJVIT	*71,186*	*February 6, 2020, September 9, 2020 and February 18, 2021*
MPL	*26,600*	*January 28, 2020 and September 8, 2020*
Total	***5,457,470***	**-**

The Equity Shares being offered by each Selling Shareholder have been held by it for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus with SEBI, calculated in the manner as set out under the SEBI ICDR Regulations and are eligible for being offered for sale in the Offer. The Selling Shareholders (severally and not jointly) have specifically confirmed that their respective portion of the Offered Shares are eligible to be offered for sale in the Offer in accordance with the SEBI ICDR Regulations.

(3) *Our Company and TPL may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. At least one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Any unsubscribed portion in the Mutual Fund Portion will be added to the QIB Portion (excluding Anchor Investor Portion) and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 522. Allocation to all categories shall be made in accordance with SEBI ICDR Regulations.*

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company and TPL in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in "Terms of the Offer" on page 513.*

Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, if any, shall be made on a proportionate basis. For further details, see "*Offer Procedure*" on page 522. The allocation to each Retail Individual Bidder shall not be less than minimum Bid Lot, subject to availability of shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis.

Eligible Employees bidding in the Employee Reservation Portion bidding at a price within the Price Band can make payment at the Bid Amount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion bidding at the Cut-Off Price have to ensure payment at the Cap Price at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion must ensure that the Bid Amount does not exceed ₹500,000. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. Eligible Employees bidding in the Employee Reservation Portion must mention the Bid Amount while filling the "SCSB/Payment Details" block in the Bid cum Application Form. For details, see "*Offer Structure*" and "*Offer Procedure*" on pages 519 and 522 respectively.

SUMMARY OF FINANCIAL INFORMATION

The summary financial information presented below is derived from the Special Purpose Restated Standalone Financial Information and the Restated Consolidated Financial Information which begin on page 278 of the Red Herring Prospectus. The summary financial information should be read in conjunction with the Special Purpose Restated Standalone Financial Information and the Restated Consolidated Financial Information, the notes thereto and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 436.

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)
Restated Consolidated Statement of Assets and Liabilities

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
ASSETS				
Non-current assets				
Property, plant and equipment	3,033.80	3,321.93	3,032.36	2,247.50
Right-of-use assets	3,734.63	4,014.71	3,546.34	2,939.15
Capital work-in-progress	50.78	108.92	158.86	185.18
Goodwill	722.97	722.97	189.66	229.97
Other intangible assets	55.87	67.25	54.87	61.96
Financial Assets				
Loans	303.60	289.15	232.39	212.06
Other financial assets	13.17	21.59	15.25	11.60
Deferred tax assets (net)	534.61	277.90	304.53	262.23
Other non-current assets	49.87	57.24	33.30	172.57
Total Non-current assets [A]	**8,499.30**	**8,881.66**	**7,567.56**	**6,322.22**
Current assets				
Inventories	158.63	149.25	192.73	189.80
Financial assets				
Investments	-	-	-	0.01
Trade receivables	40.99	21.51	48.99	55.95
Cash and cash equivalents	76.72	146.96	119.81	436.22
Other financial assets	16.38	41.89	10.08	3.03
Other current assets	293.83	313.31	251.68	224.37
Total current assets [B]	**586.55**	**672.92**	**623.29**	**909.38**
Total assets [A+B]	**9,085.85**	**9,554.58**	**8,190.85**	**7,231.60**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	139.96	139.96	139.92	138.00
Other equity	(289.20)	(80.80)	1,176.36	1,311.89
Equity attributable to owners of the Company [C]	**(149.24)**	**59.16**	**1,316.28**	**1,449.89**
Non-controlling interest	**33.03**	**52.31**	**-**	**-**
Total equity [D]	**(116.21)**	**111.47**	**1,316.28**	**1,449.89**
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings	1,355.08	1,650.64	1,092.96	854.35
Lease liability	4,073.55	4,327.99	3,621.91	3,013.16
Other financial liabilities	-	674.25	-	-
Provisions	85.64	85.32	114.07	87.29
Other non-current liabilities	-	-	-	1.71
Total Non-current liabilities [E]	**5,514.27**	**6,738.20**	**4,828.94**	**3,956.51**
Current liabilities				
Financial Liabilities				
Borrowings	378.31	414.66	157.10	185.12
Lease liability	502.19	487.74	577.76	494.18
Trade payables				
total outstanding dues of micro enterprises and small enterprises	27.54	8.67	1.03	-
total outstanding dues of creditors other than micro enterprises	1,576.54	1,116.46	767.27	673.29
Other financial liabilities	905.33	488.47	389.29	320.38
Other current liabilities	218.03	115.59	79.94	66.84
Provisions	55.54	62.71	33.54	32.25
Current tax liabilities (Net)	24.31	10.61	39.70	53.14
Total current liabilities [F]	**3,687.79**	**2,704.91**	**2,045.63**	**1,825.20**
Total liabilities [G= [E+F]]	**9,202.06**	**9,443.11**	**6,874.57**	**5,781.71**
Total equity and liabilities [G+D]	**9,085.85**	**9,554.58**	**8,190.85**	**7,231.60**

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Restated Consolidated Statement of Profit and Loss

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
REVENUE				
Continuing operations				
Revenue from operations	2,010.03	8,469.70	7,390.16	5,863.37
Other income	356.05	38.24	35.25	41.11
Total [A]	**2,366.08**	**8,507.94**	**7,425.41**	**5,904.48**
EXPENSES				
Cost of food and beverages consumed	764.30	2,921.99	2,476.25	1,978.41
Employee benefits expenses	712.66	1,975.08	1,679.80	1,256.88
Other operating expenses	763.21	1,930.48	1,775.49	1,265.51
Total [B]	**2,240.17**	**6,827.55**	**5,931.54**	**4,500.80**
Earnings before exceptional items, finance costs, depreciation and amortisation, as restated [EBITDA] [C] = [A-B]	**125.91**	**1,680.39**	**1,493.87**	**1,403.68**
Finance costs [D]	591.35	755.92	564.01	535.66
Depreciation and amortisation expense [E]	820.20	1,339.63	895.36	702.70
Profit / (loss) before tax and exceptional items, as restated [F] = [C-D-E]	**(1,285.64)**	**(415.16)**	**34.50**	**165.32**
Exceptional items [G]	(20.67)	(163.80)	102.72	(26.31)
Profit / (loss) before tax, as restated [H] = [F-G]	**(1,264.97)**	**(251.36)**	**(68.22)**	**191.63**
Tax expense / (benefit):				
Current tax	-	49.35	184.36	154.46
Deferred tax	(258.49)	(56.63)	(40.56)	(30.62)
Deferred tax impact on account of change in effective tax rate	-	85.20	-	-
Net tax expense / (benefit) [I]	**(258.49)**	**77.92**	**143.80**	**123.84**
Profit/(loss) after tax from continuing operations, as restated [J] = [H-I]	**(1,006.48)**	**(329.28)**	**(212.02)**	**67.79**
Discontinued operations				
Loss from discontinued operations	-	-	(226.70)	(125.79)
Tax benefit / (expense) of discontinued operations	-	-	54.86	-
Profit/(loss) after tax from discontinued operations, as restated [K]	**-**	**-**	**(171.84)**	**(125.79)**
Profit/(loss) for the year / period, as restated [L] = [J+K]	**(1,006.48)**	**(329.28)**	**(383.86)**	**(58.00)**
Other Comprehensive Income / (Losses), as restated [M]				
Items that will not be reclassified to Statement of profit and loss				
Remeasurements of the defined benefit plans	7.82	(7.70)	(4.99)	(6.45)
Income tax on the above	(1.78)	1.94	1.74	2.25
Items that may be reclassified to Statement of profit and loss				
Exchange differences in translating the financial statements of foreign operations	14.89	(20.73)	(20.08)	(3.05)
Total comprehensive income / (loss) for the year / period, as restated [L + M]	**(985.55)**	**(355.77)**	**(407.19)**	**(65.25)**
Profit / (loss) for the year / period, as restated attributable to:				
Owners of the company	(987.20)	(323.91)	(383.86)	(58.00)
Non Controlling interests	(19.28)	(5.37)		-
Other comprehensive income / (loss) for the year / period, as restated attributable to:				
Owners of the company	20.93	(26.49)	(23.33)	(7.25)
Non Controlling interests	-	-	-	-
Total Other comprehensive income / (loss) for the year / period, as restated attributable to:				
Owners of the company	(966.27)	(350.40)	(407.19)	(65.25)
Non Controlling interests	(19.28)	(5.37)	-	-

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Restated Consolidated Statement of Profit and Loss

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Earnings per share				
From continuing operations				
Basic (in Rs.) (Face value of Rs.5 each)	(35.96)	(11.77)	(8.31)	2.14
Diluted (in Rs.) (Face value of Rs.5 each)	(35.96)	(11.77)	(8.31)	2.14
From discontinued operations				
Basic (in Rs.) (Face value of Rs.5 each)	-	-	(6.14)	(4.65)
Diluted (in Rs.) (Face value of Rs.5 each)	-	-	(6.14)	(4.65)
From continuing operation and discontinued operations				
Basic (in Rs.) (Face value of Rs.5 each)	(35.96)	(11.77)	(14.45)	(2.51)
Diluted (in Rs.) (Face value of Rs.5 each)	(35.96)	(11.77)	(14.45)	(2.51)

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
A. Cash flow from operating activities				
Profit / (loss) before tax				
From continuing operations	**(1,264.97)**	**(251.36)**	**(68.22)**	**191.63**
From discontinued operations	**-**	**-**	**(226.70)**	**(125.79)**
Adjustments for:				
Depreciation and amortisation	820.20	1,339.63	1,021.63	753.31
Net (profit)/ loss relating to relocation of restaurant units	(51.87)	22.37	102.72	(7.09)
Loss on disposal of subsidiary during the year (Refer Note 33)	-	-	89.68	-
Write back of gross obligation to acquire non-controlling interests in Red Apple Kitchen Consultancy Private Limited	-	(236.17)	-	-
Impairment of goodwill	-	50.00	-	-
Interest expense on borrowings	161.27	172.77	98.12	111.31
Interest expense on gross obligation	44.25	23.29	-	-
Interest expenses on provision for asset retirement obligations	2.88	3.56	9.08	8.94
Interest on lease liabilities	340.85	481.33	398.93	367.93
Interest income	(22.59)	(22.21)	(17.96)	(16.17)
Rent Concession due to COVID-19 pandemic	(327.43)	-	-	-
Income from government grant	-	-	(4.71)	(2.07)
Profit on sale of investments in mutual funds	-	-	-	(2.83)
Expense on employee stock option scheme	39.37	13.12	7.40	18.96
IPO expenses written off	5.32	-	-	-
Expense on phantom option scheme	-	-	-	17.17
Provision no longer required	(3.98)	(9.00)	-	(20.50)
Provision for doubtful receivables and advances	11.34	10.86	12.16	3.77
Net unrealised exchange (gain) / loss	-	-	-	0.63
Operating profit before working capital changes	**(245.36)**	**1,598.19**	**1,422.13**	**1,299.20**
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(9.38)	43.48	(2.93)	(29.08)
Trade receivables	(19.48)	16.62	(5.20)	(19.00)
Other assets (financial & non financial)	(1.95)	(74.13)	(176.90)	(77.82)
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	478.95	343.27	98.10	243.09
Non-current provisions	7.46	(28.75)	15.95	(1.59)
Current provisions	(7.17)	34.61	1.29	5.54
Other liabilities	102.44	(44.32)	13.04	(0.22)
Cash generated from operations	**305.51**	**1,888.97**	**1,365.48**	**1,420.12**
Net income tax (paid) / refunds	15.48	(78.44)	(142.94)	(144.64)
Net cash flow from / (used in) operating activities (A)	**320.99**	**1,810.53**	**1,222.54**	**1,275.48**
B. Cash flow from investing activities				
Capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances	(35.57)	(840.59)	(1,299.82)	(1,010.73)
Proceeds from sale of property, plant and equipment	0.08	0.68	1.03	1.22
Acquisition of subsidiary	-	(674.87)	-	-
Proceeds from sale of investment in subsidiary	-	-	0.50	-
Deposits placed for margin money	-	(36.44)	(9.86)	-
Deposits held as margin money released	33.52	-	-	13.69
Interest received	22.59	22.21	17.12	0.17
Sale of investment in mutual fund	-	-	0.01	2.83
Net cash flow from / (used in) investing activities (B)	**20.62**	**(1,529.01)**	**(1,291.02)**	**(992.82)**

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
C. Cash flow from financing activities				
Proceeds from issue of equity shares	-	1.02	320.31	478.41
Share issue expenses / Expenses towards offer for sale of shares	(1.90)	(61.10)	(22.70)	(67.39)
Proceeds from long-term borrowings	112.14	943.88	827.09	791.70
Proceeds from loan from director	20.00	-	-	-
Repayment of long-term borrowings	(55.60)	(325.50)	(497.08)	(536.93)
Net increase / (decrease) in working capital borrowings	(56.35)	257.56	(28.02)	150.67
Dividend paid (including dividend tax)	-	(33.73)	(33.73)	(32.52)
Payments of interest portion of lease liabilities	(300.61)	(481.29)	(398.93)	(367.93)
Payments of principal portion of lease liabilities	-	(393.43)	(311.25)	(228.57)
Interest paid	(129.53)	(172.77)	(103.13)	(114.47)
Net cash flow from financing activities (C)	**(411.85)**	**(265.36)**	**(247.44)**	**72.97**
Net increase in cash and cash equivalents (A+B+C)	**(70.24)**	**16.16**	**(315.92)**	**355.63**
Cash and cash equivalents at the beginning of the year / period	146.96	119.81	436.23	80.60
Add: Cash and bank balances on acquisition of subsidiary during the year / period	-	10.99	-	-
Less: Cash and bank balances pursuant to disposal of subsidiary during the year / period	-	-	(0.50)	-
Cash and cash equivalents at the end of the year / period	**76.72**	**146.96**	**119.81**	**436.23**
Reconciliation of cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet	76.72	146.96	119.81	436.22
Add: Current investments considered as part of Cash and cash equivalents in the Cash Flow Statements.	-	-	-	0.01
Cash and cash equivalents at the end of the year / period	**76.72**	**146.96**	**119.81**	**436.23**

Barbeque-Nation Hospitality Limited
Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Special Purpose Restated Standalone Statement of Assets and Liabilities

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
ASSETS				
Non-current assets				
Property, plant and equipment	2,589.79	2,817.93	2,579.11	2,020.94
Right-of-use asset	3,356.80	3,581.91	3,146.41	2,363.39
Capital work-in-progress	49.96	97.33	90.13	119.67
Goodwill	189.66	189.66	189.66	189.66
Other intangible assets	55.87	65.00	54.44	44.37
Financial Assets				
Investments	406.33	406.33	279.04	275.66
Loans	275.22	234.99	193.49	166.49
Other financial assets	13.17	21.59	15.04	11.39
Deferred tax assets (net)	528.49	277.90	304.53	262.23
Other non-current assets	49.87	57.24	27.06	21.25
Total Non-current assets [A]	**7,515.16**	**7,749.88**	**6,878.91**	**5,475.05**
Current assets				
Inventories	144.01	129.82	182.63	175.01
Financial assets				
Investments	-	-	-	0.01
Trade receivables	54.57	25.24	56.31	65.41
Cash and cash equivalents	61.89	125.24	67.68	355.83
Loans	-	-	-	149.10
Other financial assets	32.06	57.38	37.38	52.10
Other current assets	245.69	271.99	183.07	159.04
Total current assets [B]	**538.22**	**609.67**	**527.07**	**956.50**
Total assets [A+B]	**8,053.38**	**8,359.55**	**7,405.98**	**6,431.55**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	139.96	139.96	139.92	138.00
Other equity	(135.18)	617.85	1,569.89	1,671.63
Equity attributable to owners of the Company [C]	**4.78**	**757.81**	**1,709.81**	**1,809.63**
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings	1,016.59	1,249.55	611.11	469.32
Lease liability	3,684.58	3,880.15	3,215.94	2,469.85
Provisions	74.16	75.24	103.45	76.98
Other non-current liabilities	-	-	-	1.71
Total Non-current liabilities [D]	**4,775.33**	**5,204.94**	**3,930.50**	**3,017.86**
Current liabilities				
Financial Liabilities				
Borrowings	378.14	405.92	157.10	185.12
Lease liability	410.71	404.60	506.63	401.21
Trade payables				
total outstanding dues of micro enterprises and small enterprises	27.54	8.67	1.03	-
total outstanding dues of creditors other than micro enterprises	1,404.32	973.67	670.19	628.13
Other financial liabilities	769.71	428.15	277.54	239.01
Other current liabilities	210.77	108.99	79.94	65.25
Provisions	47.77	56.19	33.54	32.20
Current tax liabilities (Net)	24.31	10.61	39.70	53.14
Total current liabilities [E]	**3,273.27**	**2,396.80**	**1,765.67**	**1,604.06**
Total liabilities [F= [D+E]]	**8,048.60**	**7,601.74**	**5,696.17**	**4,621.92**
Total equity and liabilities [F+C]	**8,053.38**	**8,359.55**	**7,405.98**	**6,431.55**

Barbeque-Nation Hospitality Limited
Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Special Purpose Restated Standalone Statement of Profit and Loss

Particulars	**For the eight month period ended**	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
REVENUE				
Revenue from operations	1,771.89	7,870.52	7,034.55	5,711.66
Other income	316.02	33.06	41.74	51.38
Total [A]	**2,087.91**	**7,903.58**	**7,076.29**	**5,763.04**
EXPENSES				
Cost of food and beverages consumed	698.43	2,752.97	2,366.30	1,925.82
Employee benefits expenses	615.47	1,778.63	1,451.52	1,182.34
Other operating expenses	674.85	1,776.51	1,605.18	1,210.95
Total [B]	**1,988.75**	**6,308.11**	**5,423.00**	**4,319.11**
Earnings before exceptional items, finance costs, depreciation and amortisation, as restated [EBITDA] [C] = [A-B]	**99.16**	**1,595.47**	**1,653.29**	**1,443.93**
Finance costs **[D]**	483.10	631.61	472.91	491.85
Depreciation and amortisation expense **[E]**	686.81	1,045.73	773.84	653.51
Profit before tax and exceptional items, as restated [F] = [C-D-E]	**(1,070.75)**	**(81.87)**	**406.54**	**298.57**
Exceptional items [G]	(20.67)	766.86	687.75	(26.31)
Profit before tax, as restated [H] = [F-G]	**(1,050.08)**	**(848.73)**	**(281.21)**	**324.88**
Tax expense / (benefit):				
Current tax	-	49.35	129.50	154.46
Deferred tax	(252.37)	(56.63)	(40.56)	(30.62)
Deferred tax impact due to change in tax rate	-	85.20	-	-
Net tax expense / (benefit) [I]	**(252.37)**	**77.92**	**88.94**	**123.84**
Net Profit / (loss) for the year / period ended, as restated [J] = [H-I]	**(797.71)**	**(926.65)**	**(370.15)**	**201.04**
Other Comprehensive Income / (Losses), as restated [K]				
Items that will not be reclassified to Statement of profit and loss				
Remeasurements of the defined benefit plans	7.09	(7.70)	(4.99)	(6.51)
Income tax on the above	(1.78)	1.94	1.74	2.25
Total comprehensive income / (loss) for the year / period, as restated [J + K]	**(792.40)**	**(932.41)**	**(373.40)**	**196.78**
Earnings per share				
Basic (in Rs.) (Face value of Rs.5 each)	(28.50)	(33.11)	(13.96)	7.07
Diluted (in Rs.) (Face value of Rs.5 each)	(28.50)	(33.11)	(13.96)	7.03

Barbeque-Nation Hospitality Limited
Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Special Purpose Restated Standalone Statement of Cash Flows

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
A. Cash flow from operating activities				
Profit / (loss) before tax	**(1,050.08)**	**(848.73)**	**(281.21)**	**324.88**
Adjustments for:				
Depreciation and amortisation	686.81	1,045.73	773.84	653.51
Net (profit)/loss relating to relocation of restaurant units during the year / period	(51.87)	(6.33)	(0.71)	(26.31)
Interest expense on borrowings	139.93	133.27	63.31	100.89
Interest expenses on provision for asset retirement obligations	2.88	3.56	3.15	3.05
Interest on lease liabilities	306.07	433.96	347.53	318.40
Interest income	(19.98)	(24.06)	(33.85)	(23.12)
Rent Concession due to Covid 19 pandemic	(291.75)	-	-	-
Offer document filing fees written off	5.32	-	-	-
Income from government grant	-	-	(4.71)	(2.07)
Provision for impairment of invesments	-	584.09	-	-
Profit on sale of investments in mutual funds	-	-	-	(2.83)
Expense on employee stock option scheme	39.37	13.12	7.40	18.96
Expense on phantom option scheme	-	-	-	17.17
Provision no longer required	(3.98)	(9.00)	-	(20.50)
Net loss on disposal of investments in subsidiary	-	-	413.60	-
Recognition of credit loss in respect of financial guarantee given towards loan taken by subsidiary	-	71.20	-	-
Provision against loan given to subsidiary	-	117.90	274.86	-
Provision for doubtful receivables and advances	10.70	5.00	12.16	2.50
Operating profit before working capital changes	**(226.58)**	**1,519.71**	**1,575.37**	**1,364.53**
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(14.19)	52.81	(7.62)	(24.94)
Trade receivables	(29.33)	31.07	(3.06)	(27.23)
Other assets (financial & non financial)	15.31	(88.19)	(49.76)	(68.33)
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	449.50	311.12	43.11	231.36
Other liabilities	101.78	29.05	17.69	(8.80)
Non-current provisions	5.33	(26.91)	10.43	0.84
Current provisions	(8.42)	19.09	1.34	0.86
Cash generated from operations	**293.40**	**1,847.75**	**1,587.50**	**1,468.29**
Net income tax (paid) / refunds	15.48	(78.44)	(142.94)	(144.67)
Net cash flow from / (used in) operating activities (A)	**308.88**	**1,769.31**	**1,444.56**	**1,323.62**
B. Cash flow from investing activities				
Capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances	(56.97)	(795.40)	(952.27)	(643.59)
Proceeds from sale of property, plant and equipment	0.08	0.68	1.03	1.22
Investment in subsidiary	-	(711.38)	(260.43)	(50.35)
Proceeds from sale of investment in subsidiary	-	-	0.50	-
Loan given to subsidiary	(36.18)	(111.95)	(199.26)	(218.22)
Receipt towards repayment of loan from subsidiary	-	-	-	69.35
Deposits placed for margin money	-	(36.44)	(9.86)	-
Deposits held as margin money released	33.93	-	-	13.69
Interest received	19.98	-	23.69	2.57
Sale of investment in mutual fund	-	-	0.01	2.83
Net cash flow from / (used in) investing activities (B)	**(39.16)**	**(1,654.49)**	**(1,396.59)**	**(822.50)**
C. Cash flow from financing activities				
Proceeds from issue of equity shares		1.02	320.31	478.41
Share issue expenses / Expenses towards offer for sale of shares	(1.90)	(61.10)	(22.70)	(67.39)
Proceeds from long-term borrowings	126.14	899.03	614.30	390.00
Repayment of long-term borrowings	(46.80)	(216.03)	(497.08)	(534.52)
Net increase / (decrease) in working capital borrowings	(47.78)	248.82	(28.02)	170.86
Dividend paid (including dividend tax)	-	(33.73)	(33.73)	(32.52)
Payments of interest portion of lease liabilities	(245.85)	(433.96)	(347.53)	(318.40)
Payments of principal portion of lease liabilities	-	(332.69)	(275.77)	(207.87)
Interest paid	(116.88)	(128.62)	(65.91)	(96.09)
Net cash flow from financing activities (C)	**(333.07)**	**(57.26)**	**(336.13)**	**(217.52)**

Barbeque-Nation Hospitality Limited
Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Special Purpose Restated Standalone Statement of Cash Flows

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Net increase in cash and cash equivalents (A+B+C)	**(63.35)**	**57.56**	**(288.16)**	**283.60**
Cash and cash equivalents at the beginning of the year / period	125.24	67.68	355.84	72.24
Cash and cash equivalents at the end of the year / period	**61.89**	**125.24**	**67.68**	**355.84**
Reconciliation of cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet	61.89	125.24	67.68	355.83
Add: Current investments considered as part of Cash and cash equivalents in the Cash Flow Statements.	-	-	-	0.01
Cash and cash equivalents at the end of the year / period	**61.89**	**125.24**	**67.68**	**355.84**

GENERAL INFORMATION

Our Company was originally incorporated as Sanchi Hotels Private Limited on October 13, 2006 at Indore, Madhya Pradesh, India as a private limited company under the Companies Act, 1956. Subsequently, the name of our Company was changed to Barbeque-Nation Hospitality Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior on February 18, 2008. Thereafter our Company was converted into a public limited company and the name of our Company was changed to Barbeque-Nation Hospitality Limited and a fresh certificate of incorporation consequent upon change of name on conversion to a public limited company was issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior on March 4, 2008. Subsequently the registered office of our Company was changed from Indore, Madhya Pradesh, India to Bengaluru, Karnataka, India, pursuant to a certificate of registration for change of state issued by the RoC on January 15, 2014, with effect from December 16, 2013. For details of change in the name and registered office of our Company, see *"History and Certain Corporate Matters"* on page 224.

Registered and Corporate Office

Barbeque-Nation Hospitality Limited

Sy. No. 62, Site No.13,
6th Cross, N.S. Palya,
BTM Layout,
Bengaluru 560 076
Karnataka, India
Tel: +91 80 4511 3000
E-mail: compliance@barbequenation.com
Website: www.barbequenation.com

Corporate Identity Number: U55101KA2006PLC073031

Registration Number: 073031

Address of the RoC

Our Company is registered with the RoC situated at the following address:

Registrar of Companies, Karnataka

'E' Wing, 2nd Floor,
Kendriya Sadan,
Koramangala,
Bengaluru 560 034
Karnataka, India

Board of Directors

The Board of our Company as on the date of filing of this Red Herring Prospectus comprises the following:

Name	Designation	DIN	Address
T Narayanan Unni	Chairman, Non-Executive, Independent Director	00079237	303-B, YashRaj Regency, 10 Manorama Ganj, Meter No. 3190454, Indore 452001 Madhya Pradesh, India
Kayum Dhanani	Managing Director	00987597	Van Goghs Garden, Unit No.0502,

Name	Designation	DIN	Address
			Kasturba Road Cross, Municipal No. 30, Ward No. 76, Bengaluru 560 001 Karnataka, India
Rahul Agrawal	Chief Executive Officer, Whole Time Director	07194134	Lauras A/21, Vatika City, Sector – 49, Sohna Road, Gurugram 122 018 Haryana, India
Raoof Dhanani	Non-Executive Director	00174654	Kalpataru Heights, Flat No. 281, 28th Floor, Dr. Anandrao Nair Road, Agripada, Mumbai 400 011 Maharashtra, India
Suchitra Dhanani	Non-Executive Director	00712187	Saaz, BF 8 & 9, Scheme No. 74-C, Vijay Nagar, Indore 452 010, Madhya Pradesh, India
Tarun Khanna	Non-Executive, Nominee Director	02306480	B-9/21, 2nd Floor, Vasant Vihar, New Delhi 110 057, India
Devinjit Singh	Non-Executive Director	02275778	Flat No. 101, A Wing, Meher Apartments, Altamount Road, Mumbai 400 026 Maharashtra, India
Abhay Chaudhari	Non-Executive, Independent Director	06726836	906/907, RK Spectra, DSK Ranwara Road, Patil Nagar, Bavdhan BK, Pune 411 021 Maharashtra, India
Natarajan Ranganathan	Non-Executive, Independent Director	00218008	D 609, Sobha Garnet Sarjapura Road Junction, Bengaluru South, HSR Layout, Bengaluru 560 102, Karnataka, India

For brief profiles and further details of our Directors, see "*Our Management*" on page 241.

Company Secretary and Compliance Officer

Nagamani CY
Sy. No. 62, Site No. 13,
6th Cross, N.S. Palya,
BTM Layout,
Bengaluru – 560 076
Karnataka, India
Tel: +91 80 4511 3000
E-mail: compliance@barbequenation.com

Book Running Lead Managers

IIFL Securities Limited
10th Floor, IIFL Centre,
Kamala City, Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4646 4600
E-mail: bnhl.ipo@iiflcap.com

Axis Capital Limited
1st Floor, Axis House,
C 2 Wadia International Centre,
Pandurang Budhkar Marg, Worli,
Mumbai 400 025
Maharashtra, India
Tel: +91 22 4325 2183
Email: bnhl.ipo@axiscap.in

Investor grievance e-mail: ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact Person: Ujjaval Kumar / Nishita Mody
SEBI Registration No.: INM000010940

Ambit Capital Private Limited
Ambit House, 449 Senapati Bapat Marg,
Lower Parel,
Mumbai 400 013
Maharashtra, India
Tel: +91 22 6623 3000
Email: bnhl.ipo@ambit.co
Investor grievance email:
investorgrievance.acpl@ambit.com
Website: www.ambit.co
Contact person: Sandeep Sharma
SEBI Registration No.: INM000012379

Investor grievance e-mail: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact Person: Simran Gadh / Sagar Jatakiya
SEBI Registration No.: INM000012029

SBI Capital Markets Limited
202, Maker Tower 'E',
Cuffe Parade,
Mumbai 400 005
Maharashtra, India
Tel: +91 22 2217 8300
Email: bnhl.ipo@sbicaps.com
Investor grievance e-mail: investor.relations@sbicaps.com
Website: www.sbicaps.com
Contact Person: Aditya Deshpande / Sylvia Mendonca
SEBI Registration No: INM000003531

Syndicate Members

Investec Capital Services (India) Private Limited
1103-04, 11th Floor, B Wing
Parinee Crescenzo,
Bandra Kurla Complex
Mumbai 400 051
Tel: +91 (22) 6849 7400
E-mail: suhani.bhareja@investec.co.in
Contact Person: Suhani Bhareja
Website: www.investec.com/india.html
SEBI Registration No.: INZ000007138

SBI CAP Securities Limited
Marathon Futurex, A&B Wing
12th Floor, N.M Joshi Marg
Lower Parel East,
Mumbai 400 013
Tel: +91 (22) 4227 3300
E-mail: archana.dedhia@sbicapsec.com
Contact Person: Archana Dedhia
Website: www.sbismart.com
SEBI Registration No.: INZ000200032

Indian Legal Counsel to our Company

Touchstone Partners
Block-E, 2nd Floor,
Plot-1&2, The MIRA,
Ishwar Nagar, Mathura Road
New Delhi - 110 065
Delhi, India
Tel: 011 - 42603045

Indian Legal Counsel to the BRLMs

S&R Associates
One Indiabulls Centre,
1403 Tower 2 B,
841 Senapati Bapat Marg,
Lower Parel,
Mumbai 400 013
Maharashtra, India
Tel : +91 22 4302 8000

Indian Legal Counsel to TPL, AAJVIT and MPL

Quillon Partners
902, Tower B,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai 400 013
Maharashtra, India
Tel: +91 22 6111 1900

Special Purpose International Legal Counsel to the BRLMs

Herbert Smith Freehills LLP
50 Raffles Place
#24-01 Singapore Land Tower
Singapore 048 623
Tel: +65 6868 8000

Auditors to our Company

Deloitte Haskins & Sells
Chartered Accountants
Prestige Trade Tower, Level 19,
46, Palace Road, High Grounds,
Bengaluru 560 001
Karnataka, India
Tel: +91 80 6188 6000
E-mail: skoushik@deloitte.com
Firm Registration No.: 008072S
Peer Review No.: 011620

There has been no change in our auditors in the last three years preceding the date of this Red Herring Prospectus.

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
L.B.S. Marg,
Vikhroli (West),
Mumbai 400 083
Maharashtra, India
Tel: +91 22 4918 6200
E-mail: bnhl.ipo@linkintime.co.in
Investor grievance email: bnhl.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No: INR000004058

Bankers to the Offer

Sponsor Bank, Refund Bank and Public Offer Bank
ICICI Bank Limited
Capital Market Division, 1st Floor,
122, Mistry Bhavan, Dinshaw Vachha Road,
Backbay Reclamation, Churchgate,
Mumbai – 400020
Tel: +91 22 66818911/23/24
Email: kmr.saurabh@icicibank.com
Website: www.icicibank.com
Contact Person: Saurabh Kumar
SEBI Registration No: INBI00000004

Escrow Collection Bank
Axis Bank Limited
Ground Floor, No. 6/A, JP Nagar,
3rd Phase, Bannerghatta Main Road,
Bengaluru 560076
Karnataka, India
Tel: +91 80 9538503332/ 9538503331
Email:jpnagar.operationshead@axisbank.com/
jpnagar.branchhead@axisbank.com
Website: www.axisbank.com
Contact Person: Gagandeep Kaur / Vadiraja Bhat
SEBI Registration No: INBI00000017

Bankers to our Company

Axis Bank Limited
Ground Floor, No. 6/A, JP Nagar,
3rd Phase, Bannerghatta Main Road,
Bengaluru 560 076
Karnataka, India
Tel: +91 80 9538503332 / 9538503331
Email: jpnagar.operationshead@axisbank.com / jpnagar.branchhead@axisbank.com
Website: www.axisbank.com
Contact person: Gagandeep Kaur / Vadiraja Bhat

Induslnd Bank Limited
Unit No. 101, Embassy Heights,
B' Block, Magrath Road,
Bengaluru 560025
Karnataka, India
Tel: +91 9611333773
Email: shireen.chandavarkar@indusind.com
Website: https://www.indusind.com
Contact person: Shireen Chandavarkar

Yes Bank Limited
1st Floor, Prestige Obelisk,
Municipal No. 3, Kasturba Road
Bangalore – 560 001
Karnataka, India
Tel: 080 61176610
Email: biju.satyan@yesbank.in
Website: www.yesbank.in
Contact person: Biju Satyan

Designated Intermediaries

Self-Certified Syndicate Banks/ Broker Centres

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time.

A list of the Designated SCSB Branches with which an ASBA Bidder (other than an RIB using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes& intmId=34, and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of ASBA Form(s) of Bidders from the members of the Syndicate is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks eligible as offer banks and eligible mobile applications for UPI Mechanism

The list of SCSBs through which Bids can be submitted by RIBs using the UPI Mechanism, including details such as the eligible Mobile applications and UPI handle which can be used for such Bids, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of BSE and the NSE at http://www.bseindia.com and https://www.nseindia.com, respectively, as updated from time to time.

RTAs

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the website of BSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and on the website of NSE at http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of BSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and on the website of NSE at http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Experts

Except as stated below, our Company has not obtained any expert opinions:

(a) Our Company has received written consent from the Statutory Auditors namely, Deloitte Haskins & Sells, Chartered Accountants, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the Examination report of the Statutory Auditors on the Restated Consolidated Financial Information dated January 27, 2021, (ii) the Examination report on the Special Purpose Restated Standalone Financial Information dated January 27, 2021, and (iii) the statement of special tax benefits available to the Company and its shareholders dated February 21, 2021, included in this Red Herring Prospectus, however, the consent thereof does not represent an expert or consent under the U.S. Securities Act;

(b) Our Company has received written consent from the Sadashiv Prasad & Co, Chartered Accountants, to include their name as required under the Companies Act, 2013 and the SEBI ICDR Regulations in this Red Herring Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of the statement of special tax benefits available to Red Apple and its shareholders dated February 19, 2021;

(c) Our Company has received written consent from KSI Shah & Associates Chartered Accountants, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the statement of special tax benefits available to BHL dated February 20, 2021, and (ii) the statement of special tax benefits available to BNRL dated February 20, 2021;

(d) Our Company has received written consent from GP & Co, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the statement of special tax benefits available to BN Malaysia dated February 19, 2021;

(e) Our Company has received written consent from H.C. Shah Chartered Accountants to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the statement of special tax benefits available to BNIL dated February 20, 2021;

(f) Our Company has received written consent from Technopak dated February 20, 2021, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of the report entitled "Indian Food Services Market" dated February 19, 2021 included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Monitoring Agency

Our Company has appointed Axis Bank Limited as the Monitoring Agency for monitoring the utilization of net proceeds in accordance with Regulation 41 of the SEBI ICDR Regulations.

Axis Bank Limited
Ground Floor, No. 6/A, JP Nagar,
3rd Phase, Bannerghatta Main Road,
Bengaluru 560 076
Karnataka, India
Tel: +91 80 9538503332 / 9538503331
Email: jpnagar.operationshead@axisbank.com / jpnagar.branchhead@axisbank.com
Website: www.axisbank.com
Contact person: Gagandeep Kaur / Vadiraja Bhat

Appraising Entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any agency.

Filing of this Red Herring Prospectus

This Red Herring Prospectus has been filed with the Securities and Exchange Board of India at:

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051
Maharashtra, India

A copy of this Red Herring Prospectus has been filed electronically on the SEBI's online portal and emailed at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*" dated March 27, 2020 and has also been uploaded electronically through the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018.

A copy of this Red Herring Prospectus, along with the material contracts and documents required to be filed, will be delivered to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the RoC situated at the address below.

Registrar of Companies, Karnataka
'E' Wing, 2nd Floor,
Kendriya Sadan,
Koramangala,
Bengaluru 560 034
Karnataka, India

***Inter-se* allocation of Responsibilities**

The following table sets forth the *inter-se* allocation of responsibilities for various activities among the BRLMs for the Offer:

Sr. No.	Activity	Responsibility	Coordination
1.	Capital Structuring with relative components and formalities such as type of instruments, etc	IIFL, Axis, SBICAP, Ambit	IIFL

2.	Due diligence of Company's operations / management / business plans / legal etc. Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus including memorandum containing salient features of the Prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities	IIFL, Axis, SBICAP, Ambit	IIFL
3.	Drafting and approval of all statutory advertisement	IIFL, Axis, SBICAP, Ambit	IIFL
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in 3 above including media monitoring, corporate advertisement, brochure etc and filing of the media compliance report with SEBI.	IIFL, Axis, SBICAP, Ambit	SBICAP
5.	Appointment of other intermediaries viz., Registrar, Printers, Advertising Agency and Bankers to the Offer including co-ordination of agreements	IIFL, Axis, SBICAP, Ambit	Ambit
6.	Preparation of road show presentation & FAQs	IIFL, Axis, SBICAP, Ambit	Ambit
7.	• International institutional marketing strategy; • Finalizing the list and division of investors for one to one meetings; • Finalizing roadshow schedule and investor meeting schedules	IIFL, Axis, SBICAP, Ambit	IIFL
8.	• Domestic institutions / banks / mutual funds marketing strategy; • Finalizing the list and division of investors for one to one meetings; • Finalizing roadshow schedule and investor meeting schedules	IIFL, Axis, SBICAP, Ambit	Axis
9.	Non-Institutional marketing of the Offer, which will cover, *inter alia*, formulating marketing strategies for Non-institutional Investors and finalizing Media and PR strategy	IIFL, Axis, SBICAP, Ambit	Ambit
10.	Retail marketing of the Offer, which will cover, *inter alia*, formulating marketing strategies, preparation of publicity budget, finalizing Media and PR strategy, finalizing centers for holding conferences for press, brokers etc., finalizing collection centres, finalizing and follow-up on distribution of publicity and Offer material including the application form, the Prospectus and deciding on the quantum of the Offer material	IIFL, Axis, SBICAP, Ambit	Axis
11.	Co-ordination with Stock Exchanges for book building software, bidding terminals and mock trading, payment and release of 1% security deposit through cash and bank guarantee, Anchor Investor Allocation letters etc.	IIFL, Axis, SBICAP, Ambit	Axis
12.	Pricing and managing the book	IIFL, Axis, SBICAP, Ambit	IIFL
13.	Post-Offer activities, which shall involve essential follow-up steps including follow-up with Bankers to the Offer and Designated Intermediaries to get quick estimates of collection and advising the Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Bankers to the Offer, Designated Intermediaries etc. including	IIFL, Axis, SBICAP, Ambit	SBICAP

	responsibility for underwriting arrangements, as applicable. Payment of the applicable Securities Transaction Tax ("**STT**") on sale of unlisted Equity Shares by the Selling Shareholders under the offer for sale included in the Offer to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004. The designated coordinating BRLM shall also be responsible for coordinating the redressal of investor grievances in relation to post Offer activities and coordinating with Stock Exchanges and SEBI.		

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading of the Offer.

Debenture Trustees

As this is an offer of Equity Shares, the appointment of debenture trustees is not required.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company and TPL in consultation with the BRLMs, and advertised in all editions of the English national newspaper, Financial Express, all editions of the Hindi national newspaper, Jansatta and the Bengaluru edition of the Kannada newspaper, Hosadigantha (Kannada being the regional language of Karnataka where the Registered and Corporate Office of our Company is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company and TPL in consultation with the BRLMs after the Bid/Offer Closing Date.

All Bidders except Anchor Investors shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the Retail Individual Bidders may participate through the ASBA process by either; (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Allocation to QIBs (other than Anchor Investors) and Non-Institutional Buyers will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period.

For further details on the method and procedure for Bidding and Book Building Process, see "*Offer Procedure*" on page 522.

The process of Book Building under SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a bid in Offer.

Bidders should note that the Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

Underwriting Agreement

After the determination of the Offer Price, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before filing the Prospectus with the RoC.).

Name, address, telephone number and e-mail address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ millions)
[●]	[●]	[●]

The above-mentioned is indicative underwriting and will be finalised after determination of Offer Price and Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors/IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. The extent of the underwriting obligations will be limited to cases in which the amount that was required to be blocked for the ASBA process, or through any other mechanism, is not subsequently transferred to the Public Offer Account for any reason.

CAPITAL STRUCTURE

The Equity Share capital of our Company as at the date of this Red Herring Prospectus is set forth below:

(In ₹, except share data)

		Aggregate value at face value	Aggregate value at Offer Price
A	**AUTHORIZED SHARE CAPITAL** (1)		
	60,000,000 Equity Shares of face value of ₹5 each	300,000,000	
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER**		
	33,942,920 Equity Shares of face value of ₹5 each	169,714,600	
C	**PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS**		
	Fresh Issue of up to [●] Equity Shares of face value of ₹5 each (2)	[●]	Up to 1,800,000,000
	Offer for Sale of up to 5,457,470 Equity Shares of face value of ₹5 each (3)	27,287,350	[●]
	Which includes:		
	EMPLOYEE RESERVATION PORTION		
	Up to [●] Equity Shares of face value of ₹5 each(4)	[●]	Up to 20,000,000
D	**NET OFFER**		
	[●] Equity Shares of face value of ₹5 each	[●]	[●]
E	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value ₹5 each (assuming full subscription in the Offer)	[●]	
F	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (₹ million)	3,100.94	
	After the Offer (₹ million)	[●]	

(1) For details in relation to the changes in the authorized share capital of our Company, see "History and Certain Corporate Matters" on page 224.

(2) The Fresh Issue has been authorized by resolutions of our Board of Directors dated October 31, 2019 and December 22, 2020 and special resolutions of our Shareholders in their Extraordinary General Meetings dated November 29, 2019 and January 23, 2021. Our Company had filed the Draft Red Herring Prospectus with a fresh issue size of up to Rs.2,750 million. Subsequently, our Company has increased the size of the fresh issue as disclosed in the Draft Red Herring Prospectus in accordance with Schedule XVI(2)(a)(iii) of the SEBI ICDR Regulations to up to ₹3,299.69 million. Our Company and TPL have undertaken a Pre-IPO Placement of 5,951,132 Equity Shares for an aggregate amount equal to approximately ₹1,499.69 million. Pursuant to the Pre-IPO Placement, the size of the fresh issue of up to ₹3,299.69 million is reduced by approximately ₹1,499.69 million, and accordingly, the size of the Fresh Issue is up to ₹1,800 million.

(3) For details of authorizations received for the Offer for Sale, see "The Offer" on page 82. The Equity Shares being offered by each Selling Shareholder have been held by them for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus with SEBI, calculated in the manner as set out under Regulation 8 of SEBI ICDR Regulations and are eligible for being offered for sale in the Offer.

(4) Eligible Employees bidding in the Employee Reservation Portion must ensure that the Bid Amount does not exceed ₹500,000. Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 only in the event of an under-subscription in the

Employee Reservation Portion, post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000.

Notes to the Capital Structure

1. Equity Share Capital History of our Company

(1) The history of the Equity Share capital of our Company is provided in the following table:

Date of Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Nature of transaction	Cumulative Number of Equity Shares	Cumulative Paid-up Equity Share Capital (₹)
October 13, 2006	10,000	10	10	Cash	Initial subscription to the Memorandum of Association(1)	10,000	100,000
February 27, 2008	40,000	10	10	Cash	Preferential allotment of equity shares(2)	50,000	500,000
February 27, 2008	4	10	10	Cash	Preferential allotment of equity shares(3)	50,004	500,040
March 22, 2008	6,000,000	10	10	Cash	Preferential allotment of equity shares(4)	6,050,004	60,500,040
March 31, 2009	415,000	10	60	Other than cash	Preferential allotment of equity shares(5)	6,465,004	64,650,040
July 7, 2009	2,800,000	10	60	Cash	Preferential allotment of equity shares(6)	9,265,004	92,650,040
February 23, 2012	300,300	10	333	Cash	Preferential allotment of equity shares(7)	9,565,304	95,653,040
April 12, 2013	1,494,579	10	334.54*	Cash	Preferential allotment of equity shares(8)	11,059,883	110,598,830
August 12, 2014	2,252,124	10	10	Cash	Allotment of equity shares on conversion of share warrants(9)	13,312,007	133,120,070
May 12, 2016	200,000	10	620	Cash	Preferential allotment of equity shares(10)	13,512,007	135,120,070
Sub Total	**13,512,007**						
December 15, 2016	13,512,007	5	-	-	Share split of the equity shares from ₹10 each to ₹5 each	27,024,014	135,120,070
March 29, 2018	575,000	5	832	Cash	Preferential allotment of equity shares(11)	27,599,014	137,995,070
April 12, 2018	385,000	5	832	Cash	Preferential allotment of equity shares(12)	27,984,014	139,920,070
September 18, 2019	1,650	5	279	Cash	Allotment of equity shares under ESOP 2015(13)	27,985,664	139,928,320

Date of Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Nature of transaction	Cumulative Number of Equity Shares	Cumulative Paid-up Equity Share Capital (₹)
January 14, 2020	6,124	5	93	Cash	Allotment of equity shares under ESOP 2015(14)	27,991,788	139,958,940
December 2, 2020	238,890	5	252	Cash	Preferential allotment of equity shares(15)	28,230,678	141,153,390
December 4, 2020	59,524	5	252	Cash	Preferential allotment of equity shares(16)	28,290,202	141,451,010
January 1, 2021	1,230,159	5	252	Cash	Preferential allotment of equity shares(17)	29,520,361	147,601,805
January 5, 2021	496,435	5	252	Cash	Preferential allotment of equity shares(18)	30,016,796	150,083,980
January 20, 2021	42,630	5	252	Cash	Preferential allotment of equity shares(19)	30,059,426	150,297,130
January 25, 2021	3,783,494	5	252	Cash	Preferential allotment of equity shares(20)	33,842,920	169,214,600
January 25, 2021	100,000	5	252	Cash	Preferential allotment of equity shares(21)	33,942,920	169,714,600
Total	**33,942,920**					**33,942,920**	**169,714,600**

*Share premium amount rounded off from ₹324.5423 per equity share to ₹324.54

(1) 5,000 equity shares were allotted to (late) Sajid Dhanani and 5,000 equity shares were allotted to Suchitra Dhanani

(2) 40,000 equity shares were allotted to SHL

(3) 1 equity share each was allotted to Prosenjit Roy Choudhary, R Venkatraman, SK Khandelwal and Captain. Salim Sheikh

(4) 6,000,000 equity shares were allotted to SHL

(5) 415,000 equity shares were allotted to SHL

(6) 2,800,000 equity shares were allotted to Blue Deebaj

(7) 150,150 equity shares were allotted to Sana Dhanani, 105,105 equity shares were allotted to Nasreen Dhanani and 45,045 equity shares were allotted to Abdulgani Sarfaraz Dhanani

(8) 1,429,475 equity shares were allotted to TPL and 65,104 equity shares were allotted to AAJVIT

(9) 497,894 equity shares were allotted to Kayum Dhanani, 248,945 equity shares were allotted to Azhar Dhanani, 248,945 equity shares were allotted to Zuber Dhanani, 248,945 equity shares were allotted to Zoya Dhanani, 248,945 equity shares were allotted to Sanya Dhanani, 248,945 equity shares were allotted to Saba Jameel Sayed, 248,945 equity shares were allotted to Sadiya Dhanani and 260,560 equity shares were allotted to SHL on conversion of warrants

(10) 200,000 equity shares were allotted to Kayum Dhanani

(11) 575,000 Equity Shares were allotted to Alchemy India

(12) 385,000 Equity Shares were allotted to Partner Reinsurance

(13) 1,650 Equity Shares were allotted to Rajaram Pai

(14) 6,124 Equity Shares were allotted to Devang Agarwal

(15) 100,000 Equity Shares were allotted to Rizwan Abdul Aziz, 59,524 Equity Shares were allotted Rizwan Rafique Shaikh and 79,366 Equity Shares were allotted to Himani Binoy Shah

(16) 59,524 Equity Shares were allotted to Sayed Jameel Taher

(17) 1,230,159 Equity Shares were allotted to Xponentia Opportunities Fund

(18) 357,143 Equity Shares were allotted to Xponentia Opportunities Fund, 119,048 Equity shares were allotted to Himani Binoy Shah, 1,191 Equity Shares were allotted to Arup Kumar Chatterjee, 1,191 Equity Shares were allotted to Sushil Yadav, 596 Equity Shares were allotted to Gaurav Vishal Singh, 1,191 Equity Shares were allotted to Dharmender, 1,786 Equity Shares were allotted to Manish Kumar Dhakaita, 1,985 Equity Shares were allotted to Nishant Choukiker, 8,334 Equity Shares were allotted to Amit V Betala, 2,977 Equity Shares were allotted to Naresh Kumar Jain and 993 Equity Shares were allotted to Narayan Dutt Sharma

(19) 7,937 Equity Shares were allotted to Gandharv Madan, 7,937 Equity Shares were allotted to Kushal Budhia, 20,000 equity shares were allotted to Gulshan Kumar Chawla, 1,588 Equity Shares were allotted to Tarun Asharam Kushwah, 1,985 Equity Shares were allotted to Rajat Jain, 1,389 Equity Shares were allotted to Sanatan Jojowar, 1,000 Equity Shares were allotted to Sandeep Pandey and 794 Equity Shares were allotted to Veena Kumari

(20) 3,650,794 Equity Shares were allotted to Jubilant FoodWorks Limited, 75,000 Equity Shares were allotted to Rahul Agrawal, 32,000 Equity Shares were allotted to Gulshan Kumar Chawla, 12,000 Equity Shares were allotted to Kushal Budhia, 2,800 Equity Shares were allotted to Amit V Betala, 2,000 Equity Shares were allotted to Nishant Choukiker, 2,000 Equity Shares were allotted to Gandharv Madan, 2,000 Equity Shares were allotted to Naresh Kumar Jain,4,300 Equity Shares were allotted to Gaurav Vishal Singh and 600 Equity Shares were allotted to Krishnan Rai.

(21) 100,000 Equity Shares were allotted to Shashikant Dubey.

Pursuant to a letter dated March 2, 2021, our Company has informed all the investors who were allotted Equity Shares as part of the Pre-IPO Placement that the Company can provide no assurance that it will proceed with filing a red herring prospectus or that the Offer will be successfully completed or even on the timing of the process.

(2) Other than as disclosed below, our Company has not issued any Equity Shares at a price which may be lower than the Offer Price during a period of one year preceding the date of this Red Herring Prospectus.

Date of Allotment	Number of Equity Shares Allotted	Face Value (₹)	Issue price per Equity share	Nature of Consideration	Allottees and reason for allotment*
December 2, 2020	238,890 Equity Shares	5	252	Cash	Preferential allotment of equity shares(1)
December 4, 2020	59,524 Equity Shares	5	252	Cash	Preferential allotment of equity shares(2)
January 1, 2021	1,230,159 Equity Shares	5	252	Cash	Preferential allotment of equity shares(3)
January 5, 2021	496,435 Equity Shares	5	252	Cash	Preferential allotment of equity shares(4)
January 20, 2021	42,630 Equity Shares	5	252	Cash	Preferential allotment of equity shares(5)
January 25, 2021	3,783,494 Equity Shares	5	252	Cash	Preferential allotment of equity shares(6)
January 25, 2021	100,000 Equity Shares	5	252	Cash	Preferential allotment of equity shares(7)

**None of the allottees are part of the Promoter Group*

(1) 100,000 Equity Shares were allotted to Rizwan Abdul Aziz, 59,524 Equity Shares were allotted Rizwan Rafique Shaikh and 79,366 Equity Shares were allotted to Himani Binoy Shah

(2) 59,524 Equity Shares were allotted to Sayed Jameel Taher

(3) 1,230,159 Equity Shares were allotted to Xponentia Opportunities Fund

(4) 357,143 Equity Shares were allotted to Xponentia Opportunities Fund, 119,048 Equity shares were allotted to Himani Binoy Shah, 1,191 Equity Shares were allotted to Arup Kumar Chatterjee, 1,191 Equity Shares were allotted to Sushil Yadav, 596 Equity Shares were allotted to Gaurav Vishal Singh, 1,191 Equity Shares were allotted to Dharmender, 1,786 Equity Shares were allotted to Manish Kumar Dhakaita, 1,985 Equity Shares were allotted to Nishant Choukiker, 8,334 Equity Shares were allotted to Amit V Betala, 2,977 Equity Shares were allotted to Naresh Kumar Jain and 993 Equity Shares were allotted to Narayan Dutt Sharma

(5) 7,937 Equity Shares were allotted to Gandharv Madan, 7,937 Equity Shares were allotted to Kushal Budhia, 20,000 equity shares were allotted to Gulshan Kumar Chawla, 1,588 Equity Shares were allotted to Tarun Asharam Kushwah, 1,985 Equity Shares were allotted to Rajat Jain, 1,389 Equity Shares were allotted to Sanatan Jojowar, 1,000 Equity Shares were allotted to Sandeep Pandey and 794 Equity Shares were allotted to Veena Kumari

(6) 3,650,794 Equity Shares were allotted to Jubilant FoodWorks Limited, 75,000 Equity Shares were allotted to Rahul Agrawal, 32,000 Equity Shares were allotted to Gulshan Kumar Chawla, 12,000 Equity Shares were allotted to Kushal Budhia, 2,800 Equity Shares were allotted to Amit V Betala, 2,000 Equity Shares were allotted to Nishant Choukiker, 2,000 Equity Shares were allotted to Gandharv Madan, 2,000 Equity Shares were allotted to Naresh Kumar Jain,4,300 Equity Shares were allotted to Gaurav Vishal Singh and 600 Equity Shares were allotted to Krishnan Rai.

(7) 100,000 Equity Shares were allotted to Shashikant Dubey.

2. Issue of shares for consideration other than cash

Our Company has not issued any Equity Shares out of revaluation of reserves.

Except as set out below, we have not issued shares for consideration other than cash and no benefits have accrued to our Company on account of allotment of shares for consideration other than cash:

Date of Allotment	Number of Equity Shares Allotted	Face Value (₹)	Issue price per Equity Share	Allottees and reason for allotment	Benefits accrued to our Company
March 31, 2009	415,000 equity shares	10	60	Issued to SHL as consideration for the transfer of the brand name "Barbeque-Nation" to our Company	The Company acquired the brand name "Barbeque-Nation" and our Company's business is built on such brand.

3. History of the Equity Share Capital held by our Promoters

As on the date of this Red Herring Prospectus, our Promoters hold 13,143,968 Equity Shares constituting 38.72% of the issued, subscribed and paid-up Equity Share capital of our Company.

a) *Build-up of our Promoters' shareholding in our Company*

Set forth below is the build-up of the shareholding of our Promoters since incorporation of our Company:

Name of the Promoter	Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue Price/Transfer Price per Equity Share (₹)	Percentage of the pre-Offer capital (%)***	Percentage of the post- Offer capital (%)
SHL	April 1, 2007	Transfer of shares from (late) Sajid Dhanani	4,999	Cash	10	10	0.03	[●]
	April 1, 2007	Transfer of shares from Suchitra Dhanani	4,999	Cash	10	10	0.03	[●]
	February 27, 2008	Allotment of equity shares	40,000	Cash	10	10	0.24	[●]
	March 22, 2008	Allotment of equity shares	6,000,000	Cash	10	10	35.35	[●]
	March 31, 2009	Allotment of equity shares	415,000	Other than cash	10	60	2.45	[●]
	April 12, 2013	Transfer to TPL	(415,000)	Cash	10	334.54	2.45	[●]
	August 12, 2014	Allotment of equity shares	260,560	Cash	10	10	1.54	[●]
	March 28, 2016	Transfer to SHKSL	(6,004,103)	Cash	10	10	35.38	[●]
	March 30, 2016	Transfer to SHKSL	(306,455)	Cash	10	10	1.81	[●]
Sub Total (A)			**Nil**				**0.00**	**-**
SHKSL	March 28, 2016	Transfer from SHL	6,004,103	Cash	10	10	35.38	[●]
	March 30, 2016	Transfer from SHL	306,455	Cash	10	10	1.81	[●]
	Sub Total		**6,310,558**				**-**	**-**
	December 15, 2016	Share split of Equity Shares from ₹10 each to ₹5 each	12,621,116	-	-	-	37.18	[●]
Sub Total (B)			**12,621,116**				**37.18**	**[●]**

Name of the Promoter	Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue Price/Transfer Price per Equity Share (₹)	Percentage of the pre-Offer capital (%)***	Percentage of the post- Offer capital (%)
Kayum Dhanani**	August 12, 2014	Allotment of equity shares on conversion of share warrants	497,894	Cash	10	10	2.93	[●]
	May 12, 2016	Allotment of equity shares	200,000	Cash	10	620	1.18	[●]
	Sub Total		**697,894**				-	-
	December 15, 2016	Share split of Equity Shares from ₹10 each to ₹5 each	1,395,788	-	-	-	4.11	[●]
	August 3, 2017	Transfer to Rahul Agrawal	(25,000)	Cash	5	500	0.07	[●]
	August 4, 2017	Transfer to Menu Private Limited	(532,104)	Cash	5	592	1.57	[●]
	August 7, 2017	Transfer from TPL	367,538	Consideration other than cash	5	-	1.08	[●]
	August 7, 2017	Transfer from PPL	192,462	Consideration other than cash	5	-	0.57	[●]
	January 6, 2020	Transfer to Kishore Suresh Lal, Payal Kishore Kumar and Shobhadevi Suresh Lal	(100,000)	Cash	5	675	0.29	[●]
	December 11, 2020	Transfer to Avvanti Advisors Private Limited	(119,048)	Cash	5	252	0.35	[●]
	December 30, 2020	Transfer to Avvanti Advisors Private Limited	(30,000)	Cash	5	350	0.09	[●]
	December 31, 2020	Transfer to Avvanti Advisors Private Limited	(30,000)	Cash	5	350	0.09	[●]
	December 31, 2020	Transfer to Suresh Kumar Agarwal	(16,000)	Cash	5	350	0.05	[●]
	January 21, 2021	Transfer to Nimit Jateen Tanna HUF	(7,143)	Cash	5	350	0.02	[●]
	January 21, 2021	Transfer to Avvanti Advisors Private Limited	(28,571)	Cash	5	350	0.08	[●]
	January 21, 2021	Transfer to QRG Investments and Holdings Limited	(114,286)	Cash	5	350	0.34	[●]

Name of the Promoter	Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue Price/Transfer Price per Equity Share (₹)	Percentage of the pre-Offer capital (%)***	Percentage of the post- Offer capital (%)
	January 28, 2021	Transfer to Avvanti Advisors Private Limited	(15,000)	Cash	5	350	0.04	[●]
	February 11, 2021	Transfer to Naman Jayeshbhai Shah	(25,000)	Cash	5	450	0.07	[●]
	February 12, 2021	Transfer to Universal Trustees Pvt Ltd	(25,000)	Cash	5	450	0.07	[●]
	February 12, 2021	Transfer to Vikram Indrajit Shah	(25,000)	Cash	5	450	0.07	[●]
	February 19, 2021	Transfer to Lalit Jalan	(15,000)	Cash	5	450	0.04	[●]
	February 19, 2021	Transfer to Avvanti Advisors Private Limited	(10,000)	Cash	5	430	0.03	[●]
	February 19, 2021	Transfer to Krish Kalro	(8,421)	Cash	5	475	0.02	[●]
	March 12, 2021	Transfer to Rupal Paveet Amin	(2,286)	Cash	5	450	0.01	[●]
	March 12, 2021	Transfer to Paveet Girishbhai Amin	(2,857)	Cash	5	450	0.01	[●]
	March 12, 2021	Transfer to Rupal Paveet Amin	(2,857)	Cash	5	450	0.01	[●]
	March 12, 2021	Transfer to Venkata Satya Seshukumar Chilukuri	(7,000)	Cash	5	450	0.02	[●]
	March 12, 2021	Transfer to Avvanti Advisors Private Limited	(10,000)	Cash	5	475	0.03	[●]
	March 15, 2021	Transfer to Rurash Financials Pvt Ltd	(40,000)	Cash	5	505	0.12	[●]
	March 15, 2021	Transfer to Jay Praful Shah and Binal Jay Shah	(20,000)	Cash	5	505	0.06	[●]
	March 15, 2021	Transfer to Mahesh Nekkanti	(32,500)	Cash	5	475	0.10	[●]
	March 15, 2021	Transfer to Potru Rama Devi	(32,500)	Cash	5	475	0.10	[●]
	March 15, 2021	Transfer to Deepak Khetan	(10,000)	Cash	5	475	0.03	[●]

Name of the Promoter	Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue Price/Transfer Price per Equity Share (₹)	Percentage of the pre-Offer capital (%)***	Percentage of the post- Offer capital (%)
	March 15, 2021	Transfer to Zuber Dhanani	(147,369)	Cash	5	475	0.43	[●]
Sub Total (C)			**522,846**				**1.54**	**[●]**
Suchitra Dhanani	October 13, 2006	Initial subscription to the Memorandum of Association	5,000	Cash	10	10	0.03	[●]
	April 1, 2007	Transfer to SHL	(4,999)	Cash	10	10	0.03	[●]
	Sub Total		**1**				**-**	**-**
	December 15, 2016	Share split of Equity Shares from ₹10 each to ₹5 each	2	-	-	-	0.00*	[●]
	June 1, 2017	Transmission of Equity Shares of (late) Sajid Dhanani	4	N/A	5	N/A	0.00*	[●]
Sub Total (D)			**6**				**0.00***	**[●]**
Total (A)+(B)+ (C)+(D)			**13,143,968**				**38.72**	**[●]**

**Negligible*

*** Kayum Dhanani has executed a binding share transfer agreement dated August 14, 2017, as amended by the first amendment to the binding share transfer agreement dated February 19, 2018, pursuant to which PPL and AAJVIT may transfer between zero to 600,000 Equity Shares to him after the Bid/Offer Closing Date but prior to filing of the Prospectus with the RoC. For details see "History and certain corporate matters – Summary of Key Agreements and Shareholders' Agreements – Binding share transfer agreement dated August 14, 2017 between Kayum Dhanani, PPL and AAJVIT, as amended by the first amendment to the binding share transfer agreement dated February 19, 2018, executed between Kayum Dhanani, PPL and AAJVIT" on page 236.*

**** Please note that these percentages have been computed on the pre-Offer and post-Offer outstanding share capital after adjusting for the share split of equity shares from a face value of ₹10 each to a face value of ₹5 each on December 15, 2016.*

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, one of our Promoters, Kayum Dhanani, has obtained a personal loan of ₹400 million which is secured by a pledge of the shares held by him in SHL. In relation to this personal loan, Kayum Dhanani has entered into an agreement to pledge whereby he has agreed to replace the existing pledge over shares of SHL with a pledge over the Equity Shares held by him, after expiry of the one year lock-in effective from the date of Allotment of Equity Shares. As of January 31, 2021, the total amount outstanding under his personal loan was ₹246 million. Kayum Dhanani has also pledged 333,400 Equity Shares with RBL Bank Limited to secure loan facilities aggregating to ₹336.10 million granted to certain members of the Promoter Group (i.e., Brown House Baking Private Limited, Iconium Leather Works Private Limited and Sara Suole Private Limited) amounting to 0.98% of the pre-Offer capital. The aggregate amount outstanding under such credit facilities granted to members of the Promoter Group as on January 31, 2021 was ₹289 million. Pursuant to a letter dated March 15, 2021, RBL Bank Limited has provided its consent to a temporary release of the pledge on 333,400 Equity Shares held by Kayum Dhanani from Bid/ Offer Opening Date and in accordance with the SEBI ICDR Regulations, subject to such Equity Shares being re-pledged with RBL Bank Limited after Allotment. Except as disclosed above, none of our Promoters have pledged any of the Equity Shares that they hold in our Company, as on the date of this Red Herring Prospectus. For details see "*Risk Factors – One of our Promoters and Managing Director, Kayum Dhanani has agreed to secure, or has secured, certain personal and Promoter Group debt obligations by creating a pledge on certain Equity Shares held by him within specified periods from the date of Allotment. Our business, financial condition, results of*

operations, cash flows and prospects may be adversely affected by the enforcement of the pledge provided by our Promoter and Managing Director." on page 52 of this Red Herring Prospectus.

b) *The details of the shareholding of our Promoters; the members of the Promoter Group and directors of our Promoters as on the date of filing of this Red Herring Prospectus:*

Name of the Shareholder	Total Equity Shares	Percentage (%) of Pre-Offer Capital
Promoters		
SHKSL	12,621,116	37.18
Kayum Dhanani	522,846	1.54
Suchitra Dhanani	6	0.00
Total Holding of the Promoters (A)	**13,143,968**	**38.72**
Promoter Group		
Azhar Dhanani	497,890	1.47
Saba Jameel Sayed	497,890	1.47
Sadiya Dhanani	497,890	1.47
Sanya Dhanani	497,893	1.47
Zoya Dhanani	444,631	1.31
Zuber Dhanani	645,259	1.90
Total holding of the Promoter Group (other than Promoter) (B)	**3,081,453**	**9.08**
Total Holding of Promoter, Promoter Group and Promoter Directors (A+B)[(1)]	**16,225,421**	**47.80**

**Negligible*

[(1)] Our directors, Kayum Dhanani, Suchitra Dhanani and Raoof Dhanani, are also the directors of one of our corporate Promoters, SHKSL, and Suchitra Dhanani and Raoof Dhanani, are also the directors of our other corporate Promoter, SHL.

c) *Details of Promoters' contribution and lock-in:*

(i) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as the minimum promoter's contribution and locked in for a period of three years from the date of Allotment and our Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment.

(ii) As on the date of this Red Herring Prospectus, our Promoters hold 13,143,968 Equity Shares out of which up to 1,018,288 Equity Shares are being offered in the Offer for Sale and accordingly up to [●] Equity Shares are eligible for Promoters' contribution.

(iii) Details of the Equity Shares to be locked-in for three years are as follows:

Name	Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
SHKSL	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total						**[●]**	**[●]**	**[●]**

Note: To be updated in the Prospectus

(iv) Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' contribution from the date of filing this Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations. The minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI ICDR Regulations. Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution in terms of Regulation 15 of SEBI ICDR Regulations.

(v) In this connection, we confirm the following:

- The Equity Shares offered for Promoters' contribution (a) have not been acquired in the last three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or (b) does not result from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Promoters' contribution;

- The Promoters' contribution does not include any Equity Shares acquired during the preceding one year and at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

- Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company;

- All the Equity Shares held by our Promoters are in dematerialised form; and

- The Equity Shares forming part of the Promoters' contribution are not subject to any pledge.

d) *Other lock-in requirements:*

(i) In addition to 20% of the fully diluted post-Offer shareholding of our Company held by SHKSL, one of our Promoters, that is locked in for three years as specified above, the entire pre-Offer Equity Share capital of our Company (other than the Equity Shares offered pursuant to the Offer for Sale) shall be locked-in for a period of one year from the date of Allotment.

(ii) The Equity Shares allotted to employees, whether currently employed or not under the ESOP 2015 prior to the Offer, shall not be subject to the above lock in.

(iii) The Equity Shares held by VCFs or Category I AIF or Category II AIF or FVCI, subject to certain conditions set out in Regulation 17 of the SEBI ICDR Regulations, shall not be subject to the above lock in provided that such Equity Shares will be locked-in for a period of at least one year from the date of purchase by the VCFs or Category I AIF or Category II AIF or FVCI.

(iv) The Equity Shares which will be transferred by the Selling Shareholders in the Offer for Sale shall not be subject to lock-in. Any unsubscribed portion of the Equity Shares offered pursuant to Offer for Sale will be locked-in as required under the SEBI ICDR Regulations.

(v) Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of three years from the date of Allotment may be pledged only with a scheduled commercial bank, a public financial institution, a systemically important NBFC or a housing finance company as collateral security for loans granted by such institutions, provided that the loan has been granted to our Company or our Subsidiaries by such institutions for the purposes of financing one or more of the objects of Offer and such pledge of the Equity Shares is one of the terms of the sanction of such loans.

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of one year from the date of Allotment may be pledged only with a scheduled commercial bank, a public financial institution, a systemically important NBFC or a housing finance company as collateral security for loans granted by such institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

However, in each of the above situations, the lock-in shall continue pursuant to invocation of the pledge and such transferee shall not be eligible to transfer the Equity Shares until the stipulated lock-in period has expired.

(vi) One of our Promoters, Kayum Dhanani, has obtained a personal loan of ₹400 million which is secured by a pledge of the shares held by him in SHL. In relation to this personal loan, Kayum Dhanani has entered into an agreement to pledge whereby he has agreed to replace the existing pledge over shares of SHL with a pledge over the Equity Shares held by him, after expiry of the one year lock-in effective from the date of Allotment of Equity Shares. As of January 31, 2021, the total amount outstanding under his personal loan was ₹246 million. Kayum Dhanani has also pledged 333,400 Equity Shares with RBL Bank Limited to secure loan facilities aggregating to ₹336.10 million granted to certain members of the Promoter Group (i.e., Brown House Baking Private Limited, Iconium Leather Works Private Limited and Sara Suole Private Limited) amounting to 0.98% of the pre-Offer capital. The aggregate amount outstanding under such credit facilities granted to members of the Promoter Group as on January 31, 2021 was ₹289 million. Pursuant to a letter dated March 15, 2021, RBL Bank Limited has provided its consent to a temporary release of the pledge on 333,400 Equity Shares held by Kayum Dhanani from Bid / Offer Opening Date and in accordance with the SEBI ICDR Regulations, subject to such Equity Shares being re-pledged with RBL Bank Limited after Allotment. Except as disclosed above, none of our Promoters have pledged any of the Equity Shares that they hold in our Company, as on the date of this Red Herring Prospectus. For details see "*Risk Factors – One of our Promoters and Managing Director, Kayum Dhanani has agreed to secure, or has secured, certain personal and Promoter Group debt obligations by creating a pledge on certain Equity Shares held by him within specified periods from the date of Allotment. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the enforcement of the pledge provided by our Promoter and Managing Director*." on page 52 of this Red Herring Prospectus.

(vii) Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in may be transferred to and among the Promoter Group or to any new promoter or another Promoter, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

(viii) Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment in the Offer may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations.

(ix) Any Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

4. Recording on non-transferability of Equity Shares locked-in

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

5. Selling Shareholders' shareholding in our Company

The total number of Equity Shares held by the Selling Shareholders in our Company as on the date of this Red Herring Prospectus is as follows:

Name of the Selling Shareholder	No. of Equity Shares	Percentage of the pre- Offer capital (%)
SHKSL	12,621,116	37.18%
Azhar Dhanani	497,890	1.47%
Sadiya Dhanani	497,890	1.47%
Sanya Dhanani	497,893	1.47%
TPL	6,078,402	17.91%
AAJVIT	198,392	0.58%
MPL	532,104	1.57%
Total	**20,923,687**	**61.64%**

6. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on the date of this Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								No of Voting Rights						No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class: Equity	Class: N/A	Total	Total as a % of (A+B+C)							
(A)	Promoter & Promoter Group	9	16,225,421	0	0	16,225,421	47.80%	16,225,421	0	16,225,421	47.80%	0	0	0		333,400	0.98%	16,225,421
(B)	Public	685	17,717,499	0	0	17,717,499	52.20%	17,717,499	0	17,717,499	52.20%	0	0	0		530	0.00%	17,717,499
(C)	Non Promoter-Non Public	0	0	0	0	-	-	-	-	-	-	-	-	-				-
(C1)	Shares underlying DRs	0	0	0	0	-	-	-	-	-	-	-	-	-				-
(C2)	Shares held by Employee Trusts	0	0	0	0	-	-	-	-	-	-	-	-	-				-
	Total	694	33,942,920	0	0	33,942,920	100	33,942,920	0	33,942,920	100	0	0	0		333,930	0.98%	33,942,920

7. The list of Shareholders holding 1% or more of the paid up share capital of our Company and the number of Equity Shares held by them

(a) The list of Shareholders holding 1% or more of the paid-up share capital of the Company as on the date of filing of this Red Herring Prospectus are as follows:

Sl. No.	Name of the Shareholder	No. of Equity Shares (on a fully diluted basis assuming exercise of all vested options)	Percentage (%)
1.	SHKSL	12,621,116	37.07%
2.	TPL	6,078,402	17.85%
3.	Jubilant	3,650,794	10.72%
4.	PPL	3,182,964	9.35%
5.	Xponentia	1,587,302	4.66%
6.	Zuber Dhanani	645,259	1.90%
7.	Alchemy India	575,000	1.69%
8.	MPL	532,104	1.56%
9.	Kayum Dhanani	522,846	1.54%
10.	Sanya Dhanani	497,893	1.46%
11.	Azhar Dhanani	497,890	1.46%
12.	Saba Jameel Sayed	497,890	1.46%
13.	Sadiya Dhanani	497,890	1.46%
14.	Zoya Dhanani	444,631	1.31%
15.	Partner Reinsurance	385,000	1.13%
	Total	**32,216,981**	**94.63%**

(b) The list of Shareholders holding 1% or more of the paid-up share capital of the Company as of 10 days prior to the date of filing of this Red Herring Prospectus are as follows:

Sl. No.	Name of the Shareholder	No. of Equity Shares (on a fully diluted basis assuming exercise of all vested options)	Percentage (%)
1.	SHKSL	12,621,116	37.07%
2.	TPL	6,078,402	17.85%
3.	Jubilant	3,650,794	10.72%
4.	PPL	3,182,964	9.35%
5.	Xponentia	1,587,302	4.66%
6.	Kayum Dhanani	830,215	2.44%
7.	Alchemy India	575,000	1.69%
8.	MPL	532,104	1.56%
9.	Sanya Dhanani .	497,893	1.46%
10.	Azhar Dhanani	497,890	1.46%
11.	Saba Jameel Sayed	497,890	1.46%
12.	Sadiya Dhanani	497,890	1.46%
13.	Zuber Dhanani	497,890	1.46%
14.	Zoya Dhanani .	444,631	1.31%

Sl. No.	Name of the Shareholder	No. of Equity Shares (on a fully diluted basis assuming exercise of all vested options)	Percentage (%)
15.	Partner Reinsurance	385,000	1.13%
	Total	**32,376,981**	**95.10%**

(c) The list of Shareholders holding 1% or more of the paid-up share capital of the Company as of one year prior to the date of filing of this Red Herring Prospectus are as follows:

Sl. No.	Name of the Shareholder	No. of Equity Shares (on a fully diluted basis assuming exercise of all vested options)	Percentage (%)
1.	SHKSL	12,621,116	44.90%
2.	TPL	6,078,402	21.62%
3.	PPL	3,182,964	11.32%
4.	Kayum Dhanani	1,298,684	4.62%
5.	Alchemy India	575,000	2.05%
6.	MPL	532,104	1.89%
7.	Sanya Dhanani	497,893	1.77%
8.	Azhar Dhanani	497,890	1.77%
9.	Saba Jameel Sayed	497,890	1.77%
10.	Sadiya Dhanani	497,890	1.77%
11.	Zuber Dhanani	497,890	1.77%
12.	Zoya Dhanani	444,631	1.58%
13.	Partner Reinsurance	385,000	1.37%
	Total	**27,607,354**	**98.22%**

(d) The list of Shareholders holding 1% or more of the paid-up share capital of the Company as of two years prior to the date of filing of this Red Herring Prospectus are as follows:

Sl. No.	Name of the Shareholder	No. of equity shares (on a fully diluted basis assuming exercise of all vested options)	Percentage (%)
1.	SHKSL	12,621,116	45.08%
2.	TPL	6,078,402	21.71%
3.	PPL	3,182,964	11.37%
4.	Kayum Dhanani	1,398,684	5.00%
5.	Alchemy India	575,000	2.05%
6.	MPL	532,104	1.90%
7.	Sanya Dhanani	497,893	1.78%
8.	Azhar Dhanani	497,890	1.78%
9.	Saba Jameel Sayed	497,890	1.78%
10.	Sadiya Dhanani	497,890	1.78%
11.	Zuber Dhanani	497,890	1.78%
12.	Zoya Dhanani	444,631	1.59%
13.	Partner Reinsurance	385,000	1.37%

Sl. No.	Name of the Shareholder	No. of equity shares (on a fully diluted basis assuming exercise of all vested options)	Percentage (%)
	Total	**27,707,354**	**98.95%**

8. Details of Equity Shares held by our Directors and Key Management Personnel in our Company

(i) Set out below are details of the Equity Shares held by our Directors and Key Management Personnel in our Company:

Sl. No.	Name	No. of Equity Shares (on a fully diluted basis assuming exercise of all vested options)	Pre-Offer (%)	Post-Offer (%)
1.	Kayum Dhanani	522,846	1.54	[●]
2.	Suchitra Dhanani	6	0.00*	[●]
3.	Rahul Agrawal	100,000	0.29	[●]
4.	Nagamani CY	1,942**	0.01	[●]
5.	Ahmed Raza Sayed	15,360***	0.05	[●]
6.	Gulshan Kumar Chawla	52,000	0.15	[●]
7.	Amit V Betala	11,134	0.03	[●]

**Negligible*
***Under ESOP 2015, Nagamani CY has 1,942 vested options which have not been exercised.*
**** Under ESOP 2015, Ahmed Raza has 15,360 vested options which have not been exercised.*

(ii) Other than as disclosed above, the Directors and Key Management Personnel of our Company do not hold any Equity Shares.

9. The BRLMs and their respective associates (in accordance with the definition of 'associate company' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended) do not hold any Equity Shares in our Company as on the date of this Red Herring Prospectus. The BRLMs and their associates may engage in transactions with and perform services for our Company, our Promoters or our Subsidiaries, in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, our Promoters or our Subsidiaries for which they may in the future receive customary compensation.

10. All Equity Shares were fully paid up as on the date of allotment and there are no partly paid-up Equity Shares as of the date of this Red Herring Prospectus. Further, all Equity Shares pursuant to the Offer shall be fully-paid up at the time of Allotment.

11. Our Company has not allotted any shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956, or Sections 230-234 of the Companies Act, 2013, as applicable.

12. Our Company has not made any public or rights issue of any kind or class of securities since its incorporation.

13. No payment, direct or indirect in the nature of discount, commission and allowance or otherwise shall be made either by us or our Promoters or the Selling Shareholders to the persons who receive Allotment.

14. Employee stock option scheme

Our Company adopted the ESOP 2015, pursuant to resolutions passed by our Board and Shareholders dated July 1, 2015 and August 26, 2015, respectively. The ESOP 2015 was made consistent with the SEBI SBEB Regulations pursuant to resolutions passed by our Board and Shareholders dated June 15, 2017 and June 30, 2017, respectively. The ESOP 2015 was amended pursuant to resolutions passed by the Board and our

Shareholders dated February 4, 2019 and March 28, 2019 respectively to increase the exercise period from 12 months to 24 months.

The ESOP 2015 was further amended pursuant to the resolution passed by the shareholders on July 23, 2019 to: (i) increase the overall limit of the employee stock options under ESOP 2015; and (ii) to restrict employees who have resigned / been terminated from exercising their vested options. Pursuant to the amendment to the ESOP 2015, vested options can be exercised during the notice period by employees who have resigned. In case of employees whose employment has been terminated by the Company, vested options can be exercised within one month of receiving a notice of termination. The aggregate number of Equity Shares, which may be issued under ESOP 2015, shall not exceed 932,480 Equity Shares of ₹5 each.

Further, the ESOP 2015 was also amended pursuant to the resolution passed by the Board and shareholders on August 5, 2020 and August 27, 2020, respectively to increase the exercise period from 24 months to 60 months, in case of continuation of employment.

The ESOP 2015 is compliant with the SEBI SBEB Regulations and the Companies Act, 2013.

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Options granted</td><td>1,555,604 options including re-issued options
<table>
<tr><th>Year of Grant</th><th>Options Granted</th><th>Total Options Granted</th></tr>
<tr><td>Fiscal Year 2018</td><td>302,859</td><td>516,387</td></tr>
<tr><td>Fiscal Year 2019</td><td>0</td><td>516,387</td></tr>
<tr><td>Fiscal Year 2020</td><td>232,807</td><td>749,194</td></tr>
<tr><td>Fiscal Year 2021 till date</td><td>8,06,410</td><td>1,555,604</td></tr>
<tr><td>Total</td><td>15,55,604</td><td></td></tr>
</table></td></tr>
<tr><td>Pricing formula</td><td>The exercise price shall not be less than the face value of the Equity Shares of the Company and shall not exceed the fair market value of the Equity Shares of the Company on the date of grant.</td></tr>
<tr><td>Vesting Period</td><td>Vesting period varies between one to three years.</td></tr>
<tr><td>Options vested and not exercised</td><td>100,572 options have vested (as on the date of filing this document) and have not been exercised.</td></tr>
<tr><td>Options exercised; Exercise price</td><td>1,650 Equity Shares at ₹279 per Equity Share and 6,124 Equity Shares at exercise price of ₹93 per Equity Share.</td></tr>
<tr><td>The total number of shares arising as a result of exercise of option already granted</td><td>892,929 Equity Shares (includes (a) outstanding options which are in force, net of options lapsed and (b) shares arising as a result of options already exercised) translating to 892,929 Equity Shares of face value of ₹5 each</td></tr>
<tr><td>Options forfeited/lapsed</td><td>662,675 options</td></tr>
<tr><td>Variation of terms of options</td><td>Vesting period shall be one to three years from the date of grant of options or the occurrence of a liquidity event as approved by the Board of the Company, whichever is later.

The exercise period increased from 6 months to 12 months from the date of vesting pursuant to the Shareholders’ resolution dated June 30, 2017.

It was further increased from 12 to 24 months pursuant to the Shareholders’ resolution dated March 28, 2019.

It was further increased from 24 to 60 months pursuant to the Shareholders’ resolution dated August 27, 2020.</td></tr>
<tr><td>Money realised by exercise of options</td><td>₹1,029,882</td></tr>
<tr><td>Total number of options in force as on February 18, 2021</td><td>885,155 options translating to 885,155 Equity Shares of ₹5 each</td></tr>
<tr><td>Employee wise details of options granted to:</td><td></td></tr>
</table>

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>(a) Key Management Personnel (net of re-issued)</td><td>
<table>
<tr><th rowspan="2">S. No.</th><th rowspan="2">Name of KMP</th><th colspan="4">Options granted by Fiscal Year</th></tr>
<tr><th>Fiscal 2018</th><th>Fiscal 2020</th><th>Fiscal 21 (Net of re-issue)</th><th>Total number of options granted</th></tr>
<tr><td>1.</td><td>Ahmed Raza Sayed</td><td>Nil</td><td>5,989</td><td>24,332</td><td>45,681</td></tr>
<tr><td>2.</td><td>Amit V. Betala</td><td>Nil</td><td>5,136</td><td>15,669</td><td>20,805</td></tr>
<tr><td>3.</td><td>Gulshan Kumar Chawla</td><td>Nil</td><td>17,857</td><td>37,698</td><td>55,555</td></tr>
<tr><td>4.</td><td>Mansoor Memon</td><td>Nil</td><td>Nil</td><td>47,619</td><td>47,619</td></tr>
<tr><td>5.</td><td>Nagamani C.Y.</td><td>Nil</td><td>974</td><td>Nil</td><td>2,916</td></tr>
<tr><td>6.</td><td>Rahul Agrawal</td><td>200,000</td><td>Nil</td><td>98,214</td><td>298,214</td></tr>
<tr><td colspan="2">Total options granted to KMPs</td><td>200,000</td><td>29,956</td><td>223,532</td><td>470,790</td></tr>
</table>
</td></tr>
<tr><td>(b) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td>
<table>
<tr><th>S. No</th><th>Fiscal</th><th>Name of employee</th><th>Total number of options granted</th><th>% of total granted</th></tr>
<tr><td>1.</td><td>Financial Year 2018</td><td>Ramamurthy Mohankumar</td><td>15,484</td><td>5.11%</td></tr>
<tr><td>2.</td><td>Financial Year 2018</td><td>Rahul Agrawal</td><td>200,000</td><td>66.04%</td></tr>
<tr><td>3.</td><td>Financial Year 2020</td><td>Gulshan Kumar Chawla</td><td>17,857</td><td>7.67%</td></tr>
<tr><td>4.</td><td>Financial Year 2021</td><td>Rahul Agrawal</td><td>298,214</td><td>36.98%</td></tr>
<tr><td>5.</td><td>Financial Year 2021</td><td>Gulshan Kumar Chawla</td><td>55,555</td><td>6.89%</td></tr>
<tr><td>6.</td><td>Financial Year 2021</td><td>Mansoor Memon</td><td>47,619</td><td>5.91%</td></tr>
</table>
</td></tr>
<tr><td>(c) Identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td>Nil.</td></tr>
<tr><td>Fully diluted Earnings per share- (face value ₹5 per share) Pursuant to issue of Equity Shares on exercise of options calculated in accordance with relevant accounting standards.</td><td>The effect of ESOPs outstanding is anti-dilutive and hence ignored for the purpose of computing Diluted EPS.
<table>
<tr><th>Year</th><th>Reported Diluted EPS as per Consolidated Restated Financial Information</th><th>Reported Diluted EPS as per Restated Standalone Financial Information</th></tr>
<tr><td>Financial Year 2018</td><td>-2.51</td><td>7.03</td></tr>
<tr><td>Financial Year 2019</td><td>-14.45</td><td>-13.96</td></tr>
<tr><td>Financial Year 2020</td><td>-11.77</td><td>-33.11</td></tr>
<tr><td>Financial Year 2020 till November 30, 2020</td><td>-35.96</td><td>-28.50</td></tr>
</table>
</td></tr>
<tr><td>Lock-In</td><td>No lock-in post exercise of option.</td></tr>
<tr><td>Impact on profit and Earnings per share- (face value Rs 5 per share) of</td><td>Employee stock options granted under ESOP 2015 are accounted for under the Indian Accounting Standard (Ind AS) 102 Share based payments. The same is in accordance with the SEBI ESOP Regulations.</td></tr>
</table>

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of the options granted in the last three years</td><td>Since the accounting policies complied with SEBI ESOP regulations, there is no impact.</td></tr>
<tr><td>Differences, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and its impact on profits and on the Earnings per Share (face value ₹5 per Equity Share)</td><td>Not applicable.</td></tr>
<tr><td>Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the options</td><td>The employee stock options granted in terms of this plan is accounted for under the Fair Value Method. For estimating the fair value of options, our Company has adopted the Black Scholes method with the following assumptions:
<table>
<tr><th>Particulars</th><th>Financial Year 2021 till February 18, 2021</th><th>Financial Year 2020</th><th>Financial Year 2019</th><th>Financial Year 2018</th></tr>
<tr><td>Risk Free Interest Rate</td><td>5.48 % for 1 year
5.96 % for 2 years
5.96 % for 3 years</td><td>6.76%</td><td>NA</td><td>6.68%</td></tr>
<tr><td>Option life</td><td>1-3 years</td><td>3 years</td><td>NA</td><td>3 years</td></tr>
<tr><td>Expected period from the date of vesting</td><td>1 month</td><td>3 years</td><td>NA</td><td>3 years</td></tr>
<tr><td>Expected Annual Volatility of Shares</td><td>44.63% for 1 year
59.77% for 2 years
62.35% for 3 years</td><td>31.30%</td><td>NA</td><td>3.02%</td></tr>
<tr><td>Expected Dividend Yield</td><td>0.20%</td><td>0.20%</td><td>NA</td><td>0.15%</td></tr>
</table></td></tr>
<tr><td>Intention of the Key Management Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the date of listing of Equity Shares pursuant to the Offer</td><td>Not applicable; No Equity Shares have been allotted to KMPs/ Whole-time Directors on the exercise of options.</td></tr>
<tr><td>Intention to sell Equity Shares arising out of the ESOP 2015 within three months after the date of listing of Equity Shares by Directors, senior managerial personnel and employees having Equity Shares arising out of ESOP 2015 amounting to more than 1 % of the issued capital (excluding</td><td>Not applicable; No Equity Shares have been allotted to KMPs/Whole-time directors on the exercise of options.</td></tr>
</table>

Particulars	Details
outstanding warrants and conversions), which *inter alia* shall include name, designation and quantum of the Equity Shares issued under the ESOP 2015 and the quantum they intend to sell within 3 months.	

15. Except as stated below, none of the members of our Promoter Group, our Promoters, our Directors, directors of SHL and/or SHKSL and their respective relatives has purchased or sold any securities of our Company during the period of six months immediately preceding the date of filing of this Red Herring Prospectus with the SEBI.

Name of the Promoter	Date of allotment/ Transfer	Nature of transaction	Number of Equity Shares Transferred
Kayum Dhanani	December 11, 2020	Transfer to Avvanti Advisors Private Limited	119,048 Equity Shares
Kayum Dhanani	December 30, 2020	Transfer to Avvanti Advisors Private Limited	30,000 Equity Shares
Kayum Dhanani	December 31, 2020	Transfer to Avvanti Advisors Private Limited	30,000 Equity Shares
Kayum Dhanani	December 31, 2020	Transfer to Suresh Kumar Agarwal	16,000 Equity Shares
Kayum Dhanani	January 21, 2021	Transfer to Nimit Jateen Tanna HUF	7,143 Equity Shares
Kayum Dhanani	January 21, 2021	Transfer to Avvanti Advisors Private Limited	28,571 Equity Shares
Kayum Dhanani	January 21, 2021	Transfer to QRG Investments and Holdings Limited	114,286 Equity Shares
Kayum Dhanani	January 28, 2021	Transfer to Avvanti Advisors Private Limited	15,000 Equity Shares
Kayum Dhanani	February 11, 2021	Transfer to Naman Jayeshbhai Shah	25,000 Equity Shares
Kayum Dhanani	February 12, 2021	Transfer to Universal Trustees Pvt Ltd	25,000 Equity Shares
Kayum Dhanani	February 12, 2021	Transfer to Vikram Indrajit Shah	25,000 Equity Shares
Kayum Dhanani	February 19, 2021	Transfer to Lalit Jalan	15,000 Equity Shares
Kayum Dhanani	February 19, 2021	Transfer to Avvanti Advisors Private Limited	10,000 Equity Shares
Kayum Dhanani	February 19, 2021	Transfer to Krish Kalro	8,421 Equity Shares
Kayum Dhanani	March 12, 2021	Transfer to Rupal Paveet Amin	2,286 Equity Shares
Kayum Dhanani	March 12, 2021	Transfer to Paveet Girishbhai Amin	2,857 Equity Shares
Kayum Dhanani	March 12, 2021	Transfer to Rupal Paveet Amin	2,857 Equity Shares

Name of the Promoter	Date of allotment/ Transfer	Nature of transaction	Number of Equity Shares Transferred
Kayum Dhanani	March 12, 2021	Transfer to Venkata Satya Seshukumar Chilukuri	7,000 Equity Shares
Kayum Dhanani	March 12, 2021	Transfer to Avvanti Advisors Private Limited	10,000 Equity Shares
Kayum Dhanani	March 15, 2021	Transfer to Rurash Financials Pvt Ltd	40,000 Equity Shares
Kayum Dhanani	March 15, 2021	Transfer to Jay Praful Shah and Binal Jay	20,000 Equity Shares
Kayum Dhanani	March 15, 2021	Transfer to Mahesh Nekkanti	32,500 Equity Shares
Kayum Dhanani	March 15, 2021	Transfer to Potru Rama Devi	32,500 Equity Shares
Kayum Dhanani	March 15, 2021	Transfer to Deepak Khetan	10,000 Equity Shares
Kayum Dhanani	March 15, 2021	Transfer to Zuber Dhanani*	147,369 Equity Shares

**Member of the Promoter Group*

16. As of the date of the filing of this Red Herring Prospectus, the total number of our Shareholders is 694.

17. Neither our Company nor our Directors have and, neither our Company nor our Directors shall enter, into buyback arrangements for purchase of the Equity Shares to be offered as a part of the Offer. Further, the BRLMs have not made any buy-back arrangements for purchase of Equity Shares from any person.

18. Our Promoters and members of the Promoter Group and our Group Entities will not submit Bids, or otherwise participate in this Offer, except to the extent of offering the Offered Shares in the Offer for Sale. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs); nor (ii) any person related to the Promoters or Promoter Group can apply under the Anchor Investor Portion.

19. There have been no financing arrangements whereby our Promoters, Promoter Group, our Directors, directors of SHL and SHKSL, and their respective relatives have financed the purchase by any other person of securities of our Company during a period of six months preceding the date of filing of the Draft Red Herring Prospectus and this Red Herring Prospectus.

20. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise. Provided, however, that the foregoing restrictions do not apply to: (a) the issuance of any Equity Shares under the Offer; and (b) any issuance, offer, sale or any other transfer or transaction of a kind referred to above of any Equity Shares under or in connection with the exercise of any stock options pursuant to ESOP 2015, as disclosed in this Red Herring Prospectus and as will be disclosed in the Prospectus, provided they have been approved by our Board.

21. Except for any issue of Equity Shares pursuant to exercise of employee stock options granted under ESOP 2015 and Equity Shares allotted pursuant to the Fresh Issue, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Red Herring Prospectus with the SEBI until the Equity Shares have been listed on the Stock Exchanges.

22. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

23. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

24. Our Company shall ensure that transactions in the Equity Shares by our Promoters and the Promoter Group between the date of filing of the Draft Red Herring Prospectus and the date of closure of the Offer shall be intimated to the Stock Exchange within 24 hours of such transaction.

25. No person connected with the Offer, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, our Directors, our Promoters, members of our Promoter Group or Group Entities, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

26. Except options granted pursuant to ESOP 2015, there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares, as on the date of this Red Herring Prospectus.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale.

Offer for Sale

Each of the Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale, after deducting their portion of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale.

All costs, fees and expenses in relation to the Offer, other than the listing fees which shall be borne by the Company, shall be shared between the Company and the Selling Shareholders respectively, in accordance with applicable law.

Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, other than the listing fees, each Selling Shareholder shall reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of the respective Selling Shareholder, on a *pro rata* basis in proportion to their respective portion of the Offered Shares. However, in the event that the Offer is withdrawn or not completed for any reason whatsoever, all Offer related expenses will be shared by our Company and the Selling Shareholders.

Fresh Issue

The Net Proceeds are proposed to be utilised in the following manner:

1. capital expenditure for expansion and opening of new restaurants by the Company;

2. prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company on a consolidated basis; and

3. general corporate purposes

(collectively, the "**Objects**").

In addition to the Objects, our Company intends to receive the benefits of listing of its Equity Shares on the Stock Exchanges.

The main objects and the objects incidental and ancillary to the main objects of our MoA enable our Company to undertake: (i) our existing business activities; (ii) activities for which funds are being raised by us through the Fresh Issue; and (iii) activities for which loans were raised and which are proposed to be prepaid or repaid from the Net Proceeds and funds earmarked towards general corporate purposes shall be used.

Net Proceeds

The details of the proceeds of the Fresh Issue are summarised in the table below:

(in ₹ million)

Particulars	Amount**
Gross Proceeds of the Fresh Issue	Up to 1,800[(1)]
Less: Offer expenses apportioned to our Company*	[●]
Net Proceeds	[●]

**Other than the listing fees which will be paid by our Company, all costs, fees and expenses with respect to the Offer will be shared amongst our Company and the Selling Shareholders, on a pro rata basis, in proportion to the number of Equity Shares, allotted by our Company in the Fresh Issue and sold by each Selling Shareholder in the Offer for Sale, upon the successful completion of the Issue, in accordance with applicable law.*

(1) Our Company had filed the Draft Red Herring Prospectus with a fresh issue size of up to Rs.2,750 million. Subsequently, our Company has increased the size of the fresh issue as disclosed in the Draft Red Herring Prospectus in accordance with Schedule XVI(2)(a)(iii) of the SEBI ICDR Regulations to up to ₹3,299.69 million. Our Company and TPL have undertaken a Pre-IPO Placement of 5,951,132 Equity Shares for an aggregate amount equal to approximately ₹1,499.69 million. Pursuant to the Pre-IPO Placement, the size of the fresh issue of up to ₹3,299.69 million is

reduced by approximately ₹1,499.69 million, and accordingly, the size of the Fresh Issue is up to ₹1,800 million. For details on the Pre-IPO Placement, see "Capital Structure – Notes to the Capital Structure – Equity Share Capital History of our Company" on page 104.

***To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

Utilisation of proceeds from the Pre-IPO Placement:

Our Company has completed a Pre-IPO Placement of INR1,499.69 million. Out of the above, an amount of INR 848.23 million has been utilised for repayment of loans of the Company and an amount of INR 351.46 million has been spent on general corporate purposes. Pending utilisation, the balance funds have been parked in fixed deposits with scheduled commercial banks and will be utilised for repayment of debt of the Company and its subsidiaries as applicable.

Requirements of funds and utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised towards the following Objects:

(in ₹ million)

Objects	Amount
Capital expenditure for expansion and opening of new restaurants by the Company	546.19
Prepayment or repayment of all or a portion of certain outstanding borrowings obtained by our Company on a consolidated basis	750.00
General corporate purposes*	[●]
Total	[●]

**To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.*

Proposed schedule of implementation and deployment of Net Proceeds

Our Company proposes to deploy the Net Proceeds for the aforesaid purpose in accordance with the schedule of deployment of funds set forth in the table below. As on the date of this Red Herring Prospectus, our Company has not deployed any funds towards the Net Proceeds:

(in ₹ million)

Objects	Amount	Amount to be deployed from the Net Proceeds in Fiscal 2022	Amount to be deployed from the Net Proceeds in Fiscal 2023
Capital expenditure for expansion and opening of new restaurants by the Company	546.19	420.15	126.04
Prepayment or repayment of all or a portion of certain outstanding borrowings obtained by our Company on a consolidated basis	750.00	750.00	Nil
General corporate purposes*	[●]		
Total	[●]	[●]	[●]

**To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.*
***Note: Details included in the table above are subject to rounding differences.*

The fund requirements and the proposed deployment of funds set out above for expansion and opening of new restaurants by the Company, prepayment or repayment of all or a portion of certain outstanding borrowings obtained by our Company on a consolidated basis and general corporate purposes from the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency, and are based on current and valid quotations received from vendors and suppliers, which are subject to change in the near future. Further, these are based on current conditions and are subject to revisions as a consequence of changes in external circumstances or costs, or our financial condition, business or strategy. For further details of factors that may affect these estimates, see section "*Risk Factors – Our funding*

requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency." on page 71.

Given the dynamic nature of our business, we may have to revise our funding requirements and deployment of funds on account of a variety of factors such as our financial condition, business and strategy, including external factors such as market conditions, competitive environment, interest or exchange rate fluctuations and finance charges, which may not be within the control of the management of our Company. This may entail rescheduling and revising the schedule of the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of the management of our Company in accordance with applicable law. In the event that the funds required to achieve an Object are higher than what is contemplated above, such additional funds will be raised by the Company or funded from internal accruals. If the actual utilisation is lower than the proposed deployment set out above, such excess will be used for general corporate purposes, subject to applicable law. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the Objects, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Offer. If surplus funds are unavailable, the required financing will be through our internal accruals and / or debt, as required subject to compliance with applicable law. Further, our Company may, during the period of scheduled deployment, consider setting up additional restaurants over and above the number of restaurants proposed to be set-up from the proposed utilisation of the Net Proceeds. The requirement of funds for setting-up such additional restaurants will be met by way of internal accruals or by seeking additional debt from existing and future lenders or such other means as available to our Company. Further, our Company may decide to accelerate the estimated expansion and opening of new restaurants by the Company ahead of the schedule specified above. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects within the Fiscals as contemplated above, our Company will deploy the unutilised portion of such Net Proceeds in the succeeding Fiscal for such purpose.

Details of the Objects

1. Capital expenditure for expansion and opening of new restaurants by the Company

We propose to utilise a portion of the Net Proceeds towards capital expenditure for expansion and opening of new restaurants by the Company. The details of such expansion plans and the estimated costs proposed to be funded from the Net Proceeds are enumerated below.

We plan to leverage the brand equity of our brand, "Barbeque Nation", to expand within our existing markets and explore new markets with the intent to expand our footprint and further increase our market share. As per our growth plans, we plan to expand by setting-up new Barbeque Nation restaurants in metros, Tier I and Tier II cities in India in order to meet the growing demand of casual dining restaurants amongst consumers within these markets.

We intend to utilise a portion of Net Proceeds aggregating to ₹546.19 million for setting up 26 new Barbeque Nation Restaurants during Fiscal 2022 and Fiscal 2023. The premises for the proposed new restaurants are expected to be leased.

We propose to open the following restaurants in Fiscal 2022 and Fiscal 2023 from the Net Proceeds.

Year	Number of Barbeque Nation Restaurants to be opened using the Net Proceeds
Fiscal 2022	20
Fiscal 2023	6

The cost of setting up new Barbeque Nation restaurants generally comprises set-up costs such as:

(i). cost of civil interior, electrical and other related matters;

(ii). cost of air conditioning, ventilation and other related matters;

(iii). cost of furniture and fixtures;
(iv). cost of kitchen equipment and other related costs;
(v). cost of diesel generators and cables;
(vi). information technology costs; and
(vii). cost of kitchen accessories and other related costs.

Methodology for computation of estimated costs

The size of our Barbeque Nation restaurants varies across regions and is dependent on various factors such as availability of suitable locations, addressable market, lease rentals and competition within a given region or across regions. The average size of a Barbeque Nation restaurant i) in a metro city, ranges from about 5,000 square feet to 5,500 square feet; ii) in a Tier I city, ranges from 4,500 square feet to 5,000 square feet; and iii) in a Tier II city, ranges from about 3,500 square feet to 4,000 square feet. Considering our business plan for setting up new Barbeque Nation restaurants across regions, we have considered an average restaurant size of 4000 square feet for arriving at the estimated costs for setting up Barbeque Nation restaurants across regions and metro, Tier I and Tier II cities.

Our estimates are based on (i) valid and existing quotations received from our empanelled pan-India contractors or from vendors from whom we have purchased similar items for our restaurants in the past; and (ii) our internal estimates for specifications and item requirements based on our prior experience of setting up similar restaurants in the past.

The table below sets forth the total estimated cost for setting-up of a new Barbeque Nation restaurant:

(in ₹ million)

Particulars	Amount
Cost of civil, interiors, electrical and other related costs	9.06
Cost of air-condition, ventilation and other related costs	3.67
Costs of furniture & fixtures	1.66
Costs of kitchen equipment and other related costs	3.40
Costs of diesel generators and cables	0.98
Information technology costs	0.85
Costs of kitchen accessories and other related costs	1.39
Total estimated cost per restaurant	**21.01**

Details included in the table above are subject to rounding differences.

A detailed breakdown of these estimated costs is as follows:

Costs of civil, interior, electrical and other related costs: These costs would include, *inter alia*, costs in relation to fit-out charges including civil work, carpentry work, glass work, setting up false ceiling, painting and polishing, plumbing, fitting gas pipelines, electrical panelling and other electrical works. The table below sets forth the basis of our estimation for the total civil interior, electrical and other related costs:

(in ₹ million)

Particulars	Total Estimated Costs
Civil work	3.27[(1)]
Carpentry work	1.94[(1)]
Painting and polishing	0.49[(1)]
Plumbing	0.25[(1)]
Others	3.11[(1)(2)]
Total estimated costs per restaurant	**9.06**

[(1)]Based on quotation dated January 10, 2021 from Riya Buildcon
[(2)]Based on quotations dated January 9, 2021 from E Nine Creative and dated January 11, 2021 from Jaquar & Company Pvt. Ltd.
Details included in the table above are subject to rounding differences.

Costs of air conditioning, ventilation and other related costs: These costs would include, *inter alia*, the costs in relation to purchasing and installing air conditioning systems, exhaust/fresh air systems and air cleaners. The table below sets forth the basis of our estimation for the total air conditioning, ventilation and related costs:

(in ₹ million)

Particulars	Total Estimated Costs
Air conditioning system	1.98[(1)]
Exhaust / fresh air system	1.19[(2)]
Air cleaner	0.51[(3)]
Total estimated costs per restaurant	**3.67**

[(1)] Based on quotations dated January 11, 2021 from Blue Star Limited
[(2)] Based on quotation dated January 12, 2021 from APC Air Control
[(3)] Based on quotation dated January 15, 2021 from Johnson Controls S Pte Limited. Based on FBIL Reference Rate of 1USD =₹73.0243 as of January 15, 2021
Details included in the table above are subject to rounding differences.

Costs of furniture and fixtures: These costs would include, *inter alia*, the costs in relation to purchasing furniture such as sofas, chairs and music systems. The table below sets forth the basis of our estimation for the furniture and fixtures related costs:

(in ₹ million)

Particulars	Total Estimated Costs
Standard seating furniture	1.51[(1)]
Music system	0.15[(2)]
Total estimated costs per restaurant	**1.66**

[(1)] Based on the quotation dated January 8, 2021 from Furniture House.
[(2)] Based on the quotation dated January 8, 2021 from Rontek Systems

Details included in the table above are subject to rounding differences.

Costs of kitchen equipment and other related costs: These costs would include, *inter alia*, the costs in relation to purchasing kitchen equipment such as those in the display kitchen area, the remainder of the kitchen, bakery, dish-wash and grill tandoor area, cafeteria and the bar area. These would also include other related costs such as refrigeration equipment, dishwashers and glass washers. The table below sets forth the basis of our estimation for the total kitchen equipment and related costs:

(in ₹ million)

Particulars	Total Estimated Costs
Kitchen equipment	1.91[(1)]
Refrigeration equipment	1.14[(2)]
Dishwasher and glass washer	0.35[(3)]
Total estimated costs per restaurant	**3.40**

[(1)] Based on quotations dated January 12, 2021 from Sri Rajalakshmi Commercial Kitchen Equipment Private Limited
[(2)] Based on quotation dated January 10, 2021 from Meghdoot Refrigeration Industries Pvt. Ltd
[(3)] Based on quotation dated January 8, 2021 from IFB Industries Limited
Details included in the table above are subject to rounding differences.

Costs of diesel generators and cables: These costs would include, *inter alia*, the costs to be incurred in relation to acquiring power back up sets and other installation related costs such as exhaust pipe, cabling and safety systems. The table below sets forth the basis of our estimation for the diesel generator and cable costs:

(in ₹ million)

Particulars	Total Estimated Costs
Total estimated costs per restaurant	0.98[(1)]

[(1)] Based on quotation dated January 11, 2021 from Jackson Limited
Details included in the table above are subject to rounding differences.

Information technology costs: These costs would include, *inter alia*, the costs for purchasing and installing information technology equipment such as servers, desktops, laptops, printers, CCTV and purchasing software licenses. The table below sets forth the basis of our estimation for the DG and cable costs:

(in ₹ million)

Particulars	Total Estimated Costs
Total estimated costs per restaurant	0.85[(1)]

[(1)]Based on quotation dated January 11, 2021 from Sarada Enterprises
Details included in the table above are subject to rounding differences.

Costs of kitchen accessories and other related costs: These costs would include, *inter alia*, the costs for purchasing utensils, pots & pans, cutlery, glassware, crockery, uniforms and other operating material. The table below sets forth the basis of our estimation for the kitchen accessories and other costs:

(in ₹ million)

Particulars	Total Estimated Costs
Utensils	1.13[(1)]
Crockery	0.17[(2)]
Uniform	0.09[(3)]
Total estimated costs per restaurant	**1.39**

[(1)] Based on quotation dated January 11, 2021 from Varada Glass & Crockeries
[(2)] Based on quotation dated January 11, 2021 from Umberto Ceramics International Pvt. Ltd.
[(3)] Based on quotation dated January 11, 2021 from Dacs Inc
Details included in the table above are subject to rounding differences.

All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with any contractors or vendors for the matters set out above. There can be no assurance that the estimates received from such contractors and vendors will not change at the time of entering into definitive agreements with them, and consequently there can be no assurance that we will enter into definitive agreements with the same contractors and vendors from whom we have received such estimates.

Our Promoter or Directors or Group Companies have no interest in the proposed procurements, as stated above.

2. Prepayment or repayment of all or a portion of certain outstanding borrowings obtained by our Company on a consolidated basis

Our Company and our Subsidiary, Barbeque Nation (MENA) Holding Limited, have entered into financing arrangements with banks and financial institutions including borrowings in the form of terms loans, and fund based and non-fund based working capital facilities. For details of these financing arrangements including indicative terms and conditions and outstanding borrowings as of January 31, 2021, see "*Financial Indebtedness*" on page 433.

Our Company intends to utilize ₹750 million of the Net Proceeds towards repayment or prepayment of all or a portion of the principal amount on certain loans availed by our Company and our Subsidiary, Barbeque Nation (MENA) Holding Limited, and the accrued interest thereon. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds. Given the nature of the borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company and our Subsidiary, Barbeque Nation (MENA) Holding Limited, may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment. Accordingly, our Company may utilise the Net Proceeds for repayment/prepayment of any such refinanced facilities (including any prepayment fees or penalties thereon) or any additional facilities obtained by our Company and our Subsidiary, Barbeque Nation (MENA) Holding Limited. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, will not exceed 750 million. Given the nature of these borrowings and the terms of repayment/pre-payment, the aggregate outstanding borrowing amounts may vary from time to time.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including: (i) cost of the borrowing, including applicable interest rates; (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions; (iii) receipt of consents for prepayment from the respective lenders; (iv) terms and conditions of such consents and waivers; (v) levy of any prepayment penalties and the quantum thereof; (vi) provisions of any laws, rules and regulations governing such borrowings; and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

We believe that such repayment or prepayment will help reduce our outstanding indebtedness and our debt-equity ratio on a consolidated basis and enable utilization of the internal accruals for further investment towards business growth and expansion. In addition, we believe that this will improve our ability to raise further resources in the future to fund potential business development opportunities.

To the extent the Net Proceeds of the Offer are utilized to repay/pre-pay any of the loans availed by our Subsidiary, Barbeque Nation (MENA) Holding Limited, we will, subject to compliance with Indian foreign exchange regulations, provide a portion of the Net Proceeds of the Offer to Barbeque Nation (MENA) Holding Limited in the form of debt at an interest rate of 0.25 % higher than the lending rate charged to the Company by banks and financial institutions. This loan facility will be unsecured and repayable on demand. Under the terms of the loan, the drawdown amounts will be utilised solely for the purpose of repayment of the loans outstanding towards Axis Bank Limited and Yes Bank Limited (both being USD denominated term loan) as on January 31, 2021 in the books of Barbeque Nation (MENA) Holding Limited.

The details of certain outstanding borrowings proposed for repayment or prepayment, in part or in full, from the Net Proceeds, which are outstanding as on January 31, 2021 are set forth below:

Name of the borrower	Name of the lender	Nature of loan	Amount sanctioned (₹ in million)	Amount outstanding as on January 31, 2021 (₹ in million)	Repayment schedule	Prepayment Conditions	Purpose for which the loan was sanctioned
Barbeque-Nation Hospitality Limited	Axis Bank Limited(1)	Foreign Currency Term Loan	100.00	16.94*	To be repaid in 60 equal monthly instalments from May 2016 to April 2021 (extended upto September 2021, after considering the moratorium allowed by RBI pursuant to COVID-19).	Note 1	To part finance the capital expenditure incurred/to be incurred on existing and proposed facilities of the Company.
Barbeque-Nation Hospitality Limited	Axis Bank Limited(1)	Term Loan	90.00	57.00 *	To be repaid in 60 equal monthly instalments from October 2018 to September 2023 (extended upto February 2024, after considering the moratorium allowed by RBI pursuant to COVID-19).	Note 2	To part finance the capital expenditure to be incurred for opening 4 new outlets in tier 1 cities.
			50.00	15.20*	To be repaid in 42 defined monthly instalments from March 2018 to August 2021 (extended upto January 2022, after considering the moratorium allowed by RBI pursuant to COVID-19).	Note 2	For meeting the marketing, promotional and brand building expenditure of FY 2017.
			400.00	313.33*	To be repaid in 60 equal monthly instalments after a moratorium of six months from July 2019 to June 2024	Note 3	For refurbishment and maintenance of the existing restaurants, IT infrastructure and other general capital expenditure and opening of new Barbeque

					(extended upto November 2024, after considering the moratorium allowed by RBI pursuant to COVID-19)		Nation Restaurants in FY 2019/FY 2020
			250.00	225.16*	To be repaid in 54 equal monthly instalments after a moratorium of six months from the date of first disbursement from September 2020 to February 2025 (after considering the moratorium allowed by RBI pursuant to COVID 19).	Note 3	For opening new Barbeque Nation Restaurants in FY 2020
Barbeque-Nation Hospitality Limited	Yes Bank Limited	Term Loan	100.00	18.42*	To be repaid in 19 defined quarterly instalments from October 2017 to April 2022 (extended upto October 2022, after considering the moratorium allowed by RBI pursuant to COVID-19)	Note 4	For capital expenditure towards new outlets and long -term working capital purposes**.**
				17.50*	To be repaid in 20 equal quarterly instalments from July 2017 to April 2022 (extended upto October 2022, after considering the moratorium allowed by RBI pursuant to COVID-19)		
Barbeque Nation (MENA) Holding Limited	Axis Bank Limited	USD denominated Term Loan-	72.95	38.12**	To be repaid in 11 defined half yearly instalments after a	Requires prior consent of the lender***	Capital expenditure for new Barbeque Nation restaurants

					12-month moratorium period.		
Barbeque Nation (MENA) Holding Limited	Yes Bank Limited	USD denominated Term Loan-	729.52	437.71**	Quarterly Instalment	Requires prior consent of the lender***	Capital expenditure for new Barbeque Nation restaurants
Total			**1,792.47**	**1,139.38**			

**Our Statutory Auditors have issued a report dated February 22, 2021 wherein they have performed agreed-upon procedures (in accordance with SRS 4400 issued by the ICAI) and have reported that the aforementioned borrowings have been utilized towards the purposes for which such borrowings were sanctioned.*

*** The statutory auditor of Barbeque Nation (MENA) Holding has in its certificate dated February 20, 2021 certified that the loans obtained by Barbeque Nation (MENA) Holding have been utilised for the purpose for which they were availed and also the amount outstanding as of January 31, 2021. The amounts above reflect the INR equivalent of USD using an exchange rate of USD to INR of 72.95 (closing rate on January 29, 2021 taken from https://fbil.org.in/securities?op=referencerate&mq=o)*

(1) For further details, please see "Risk Factors – A portion of the Net Proceeds may be utilised for repayment or pre-payment of loans taken from an affiliate of one of the Book Running Lead Managers to the Offer." on page 71.

Note 1: Terms and conditions of prepayment of the loan will be determined by the bank.

Note 2: Prepayment of loan permitted by giving prior notice of seven days without any prepayment penalty, provided that the prepayment is made out of internal accruals and equity investment. In any other case, a prepayment penalty of 2% on amount prepaid is applicable.

Note 3: A prepayment penalty of 2% of the amount prepaid is applicable which can be waived when the payment is made from internal cash accruals/ IPO proceeds/ permitted mezzanine debt, provided a prior written notice of not less than 7 business days is given.

Note 4: 1% on the prepayment amount. Prepayment charges will be waived if the prepayment is done from internal cash accruals / equity infusion No prepayment premium is applicable for the prepayment made from the proceeds of loan/equity infusion from the promoters or in case of Mandatory Prepayment or in case of prepayment on account of increase in spread.

****Axis Bank Limited and Yes Bank Limited have, pursuant to letters dated February 19, 2021, separately provided their consent for prepayment of their respective loans from the IPO proceeds.*

3. General Corporate Purposes

The Net Proceeds will first be utilised for the Objects as set out above. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, subject to such utilisation for general corporate purposes not exceeding 25% of the gross proceeds of the Fresh Issue, in compliance with Regulation 7(2) of the SEBI ICDR Regulations. The allocation or quantum of utilisation of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilising surplus amounts, if any.

The general corporate purposes for which our Company proposes to utilise Net Proceeds include brand building and marketing efforts, acquisition of fixed assets, meeting expenses incurred towards any strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, investment in our Subsidiaries, long term or short term working capital requirements, meeting exigencies and expenses incurred by our Company in the ordinary course of business. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and as approved periodically by the Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of the Board, shall have flexibility in utilising surplus amounts, if any.

Means of Finance

We propose to fund the requirements of the following Objects entirely from the Net Proceeds:

1. capital expenditure for expansion and opening of new restaurants by the Company;

2. prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company on a consolidated basis; and

3. general corporate purposes

Accordingly, since our Company does not propose to fund a project from the Net Proceeds, we confirm that the requirement under the SEBI ICDR Regulations for firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance for a specific project proposed to be funded from the issue proceeds, (excluding the amount to be raised through the Offer) does not apply.

Our fund requirements and deployment of the Net Proceeds with regard to the Objects are based on internal management estimates in view of the current condition of our business and have not been appraised by any bank or financial institution or other independent agency. We operate in a highly competitive and dynamic industry and may have to revise our estimates from time to time on account of changes in external circumstances or costs, or changes in other financial conditions, business or strategy. In case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements may be financed through our internal accruals and/or incremental debt from existing and future lenders, as required. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing Objects, if required, and general corporate purposes, to the extent that the total amount to be utilised towards the general corporate purposes will not exceed 25% of the gross proceeds of the Fresh Issue in compliance with the SEBI ICDR Regulations.

In the event that estimated utilisation out of the Net Proceeds towards the Objects in a Fiscal is not completely met, due to any reason, the same shall be utilised (in part or full) in the subsequent period towards the Objects, as may be determined by our Company, in accordance with applicable law.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. All costs, charges, fees and expenses that are associated with and incurred in connection with the Offer including, *inter-alia*, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies and any other Governmental Authority, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the legal counsel to the Company and the Indian legal counsel to the Managers, fees and expenses of the statutory auditors, registrar fees, Sponsor Bank's fees, broker fees (including fees for procuring of applications), bank charges, fees and expenses of the Managers, syndicate members, Self-Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne by each of the Company and the Selling Shareholders.

Activity	Estimated Amount (in ₹ million) (1)	As a % of the total estimated Offer Expenses (1)	As a % of the Offer Size (1)
Fees payable to the BRLMs (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Brokerage, selling commission and bidding charges for members of the Syndicate, SCSBs, Registered Brokers, CRTAs and CDPs(2)	[●]	[●]	[●]
Selling commission/processing fee for SCSBs and Bankers to the Offer and fees payable to the Sponsor Banks for Bids made by RIBs using UPI (2)	[●]	[●]	[●]
Others			
Listing fees, SEBI filing fees, book building software fees, upload fees, BSE and NSE processing fees and other regulatory expenses	[●]	[●]	[●]
Fees payable to the legal counsels	[●]	[●]	[●]
Fees payable to the Monitoring Agency	[●]	[●]	[●]
Printing and stationery expenses	[●]	[●]	[●]
Advertising and marketing expenses for the Issue	[●]	[●]	[●]
Other advisors to the Issue	[●]	[●]	[●]
Miscellaneous	[●]	[●]	[●]
Total	**[●]**	**[●]**	**[●]**

Note 1:
(1) Amounts and % (as the case may be) will be finalised and incorporated in the Prospectus on determination of Offer Price.
(2) Selling commission payable to the SCSBs on the portion for Retail Individual Investors, Non-Institutional Investors and the Employee Reservation Portion, which are directly procured and uploaded by them, would be as follows:

Portion for Retail Individual Investors	*0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Investors	*0.20% of the Amount Allotted* (plus applicable taxes)*
Employee Reservation Portion	*0.25% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*
No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

Processing fees payable to the SCSBs of ₹10 per valid application (plus applicable taxes) for processing the Bid cum Application Form of Retail Individual Investors, Non-Institutional Investors and Eligible Employees procured from the Syndicate /sub-syndicate members/Registered Brokers / RTAs /CDPs and submitted to SCSBs for blocking.

***For Syndicate (including their sub-syndicate members), RTAs and CDPs**:*
Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Investors (using the UPI Mechanism),portion for Non-Institutional Investors and Eligible Employees which are procured by members of Syndicate (including their sub-syndicate members),

RTAs and CDPs or for using 3-in 1 type accounts - linked online trading, demat & bank accounts provided by some of the brokers which are members of the Syndicate (including their sub-syndicate members) would be as follows:

Portion for Retail Individual Investors	*₹ 0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Investors	*₹ 0.20% of the Amount Allotted* (plus applicable taxes)*
Employee Reservation Portion	*₹ 0.25% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The selling commission payable to the Syndicate/sub-syndicate members will be determined on the basis of the application form number/series, provided that the application is also bid by the respective Syndicate/sub-syndicate member. For clarification, if a Syndicate ASBA application on the application form number/series of a Syndicate/ sub-syndicate member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / sub-syndicate member.

The payment of selling commission payable to the sub-brokers/agents of sub-syndicate members are to be handled directly by the respective Sub-Syndicate Member.

The selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

Uploading charges/processing charges of ₹ 30 per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, RTAs and CDPs:

- *for applications made by Retail Individual Investors using the UPI Mechanism*
- *for applications made by Employee Reservation Portion*

Uploading charges/processing charges of INR ₹10 per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate (including their sub-syndicate members), RTAs and CDPs:

- *for applications made by Retail Individual Investors and Employee Reservation Portion using 3-in- 1 type accounts/Syndicate ASBA mechanism*
- *for Non-Institutional Bids using Syndicate ASBA mechanism/using 3- in -1 type accounts.*

The Bidding/uploading charges payable to the Syndicate/sub-syndicate members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

For Registered Brokers

Selling commission payable to the Registered Brokers on the portion Retail Individual Investors procured through UPI Mechanism, Employee Reservation Portion and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:

Portion for Retail Individual Bidders, Employee Reservation Portion & Non-Institutional Bidders	*₹10 per valid application* (plus applicable taxes)*

**Based on valid applications*

For Sponsor Bank

Processing fees payable for applications made by Retail Individual Investors using the UPI Mechanism would be as follows:

Sponsor Bank	*₹ 10 per valid Bid cum Application Form*(plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

** For each valid application*

Interim Use of Net Proceeds

Our Company, in accordance with the policies established by the Board, from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds in deposits with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, for the necessary duration. Such investments will be approved by the Board of Directors from time to time. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity shares of any other listed company or for any investment in the equity markets.

Bridge Loan

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring of Utilisation of Funds

Axis Bank Limited has been appointed as the Monitoring Agency for monitoring the utilization of Net Proceeds, as our Offer size (excluding the Offer for Sale by the Selling Shareholders) exceeds ₹1,000 million in terms of Regulation 41(1) of the SEBI ICDR Regulations. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such Fiscals, as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 18(3) and 32(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors. Further, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the Net proceeds from the Objects, as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the Objects, as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results of our Company and explanation for such deviation (if any) will be included in our Director's Report, after placing such information before our Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, our Company shall not vary the Objects unless our Company is authorised to do so by way of a special resolution passed in a general meeting of its Shareholders or through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution, shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and provisions of Regulation 59 and Schedule XX of the SEBI ICDR Regulations.

Appraising Agency

None of the Objects for which the Net Proceeds will be utilised, requires appraisal from any agency, in accordance with applicable law.

Other Confirmations

No part of the Net Proceeds will be utilised by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Companies or Key Management Personnel. Our Company has not entered into nor is planning to enter into any arrangement/agreements with Promoters, members of the Promoter Group, Directors, Key Management Personnel or our Group Companies in relation to the utilisation of the Net Proceeds. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects, as set out above.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and TPL in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹5 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price.

The average cost of acquisition per Equity Share to the Promoters and the Selling Shareholders is set forth below.

Name	Number of Equity Shares	Average cost of Acquisition per Equity Share (in ₹)
Promoters		
SHKSL	12,621,116	5.00
Kayum Dhanani	522,846	0.00
Suchitra Dhanani	6	1.67
Selling Shareholders (other than SHKSL, one of our Promoters which is a Selling Shareholder)		
Azhar Dhanani	497,890	5.00
Sadiya Dhanani	497,890	5.00
Sanya Dhanani	497,893	5.00
TPL	6,078,402	167.27
AAJVIT	198,392	216.32
MPL	532,104	592.00

Since the average cost of acquisition by our Promoters and the Selling Shareholders may be lower than the Offer Price, investors who purchase the Equity Shares may do so at a cost that is higher than the average cost of acquisition of the Equity Shares of our Promoters and/or the Selling Shareholders (as applicable). For further details, see *"Risk Factors – The average cost of acquisition of Equity Shares held by our Promoters and the Selling Shareholders may be less than the Offer Price."* on page 73.

Investors should also see "*Our Business*", "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 196, 37, 436, and 278, respectively, for an informed view before making an investment decision.

Qualitative Factors

We believe the following business strengths allow us to successfully compete in the industry:

- Barbeque Nation is one of India's fastest growing and widely recognised restaurant brands in the rapidly growing CDR market
- Steady growth in covers and consistent APC with a relatively high proportion of total revenues from weekday sales and lunch covers
- Attractive offerings based on constant menu innovation and customer focus
- Strong business processes and back-end systems leading to efficient operations
- Experienced staff and value-oriented business culture led by some of our Promoters and our senior management team bringing experience from well-known hospitality brands
- Proven track record of revenue growth

For further details, see "*Our Business – Our Strengths*" on page 198.

Quantitative Factors

Some of the information presented below relating to our Company is based on the Special Purpose Restated Standalone Financial Information and the Restated Consolidated Financial Information prepared in accordance with IND AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations. For details, see "*Financial Statements*" on page 278. Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted EPS, as adjusted for changes in capital

On a consolidated basis:

Financial Period	Basic (from continuing operations)		Diluted (from continuing operations)		Basic (from total operations)		Diluted (from total operations)	
	EPS (in ₹)	Weight	EPS (in ₹)	Weight	EPS (in ₹)	Weight	EPS (in ₹)	Weight
Fiscal 2020	(11.77)	3	(11.77)	3	(11.77)	3	(11.77)	3
Fiscal 2019	(8.31)	2	(8.31)	2	(14.45)	2	(14.45)	2
Fiscal 2018	2.14	1	2.14	1	(2.51)	1	(2.51)	1
Weighted Average	(8.30)		(8.30)		(11.12)		(11.12	
For eight month period November 30, 2020*	(35.96)		(35.96)		(35.96)		(35.96)	

**Basic EPS and Diluted EPS for the eight month period ended November 30, 2020 are not annualised*

Notes:

(1) *Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 (Ind AS 33) - Earnings per share issued by the Institute of Chartered Accountants of India*

(2) *Earning per share (Basic) from continuing operations = Restated consolidated net profit after tax, attributable for equity shareholders from continuing operations/ Weighted average number of equity shares outstanding during the period/Fiscal*

(3) *Earning per share (Diluted) from continuing operations = Restated consolidated net profit after tax, attributable for equity shareholders from continuing operations/ Weighted average number of diluted potential equity shares outstanding during the period/Fiscal*

(4) *Earning per share (Basic) from total operations = Restated consolidated net profit after tax, attributable for equity shareholders/Weighted average number of equity shares outstanding during the period/Fiscal*

(5) *Earning per share (Diluted) from total operations = Restated consolidated net profit after tax, attributable for equity shareholders/ Weighted average number of diluted potential equity shares outstanding during the period/Fiscal. The effect of potential equity shares outstanding is anti-dilutive and hence ignored for the purpose of computing Diluted EPS.*

(6) *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period adjusted by the number of equity shares issued during the period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.*

On a standalone basis:

Financial Period	Basic		Diluted	
	EPS (in ₹)	Weight	EPS (in ₹)	Weight
Fiscal 2020	(33.11)	3	(33.11)	3
Fiscal 2019	(13.96)	2	(13.96)	2
Fiscal 2018	7.07	1	7.03	1
Weighted Average	(20.03)		(20.04)	
For eight month period November 30, 2020*	(28.50)		(28.50)	

**Basic EPS and Diluted EPS for the eight month period ended November 30, 2020 are not annualised*

Notes:

(1) *Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 (Ind AS 33) - Earnings per share issued by the Institute of Chartered Accountants of India*

(2) *Earning per share (Basic) = Restated net profit after tax, attributable for equity shareholders /Weighted average number of equity shares outstanding during the period/Fiscal*

(3) *Earning per share (Diluted) = Restated net profit after tax, attributable for equity shareholders/ Weighted average number of diluted potential equity shares outstanding during the period/Fiscal. The effect of potential equity shares outstanding is anti-dilutive and hence ignored for the purpose of computing Diluted EPS.*

(4) *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period adjusted by the number of equity shares issued during the period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.*

2. P/E Ratio in relation to the Price Band of ₹[●] to ₹[●] per Equity Share

Financial Period	P/E at the Floor Price	P/E at the Cap Price
Based on Basic EPS for Fiscal 2020 on a consolidated basis	[●]	[●]
Based on Basic EPS for Fiscal 2020 on a standalone basis	[●]	[●]
Based on Diluted EPS for Fiscal 2020 on a consolidated basis	[●]	[●]
Based on Diluted EPS for Fiscal 2020 on a standalone basis	[●]	[●]

Industry Peer Group P/E Ratio

	P/E Ratio	Name of company	Face value of equity shares (₹)
Highest	140.05	Jubilant Foodworks Limited	10.00
Lowest	140.05	Jubilant Foodworks Limited	10.00
Industry Average	140.05		

3. Average Return on Net Worth ("RoNW")

On a consolidated basis:

Financial Period	RoNW (%)	Weight
Fiscal 2020	(556.59)%	3
Fiscal 2019	(29.16)%	2
Fiscal 2018	(4.00)%	1
Weighted Average	(288.68)%	
For eight month period November 30, 2020*	NM	

**RoNW for the eight month period ended November 30, 2020 is not annualised. The number is not meaningful as networth was negative.*

Notes:

(1) *Return on Net Worth (%) = Restated Consolidated net profit after tax as restated for the period/fiscal attributable to equity shareholders from continuing and discontinued operations divided by consolidated net worth (excluding revaluation reserve) as restated, at the end of the period/fiscal*

(2) *Consolidated net-worth (excluding revaluation reserve) is calculated as means the aggregate value of the paid-up share capital, securities premium account, share based payment reserve, foreign currency translation reserve and retained earnings as restated*

(3) *NM: Not meaningful*

On a standalone basis:

Financial Period	RoNW (%)	Weight
Fiscal 2020	(122.28)%	3
Fiscal 2019	(21.65)%	2
Fiscal 2018	11.11%	1
Weighted Average	(66.51)%	

For eight month period November 30, 2020*	(16688.49)%	

**RoNW for the eight month period ended November 30, 2020 is not annualised.*

Notes:

(1) *Return on Net Worth (%) = Restated net profit after tax as restated for the period/fiscal attributable to equity shareholders from continuing operations divided by net worth (excluding revaluation reserve) as restated, at the end of the period/fiscal*

(2) *Net-worth (excluding revaluation reserve) is calculated as means the aggregate value of the paid-up share capital, securities premium account, share based payment reserve, foreign currency translation reserve and retained earnings as restated*

4. Net Asset Value ("NAV") per Equity Share

On a consolidated basis:

Financial Period	NAV
As on November 30, 2020	(5.33)
After the Offer	
At the Floor Price	[●]
At the Cap Price	[●]
At the Offer Price	[●]

Notes:

(1) *Consolidated NAV per equity share is calculated as consolidated Net asset value (Net Worth) as restated at the end of the year/ Number of equity shares outstanding at the end of the year*

(2) *Consolidated NAV or Net-worth (excluding revaluation reserve) is calculated as the aggregate value of the paid-up share capital, securities premium account, share based payment reserve, foreign currency translation reserve and retained earnings as restated*

On a standalone basis:

Financial Period	NAV per Equity Share (₹)
As on November 30, 2020	0.17
After the Offer	
At the Floor Price	[●]
At the Cap Price	[●]
At the Offer Price	[●]

Notes:

(1) *NAV per equity share is calculated as Net asset value (Net Worth) as restated at the end of the year/ Number of equity shares outstanding at the end of the year*

(2) *NAV or Net-worth (excluding revaluation reserve) is calculated as the aggregate value of the paid-up share capital, securities premium account, share based payment reserve, foreign currency translation reserve and retained earnings as restated*

5. Comparison of Accounting Ratios with listed industry peers

Name of Company	Face Value (in ₹)	Total Income for FY20 (in ₹ million)	EPS (in ₹)		NAV (in ₹ per share)	P/E	RoNW (%)
			Basic	Diluted			
Barbeque-Nation Hospitality Limited	5.00	8,507.94	(11.77)	(11.77)	2.11	[●]	(556.59)%
Peer Group							
Jubilant Foodworks Limited	10.00	39,968.90	21.22	21.22	85.02	140.05	24.95%
Westlife Development Limited	2.00	15,607.86	(0.47)	(0.47)	37.07	NA*	(1.27)%
Speciality Restaurants Limited	10.00	3,680.58	(8.09)	(8.09)	34.88	NA*	(23.20)%
Burger King India Limited	10.00	8,468.29	(2.87)	(2.87)	10.31	NA*	(27.80)%

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual reports of the respective company for the year ended March 31, 2020 other than Burger King India Limited where the financial information has been sourced from the Prospectus based on the restated financial statements. Source for Barbeque-Nation Hospitality Limited: As per the Restated Consolidated Financial Information for the year ended March 31, 2020.

**P/E ratio is negative*

Notes:

(1) Basis EPS refers to the basic EPS sourced from the annual reports of the respective company for the year ended March 31, 2020.

(2) Diluted EPS refers to the diluted EPS sourced from the annual reports of the respective company for the year ended March 31, 2020.

(3) NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.

(4) P/E Ratio has been computed based on the closing market price of equity shares on NSE on March 12, 2021 divided by the basic EPS provided under Note 1 above.

(5) Return on Networth (RoNW) is computed as net profit after tax (profit attributable to equity holders of the parent) divided by net worth at the end of the year.

(6) Net Worth has been computed as sum of share capital and reserves (including capital reserve and excluding debenture/ capital redemption reserve, if any) and excluding non-controlling interest.

The Offer Price of ₹[●] has been determined by our Company and TPL, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Bidders should read the above information along with the sections "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*", beginning on pages 37, 196, 436 and 278, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to factors described in the section "*Risk Factors*", beginning on page 37 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Barbeque-Nation Hospitality Limited
Sy. No. 62, Site No. 13,
6th Cross, NS Palya, BTM Layout,
Bengaluru – 560 076
Karnataka, India

Dear Sirs,

Sub: Statement of possible special tax benefits available to Barbeque-Nation Hospitality Limited ("the Company") and its shareholders under direct and indirect tax laws.

We refer to the proposed issue of the equity shares of Barbeque-Nation Hospitality Limited ("**the Company**"). We enclose herewith the statement showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the Income-tax Act, 1961, as proposed to be amended by the Finance Bill 2021, as applicable to the assessment year 2022-23 relevant to the financial year 2021-22, The Central Goods and Services Tax Act, 2017, The integrated Goods and Services Tax Act, 2017, The State Goods and Services Tax Act as passed by respective State Governments from where the Company operates and applicable to the Company, Customs Act, 1962 and Foreign Trade Policy 2015-2020 for inclusion in the Red Herring Prospectus ("**RHP**") and Prospectus (collectively, the "**Offer Documents**") for the proposed initial public issue of equity shares and offer for sale by selling shareholders.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act, 1961. Hence, the ability of the Company or its shareholders to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company and on basis of our understanding of the business activities and operations of the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We do not express any opinion or provide any assurance whether:

- The Company or its Shareholders will continue to obtain these possible special income-tax benefits in future;
- The conditions prescribed for availing the possible special income-tax benefits have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include the enclosed statement regarding the tax benefits available to the Company and to its shareholders in the Offer Documents for the proposed initial public issue and offer for sale of equity shares by the selling shareholders which the Company intends to submit to the Securities and Exchange Board of India, the registrar of companies, Bengaluru at Karnataka and the stock exchanges provided that the below statement of limitation is included in the offer document.

LIMITATIONS

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the Issue).

Yours faithfully,

For Deloitte Haskins & Sells
Chartered Accountants
(Firm Registration Number: 008072S)

Sathya P Koushik
Membership No. 206920

Place: Bengaluru
Dated: February 21, 2021
UDIN: 21206920AAAACI6642

STATEMENT OF SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

I. Special tax benefits available to the Company

1. Deductions from Gross Total Income

- Deduction in respect of employment of new employees

  Subject to the fulfilment of prescribed conditions, the Company is entitled to claim a deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided under section 80JJAA of the Act.

  The Company will be eligible to claim the above deduction even if it opts for concessional tax rate under section 115BAA of the Act.

II. Special tax benefits available to Shareholders

Apart from the tax benefits available to each class of shareholders as such, there are no special tax benefits for shareholders

NOTES:

1. The above benefits are as per the current tax law as proposed to be amended by the Finance Bill, 2021.

2. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders/investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.

3. Surcharge is to be levied on domestic companies at the rate of 7% where the income exceeds INR one crore but does not exceed INR ten crores and at the rate of 12% where the income exceeds INR ten crores.

   If the Company opts for concessional income tax rate under section 115BAA of the Act, the surcharge shall be levied at the rate of 10% irrespective of the amount of total income.

4. Health and Education Cess at 4% on the tax and surcharge is payable by all category of taxpayers.

5. If the Company opts for the concessional income tax rate as prescribed under section 115BAA of the Act, it will not be allowed to claim any of the following deductions/ exemptions:

   - Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
   - Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)
   - Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
   - Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
   - Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
   - Deduction under section 35CCD (Expenditure on skill development)
   - Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA (Deduction in respect of employment of new employees) and 80M (Deduction in respect of certain inter-corporate dividends);
   - No set-off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above. However, if there is a depreciation

allowance which has not been given full effect to before AY 2020-21, corresponding adjustment shall be made to the written down value of such block of assets as on the 1 April 2019, if the option is exercised for AY 2020-21;

- No set-off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred to in clause

Further, if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

6. The above statement of possible direct tax benefits sets out the provisions of the law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

STATEMENT OF SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

I. Special tax benefits available to the Company

There are no special tax benefits available to the Company.

II. Special tax benefits available to Shareholders

There are no indirect tax benefits applicable in the hands of the shareholders for investing in the shares of the Company.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Red Apple Kitchen Consultancy Private Limited
Sy. No. 62, Site No. 13, 6th Cross,
N.S. Palya, BTM Layout,
Bengaluru 560 076,
Karnataka, India

Dear Sir,

Sub: Statement of possible special tax benefits available to Red Apple Kitchen Consultancy Private Limited ("the Company") and its shareholders under direct and indirect tax laws.

We enclose herewith the statement showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, including the Income-tax Act, 1961, Goods and Services Tax Act, 2018, Customs Act, 1962 and Foreign Trade Policy 2015-2020 as applicable to the assessment year 2021-22 relevant to the financial year 2020-21 for inclusion in the Red Herring Prospectus ("**RH**P") and prospectus ("**Prospectus**") for the proposed initial public offer of equity shares of Barbeque-Nation Hospitality Limited, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the RHP and Prospectus for the proposed initial public offer of equity shares of Barbeque-Nation Hospitality Limited which it intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

LIMITATIONS

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

This statement has been prepared solely in connection with the initial public offering of equity shares by Barbeque-Nation Hospitality Limited under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the Issue).

Yours faithfully

For Sadashiv Prasad & Co,
Chartered Accountants
FRN: 010621S

Sadashivappa Rudra Prasad
Senior Partner
M No.:214193

UDIN: 21214193AAAADH7092

Place: Bengaluru
Date: 19-02-2021

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO RED APPLE KITCHEN CONSULTANCY PRIVATE LIMITED AND ITS SHAREHOLDERS

I. DIRECT TAXATION

UNDER THE INCOME-TAX ACT, 1961 (hereinafter referred to as 'the Act'**)**

I. Special tax benefits available to the Company

1. Deductions from Gross Total Income

- Deduction in respect of employment of new employees

  Subject to the fulfillment of prescribed conditions, the Company is entitled to claim deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided under section 80JJAA.

II. Special tax benefits available to Shareholders

Apart from the tax benefits available to each class of shareholders as such, there are no special tax benefits for shareholders.

NOTES:

1. The above benefits are as per the current tax laws presently in force in India.

2. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.

3. Surcharge is to be levied on domestic companies at the rate of 7% where the income exceeds INR one crore but does not exceed INR ten crores and at the rate of 12% where the income exceeds INR ten crores.

   Since the Company has opted for concessional income tax rate under section 115BAA, surcharge shall be levied at the rate of 10%.

4. Health and Education Cess @ 4% on the tax and surcharge is payable by all category of tax payers.

5. [If the Company opts for concessional income tax rate as prescribed under section 115BAA of the Act, it will not be allowed to claim any of the following deductions/ exemptions:]

   - Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
   - Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)
   - Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
   - Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
   - Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
   - Deduction under section 35CCD (Expenditure on skill development)
   - Deduction under any provisions of Chapter VI-A under the heading "C.—Deductions in respect of certain incomes" other than the provisions of section 80JJAA;
   - No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;
   - No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred to in clause

   Further, it was also clarified by CBDT vide circular NO. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

6. The above statement of possible direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

II. INDIRECT TAXATION

1. Special tax benefits available to the Company

There are no special tax benefits available to the Company.

2. Special tax benefits available to Shareholders

There are no indirect tax benefits applicable in the hands of the shareholders for investing in the shares of the Company.

KSI Shah & Associates

Ref: GC/210201 20 February 2021

The Directors
Barbeque Nation Restaurant LLC
P.O. Box 390347
Dubai, U.A.E.

Dear Sirs,

Sub: Statement of possible special tax benefits available to Barbeque Nation Restaurant LLC ("the Company") and its shareholders under direct and indirect tax laws.

We enclose herewith the statement showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, as applicable to the financial year 2020-21 for inclusion in the Red Herring Prospectus ("**RHP**") and the prospectus **("the Prospectus")** for the proposed initial public offer of equity shares of Barbeque-Nation Hospitality Limited, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed. Hence, the ability of the Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the RHP and Prospectus for the proposed initial public offer of equity shares of Barbeque-Nation Hospitality Limited which it intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

Direct Taxation:

We would like to inform that there is no corporate tax and withholding tax applicable to the Company in U.A.E. at present. Hence, there is no direct tax applicable to the Company.

Indirect Taxation:
VAT is applicable with effect from 1 January 2018 in Dubai, U.A.E. and the same is applicable to the Company at the prescribed rate.

Further, the Company is also eligible for availment of input tax credit of the VAT paid on the corresponding purchases which can be utilized against the output liability.

Apart from above, there are no special Indirect tax benefits available to the Company in Dubai, U.A.E.

The above letter is issued based on the relevant records / documents produced before us for our verification.

This letter is issued at the request of Mr. Mansoor Mohmed Ismail Memon, director of Barbeque Nation Restaurant LLC without any liability or recourse back to us.

This statement has been prepared solely in connection with the proposed initial public offering of equity shares by Barbeque-Nation Hospitality Limited under the ICDR Regulations.

Cordially,

CHARTERED ACCOUNTANTS
Dubai

KSI Shah & Associates

Ref: GC/210203 20 February 2021

The Directors
Barbeque Nation (MENA) Holding Limited
P.O. Box 390347
Dubai, U.A.E.

Dear Sirs,

Sub: Statement of possible special tax benefits available to Barbeque Nation (MENA) Holding Limited ("the Company") and its shareholders under direct and indirect tax laws.

We enclose herewith the statement showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, as applicable to the financial year 2020-21 for inclusion in the Red Herring Prospectus ("**RHP**") and the prospectus ("**the Prospectus**") for the proposed initial public offer of equity shares of Barbeque-Nation Hospitality Limited, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed. Hence, the ability of the Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the RHP and the Prospectus for the proposed initial public offer of equity shares of Barbeque-Nation Hospitality Limited which it intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

Direct Taxation:

We would like to inform that there is no corporate tax and withholding tax applicable to the company in Jebel Ali Free Zone, Dubai, U.A.E., at present. Hence, there is no direct tax applicable to the company.

Indirect Taxation:

VAT is applicable with effect from 1 January 2018 in Dubai, U.A.E. and the same is applicable to the Company at the prescribed rate. At present, the Company's vatable revenue is below threshold limit of mandatory VAT registration, the company is not registered with Federal Tax Authority of UAE for VAT.

Apart from above, there are no special Indirect tax benefits available to the Company in Dubai, U.A.E.

The above letter is issued based on the relevant records / documents produced before us for our verification.

This letter is issued at the request of Mr. Mansoor Mohmed Ismail Memon, director of Barbeque Nation (MENA) Holding Limited, without any liability or recourse back to us.

This statement has been prepared solely in connection with the initial public offering of equity shares by Barbeque-Nation Hospitality Limited under the ICDR Regulations.

Cordially,

CHARTERED ACCOUNTANTS
Dubai

GP & CO Chartered Accountants

19th February 2021

The Board of Directors
BARBEQUE NATION (MALAYSIA) SDN. BHD. (the "**Company**")
Lot No. 9-1.101.00, ES 9.101.00, 9.102.00 & ES 9.102.00,
9th Floor, Elite Pavilion Mall,
168, Jalan Bukit Bintang,
Kuala Lumpur.

Dear Sirs,

CONFIRMATION OF DIRECT TAX BENEFITS

With reference to the abovementioned matter, we hereby confirm that based on the latest income tax return (Form C - 2020) of the Company, filed with the Inland Revenue Board of Malaysia, the Company has unutilised tax benefits as follows :-

i) Capital allowances of RM 3,64,862/-
ii)Tax losses of RM11,05,770/-

The above are available and can be fully set-off against the Company's future profits.

CONFIRMATION OF INDIRECT TAX BENEFITS

There are no special Direct tax benefits available to the company.

We hereby give our consent to include this statement regarding the tax benefits available to the Company and to its shareholders in the red herring prospectus and the prospectus for the proposed initial public offer of equity shares of Barbeque-Nation Hospitality Limited which it intends to submit to the Securities and Exchange Board of India.

Thank you.

Yours faithfully,

Ganesan Pillay Narayana Pillay
Chartered Accountant (Malaysia)

Date: 20th February, 2021

To,
The Directors
Barbeque Nation International L.L.C.
3rd floor, Oman Avenue Mall,
AL Khuwair, Muscat Oman

Dear Sirs,

Sub: Statement of Tax provisions applicable to Barbeque Nation International LLC ("the Company") and its shareholders under direct and indirect tax laws.

We enclose herewith the statement showing the existing Tax provisions applicable to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, as applicable to the financial year 2020-21 for inclusion in the Red Herring Prospectus ("**RHP**") and the prospectus (the "**Prospectus**") for the proposed initial public offer of equity shares of Barbeque-Nation Hospitality Limited, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Several of these provisions are dependent on the Company or its shareholders fulfilling the conditions prescribed.

The provisions discussed in the enclosed statement are neither exhaustive nor conclusive. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We hereby give our consent to include enclosed statement regarding the tax provisions applicable to the Company and to its shareholders in the RHP and the Prospectus for the proposed initial public offer of equity shares of Barbeque-Nation Hospitality Limited which it intends to submit to the Securities and Exchange Board of India.

Direct Taxation:

Corporate Tax: The existing laws of the Sultanate of Oman provide for a Corporate Tax of 15% on the Profit's computed in accordance with the provisions of the Law.

Withholding Tax: Pursuant to the amendments to the Executive Regulations made through Ministerial Decision No. 14/2019, which clarify the provisions of the Oman Tax Law that were amended in February 2017, Withholding Tax applies on fees in consideration of rendering all other services except the below mentioned services, irrespective of the place of rendition:

a. Conferences, seminars or exhibitions
b. Training
c. Transport and shipping of goods and insurance thereupon
d. Airline tickets and cost of staying abroad
e. Board meetings
f. Payments for reinsurance
g. Services rendered in relation to any activity or property located outside Oman

Indirect Taxation:

VAT is applicable with effect from 16 April 2021 in the Sultanate of Oman and the same will be applicable to the Company at the prescribed rate.

Further, the Company is also eligible for availment of input tax credit of the VAT paid on the corresponding purchases which can be utilized against the output liability.

The above letter is issued based on the relevant records / documents produced before us for our verification.

This letter is issued at the request of Mr. Mansoor Mohmed Ismail Memon, director of **Barbeque Nation International L.L.C.** without any liability on our part.

This statement has been prepared solely in connection with the initial public offering of equity shares by Barbeque-Nation Hospitality Limited under the ICDR Regulations.

Thanking you,
Yours faithfully,

H. C. SHAH
Chartered Accountants

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless noted otherwise, the information in this section has been obtained or derived or extracted from the "Indian Food Services Market" report of February 19, 2021 prepared and issued by Technopak (the "**Technopak Report**"), as well as other industry sources and government publications. We commissioned the Technopak Report for the purpose of confirming our understanding of the Indian food services industry for which Technopak is in the process of being paid by the Company pursuant to its engagement letter dated January 12, 2021. The Technopak Report was submitted on February 19, 2021. All information contained in the Technopak Report has been obtained by Technopak from sources believed by it to be accurate and reliable. Although reasonable care has been taken by Technopak to ensure that the information in the Technopak Report is true, such information is provided 'as is' without any warranty of any kind, and Technopak in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. All information contained herein must be construed solely as statements of opinion. None of the Company, the BRLMs and any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision on, this information. For details, see "Risk Factors - This Red Herring Prospectus contains information from an industry report which we have commissioned from Technopak." on page 73 of this Red Herring Prospectus. The information in this section must be read in conjunction with the sections "Risk Factors" and "Our Business" on pages 37 and 196, respectively, of this Red Herring Prospectus.*

Indian Economy: Macroeconomic Overview

India's GDP Growth

India is world's 6th largest economy and expected to be in top 3 global economies by FY 2050: *Currently, India ranks 6th in the world in terms of nominal GDP and is the 3rd largest economy in the world in PPP terms. In FY 2019, India was about 1/8th of the size of the US economy and 1/5th of the size of Chinese economy in terms of nominal GDP. It is estimated that India will be in top 3 global economies by CY 2050 in terms of nominal GDP.*

GDP Ranking of Key Global Economies (CY 2019)

Country	Rank	% Share (World GDP, at current prices)	Rank PPP	% Share (World GDP, PPP)
United States	1	25.6%	2	15.9%
China	2	17.2%	1	17.4%
Japan	3	6.1%	4	4.1%
Germany	4	4.6%	5	3.5%
United Kingdom	5	3.4%	9	2.4%
India	6	3.4%	3	7.1%
France	7	3.2%	10	2.4%
Italy	8	2.4%	11	2.0%
Brazil	9	2.2%	8	2.4%
Canada	10	2.1%	17	1.4%

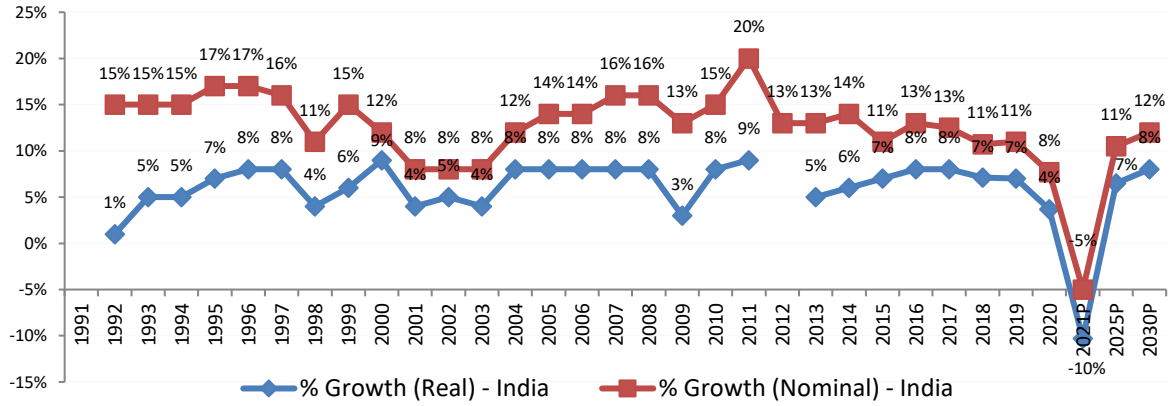
Source: World Bank Data, RBI, Technopak Analysis

India expected to fare better than developed economies and recover to a high growth path in coming years

India's real gross domestic product ("**GDP**") has sustained an average growth between 6% and 7% since FY 1991. India has become the fastest-growing G20 economy since FY 2015, with annual growth rate hovering around 7%. India's economy grew at ~7% in FY 2019. The real growth rate declined to 4% in FY 2020 and is estimated to decline to -10.3% in FY 2021 due to the outbreak of COVID-19 pandemic which led to the imposition of lockdowns towards the last quarter of FY 2020 and a major part of the first quarter of FY 2021 causing a contraction in the economy.

The impact of COVID-19 has caused several large economies to shrink. It is being estimated that India's GDP is expected to resume its pre-COVID growth momentum by FY22.

GDP Ranking of Key Global Economies (CY 2019)

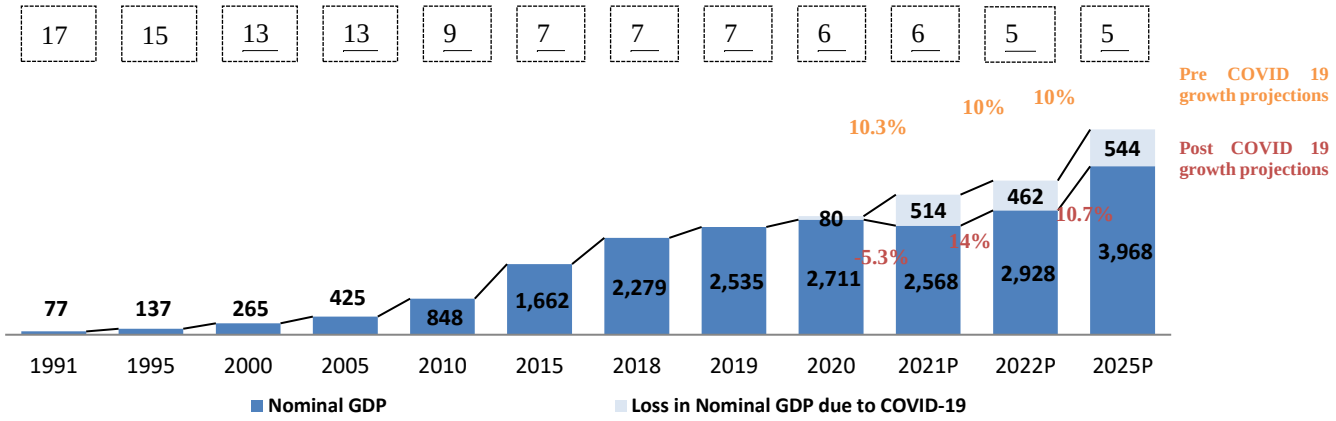


Source: RBI Data, World Bank, IMF
**2012- GDP Spike in Real growth rate due to change of base from 2004-05 to 2011-12. Hence excluded from decadal growth rate as well*

Since FY 2005, Indian economy's growth rate has been twice as that of the world economy and it is expected to sustain this growth momentum in the long term. In the wake of COVID-19, India's nominal GDP is expected to contract by approximately 5.3% in FY2021 but expected to bounce back and reach US$ 3.9 Tn by FY 2025.

COVID-19 had a massive impact on Indian economy in FY 2021, with GDP in Q1 FY 2021 contracting 24% as compared to same period last year. The contraction in Q1 FY 2021 was not uniform; it varied from state to state and sector to sector. Aviation sector was worst hit followed by tourism, realty etc. But as government eased lockdown restrictions and economy started opening, things started getting better by end of Q1 2021. Road ahead, for the above-mentioned sectors and Indian economy still stands promising and India is expected to regain its Pre-COVID growth momentum by FY 2022.

India's Nominal GDP in FY (US$ Bn)



Source: RBI Data, Economic Survey, World Bank, EIU, IMF
1 US$=INR 75

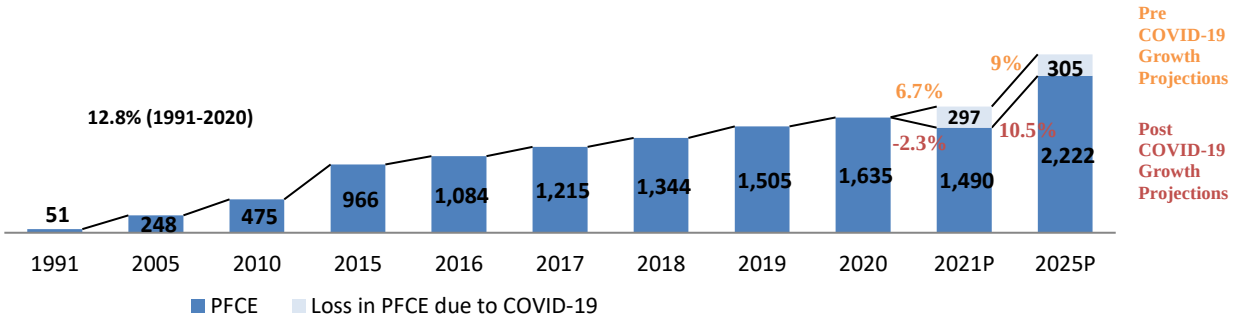
White boxes at the top refer to India's GDP rank on a global basis

Domestic consumption share makes India uniquely positioned

India is advantaged in that its domestic consumption share (measured as Private Final Consumption Expenditure – PFCE) in its GDP was ~59% in FY 2019. In comparison China's domestic consumption share to its GDP was ~39% in the same year. High share of private consumption in the GDP insulates India from the economic shocks in other countries. In absolute terms it increased from US$ 51 Bn to US$ 1,635 Bn (FY 1991 to FY 2020).

However, with the outbreak of COVID-19, there has been a depression in demand with an estimated loss of revenue worth US$ 205 Bn in merchandise retail in FY 2021. With the economic environment becoming uncertain, not only are consumers more thoughtful about their consumption but also more conscious of their savings and investments. The consumption priorities are also driven by the health and safety concerns and the other behavioural changes adopted because of the pandemic.

India's Household Final Consumption Expenditure (US$ Bn)



Source: RBI Data; Year indicates FY, 1 US$ = INR 75
The projections have been arrived at by considering the growth trends for the past five years.

The annual growth rate for FY 1991-2005 was ~13% and this increased to ~14% for FY 2005-2019. While in the short term, consumption will suffer a setback, it is expected to reach to ~US$ 2.22 Tn by FY 2025.

The drop in consumption is mainly because of consumer sentiment being weak both due to health and economic reasons. Structurally, all the other variables remain the same, the quantum of consumption will not take long to revive. However, the loss suffered during COVID-19 manifest itself as loss of momentum of growth. The loss in momentum and current fall will recover bringing the economy back to FY2019 levels in FY2022.

In FY 2019, PFCE accounted for ~59% of GDP. This is much higher than that in China (~39%) and comparable to that of the US (~68%).

Total Private Final Consumption Expenditure (current prices, US$ Bn)

Country	CY 2012	CY 2013	CY 2014	CY 2015	CY 2016	CY 2017	CY 2018	CY 2019	CY 2020 P	CY 2021 P	Contribution to GDP (2019)	CAGR 2014-2019
U.S.	10,641	11,007	11,318	11,824	12,295	12,767	13,321	13,999	13,036	13,809	65.5%	4.3%
Brazil	1,577	1,514	1,526	1,546	1,153	1,154	1,314	1,202	1,135	1,238	66.8%	4.7%
Italy	1,400	1,277	1,302	1,308	1,116	1,130	1,182	1,257	1,087	1,156	62.9%	0.7%
India*	749	863	966	1,084	1,215	1,344	1,505	1,635	1,490	1,683	59%	11.1%

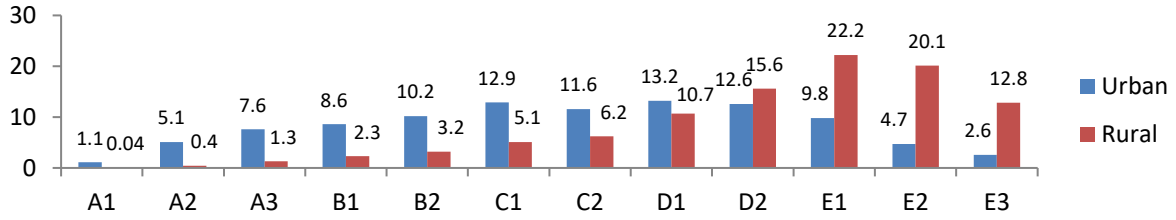
Indonesia	495	518	519	509	495	539	582	594	577	662	54.0%	2.7%
Malaysia	143	156	167	177	160	163	174	206	189	213	51.4%	4.2%
France	1,573	1,469	1,536	1,549	1,318	1,340	1,396	1,497	1,303	1,430	55.4%	0.5%
Germany	2,079	1,976	2,076	2,115	1,809	1,853	1,952	2,058	1,917	1,958	54.1%	0.2%
Thailand	196	211	220	213	205	206	222	246	227	234	49.3%	2.3%
China	2,732	3,145	3,548	3,948	4,271	4,416	4,698	5,263	5,152	5,980	36.8%	8.2%

Source: World Bank, RBI, Technopak Research & Analysis
2021P: The projections have been arrived at by considering impact of COVID-19
**For India, CY 2020P means FY 2021P*
1US$ = INR 75

Top 20% of Indian households account for ~50% of the total household consumption

Household consumption in India has a skew towards the urban population. SEC (Socio Economic Classification) A, B and C1 which accounts for 45.5% of the urban and a little over 12.3% of the rural Indian population is commonly referred to as the "Top 20 %" (by income of Indian households).

SEC Break-up of Indian Households (fig. in percentages) for FY 19



Source: RBI Data, Economic Survey, World Bank, EIU, IMF

The "Top 20%" of Indian households account for 40-50% of total household consumption expenditure and 44% of household income. The next 40% of the households account for 40% of the overall household expenditure while the bottom 40% (largely comprising of SEC E) make up 10%- 20% of household consumption. The per capita consumption of SEC A, B & C1 Indian households is twice the national average.

Key growth drivers: Favourable demographics, urbanization and policy reforms

Demographic Profile

Young population

India has one of the youngest demographics as compared to other leading economies. Demographics can act as a catalyst to change the pace & pattern of the economic growth. India's median age will continue to remain under 30 years till 2030. India's sizeable young population augurs well on two counts. Firstly, it is contributing to a declining dependence ratio (the ratio of the dependent population size to the working-age population size).

Young consumers in India are well travelled, brand conscious, well networked and have higher discretionary spending power

Median Age: Key Emerging & Developed Economies (2020 estimated)

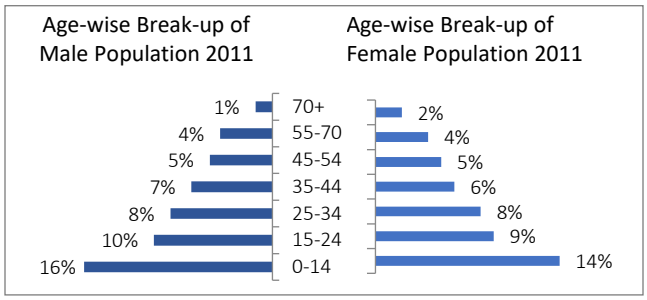
Country	India	China	USA	Singapore	Russia	Canada	UK
Median Age (Yrs)	28.7	38.4	38.5	35.6	40.3	41.8	40.6

Source: World Population Review, Technopak Analysis

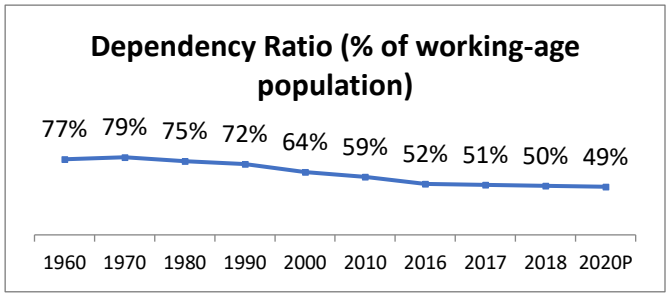
The ratio of the number of elderly people and children to the working-age (aged 15-64 years) population declined from 64% in FY 2000 to 50% in FY 2019. This trend not only supports rising income levels, but it also leads to higher share of discretionary expenditure.

Secondly, substantial rise in the working age population (from 36% in FY 2000 to 50% in FY 2019) augurs well for growth momentum of the Indian economy going forward, as it will lead to rising income levels. Moreover, younger population is naturally pre-disposed to adopting new trends and exploration given their education profile and their exposure to media and technology. This backdrop manifests as an opportunity for domestic consumption in the form of branded behavior, organized retail and product designs.

Age Dependency Ratio



Source: Census of India
Age wise break up of population not adding up to 100% due to rounding off

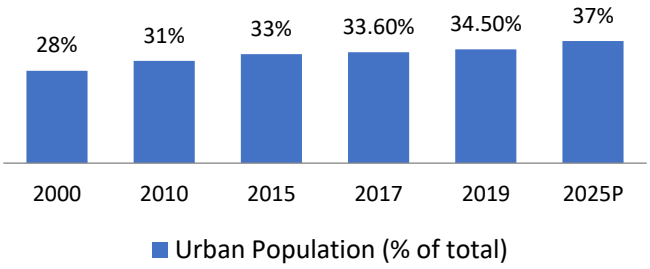


Source: World Bank

Increasing Urbanization

India is second largest urban community in the world after China, with an urban population of about 472 Mn (FY 2019). Though, India fares lower than global average in terms of urban population's share in total population with only 34.5% (FY 2019) of India's population classified as urban compared to global average of 54%. It is the pace of India's urbanization that is a key trend to note for implication on India's economic growth. Smart city initiative by the Government to create new 'urban clusters' will further expedite urban development/ urbanization in India. India's urbanization pace will envelope two key trends that will have implications on India's domestic consumption narrative: growing middle class and nuclearization. It is estimated that by FY 2027, 37% of India's population will be living in urban centres and will contribute to 70 – 75% of India's GDP. The urbanization trend is expected to continue and by FY 2050, India will have half of total population that will stay in urban areas and will account for well over 80% of GDP. This urbanization pace is rapidly creating a segment pool of Indians that display migrant tendencies and are without past baggage of habits. Higher income and lesser time will fuel growth of eating-out and ordering-in.

Increasing Urbanization



Source: World Bank, Year Indicates CY

Growing Middle Class

The number of households with annual earnings between US$ 5,000-10,000 have grown at a CAGR of 12% during the period of FY 2012-2018 and is expected to grow at the same CAGR of 12%, to reach 153 Mn. by FY 2020. The households with annual earnings between US$ 10,000-50,000 have also grown at a CAGR of 25% between FY 2012-2018.

Increase in number of households with annual earnings of US$ 10,000 to US$ 50,000 will lead to increase in discretionary spending which is likely to create a structural trend of premiumisation, thereby leading to higher expenditure on food and beverages, apparel & accessories, luxury products, consumer durables and across other discretionary categories.

Nuclearisation

The growth in the number of households exceeds increase in population growth indicating increasing nuclearization trend in India. According to census data 2011, 74% of urban households have five or less members as compared to 65% in 2001. It is expected that fall in the average household size coupled with rising disposable income will lead to more number of urban household units that are pre-disposed to discretionary expenditure viz. jewellery, fashion, packaged food, food services etc.

Women Workforce

Several factors, including better health care and greater media focus are allowing women in India, in both urban and rural areas, to exercise greater influence on their families and society as a whole. The most important factor, however, is educational opportunity. Between 2005 and 2015, enrolment of girls in secondary education increased from 45.3% to 81% and in FY 2019 was higher than enrolment of boys. Higher education has also seen an increase in women enrolment, with almost 20% of women pursuing higher education studies compared to 22% of men.

These changes are expected to have a broad impact on societal factors, including workforce demographics and economic independence for women. The share of women workforce in the services sector has increased from 16.8% in 2010 to 24.2% in CY 2018. The overall share of working women increased from approximately 14% in 2000 to approximately 17% in 2010 and to approximately 24% in 2018. This increase of women in the workforce has seen a shift of patterns in terms of household activity, including a downward trend in home cooked meals and an increase in demand for “out of home” meals from households with working couples.

Food Services Spend

Food services is a key segment in the Indian economy, which accounted for approximately US$ 56.5 billion in FY 2020, of which approximately US$ 22.8 billion comes from the organized market (chain and organized standalone outlets). Changing consumer dynamics paired with increasing market proliferation of brands in India are expected to continue to boost the food services sector's growth.

Industry- wise Market Size in FY 2020

S.No.	Industry	Market Size (US Bn)
1	Retail	829.5
2	Insurance	80.9
3	Food Services	56.5
4	Hotels	7.0

Source: TRAI, Crisil, IRDA, Industry Sources, Technopak Research & Analysis
1 USD = INR 75
Year indicates FY

Contribution of Food Services Market to GDP CY 2019

Country	GDP CY 2019 (US$ Tn.)	FS Market Size CY 2019 (US$ Bn.)	Contribution of Food Services Market to GDP
USA	21.37	552	2.6%

China	14.3	613	4.3%
Brazil	1.8	83	4.6%
UK	2.8	77	2.7%
India*	2.7	56.5	2.1%
Indonesia	1.1	32	2.9%
Russia	1.7	13	0.7%
Saudi Arabia	0.8	21	2.6%
South Africa	0.4	5	1.3%

Source: RBI Data, Euromonitor, Technopak Analysis
**Indicates FY 2020*
1 US$ = INR 75

The share of food services in Indian GDP is expected to increase to 2.2% by FY 2025 from 2.1% in FY 2020 on account of its growth at faster pace compared to GDP growth. Also, growth of food services market is expected to outpace its growth till now i.e., from 8.1% (FY15 to FY20) to 9% (FY20- FY25). It is rational to anticipate that the food services market will see growth in tandem with this economic growth, and there is every indication that such expansion will be substantial. Key implications of this trend are summarized below:

- Pre COVID, Indian consumers had been dining out more frequently and younger Indians have shed the biases of their elders against eating-out. With over one lakh outlets in organized segment (20 or more seats) in India as of FY 2019, there is plenty of room for growth in the industry.
- With higher disposable income with younger population who are well travelled, brand conscious and well connected through social media and along with rise in presence of branded retail chains; consumers in smaller cities i.e. Tier I & Tier II cities have been spending more on eating out and this trend is expected to continue post COVID. National and international chains are endorsing Tier I and Tier II cities as engines for growth and expansion.
- It is estimated that Indians spend 8 to 10% of their food expenditures outside the home in restaurants, cafeterias, and other food establishments. This trend is expected to strengthen in future. However, due to COVID this trend has undergone some changes. A lot of people now prefer Delivery and takeaway in comparison to dine-in. Considering this as an isolated occurrence, it is expected people will again start to dine out post COVID vaccination drive.
- Post COVID, customers have started giving immense importance to safety and hygiene. Hence, the restaurants will have to provide their services keeping both these factors in mind.
- The trend of delivery and takeaway has risen in the past few months due to COVID, hence most formats of restaurants whether it is QSR, CDR or cafe, have started these services apart from dine-in to remain competitive in the food services market.

Food Services Market in India

- India's food services market has come a long way from early 1980's when the number of organized brands were countable, and the market otherwise was dominated by un-organized players. The revolution in this sector began in FY 1996 with the opening up of restaurants by McDonald's, Pizza Hut, Domino's followed by entry of players like Subway and Barbeque Nation post 2000 and expansion of legendary home-grown players like Haldirams and Moti Mahal.
- The food services market has been growing since then with the international and domestic brands making substantial investments in building the back end consisting of suppliers and logistics segment. Since then, the market has witnessed many changes with respect to rising disposable income, availability of quality labour force, use of technology, which are collectively changing the face of the sector by enabling players to sustain efficiency at both front and back end.

Evolution of Food Services Market

	Phase I (1991-2001)	Phase II (2001-2010)	Phase III (2010 Onwards)
Geographical	High focus on Metros & Mini-Metros	Initial entry into Tier II Cities	Greater presence in newer locations
Operating Model	Ownership & Franchisee Model	More Franchisee Models	Concept of JVs
Investment Needs	Family/Self-funded	Partnerships, JVs and start of PE funding	Brand expansion driven by IPO, PE and others
Strategic Focus	Sustainable revenue growth	New opportunity areas with focus on CRM	Format diversification, birth of food technology etc.
Industry Segmentation	Indian & International Brands	Emergence of defined formats e.g. CDR, QSR, FDR, Café etc.	Further sharpening of formats based on consumer needs

Source: Technopak Analysis

- **Phase 1:** Faster development (infrastructure and business opportunities) in metros and mini-metros like Delhi, Mumbai & Bengaluru rapidly increased the number of organized restaurants in the 1990s. With the help of their first mover advantage, players looked to maximize revenue. No clear segmentation based on offerings was witnessed. Most of the Indian brands were running Multi Cuisine Restaurants and were offering different products under the same roof. However, with the entry of International brands like McDonald's, Pizza Hut, KFC and Domino's in 1995-96, segmentation based on offerings and service started in India.

- **Phase 2:** Demand for food joints in Tier II cities in the 2000s was powered by increasing urbanization, rising personal disposable incomes and more economic activities. A huge untapped population coupled with changing consumer lifestyles gave players an incentive to expand into Tier II cities. Also, a clear segmentation of formats started to emerge based on the offerings and service style such as QSR, CDR, FDR etc.

- **Phase 3:** The current decade is overseeing a shift to a larger organized sector. Customer retention, a higher range and depth of offerings are new goals among organized players. This phase witnessed a sharper segmentation within the different formats based on consumer needs and offerings by the brands e.g. within QSRs there is a clear differentiation between pizza chains and burger chains, within CDRs a further segmentation was observed as premium and value based CDRs based on attributes like ambiance, service style and cuisines etc.. This phase has also seen the birth of food technology which is estimated to be growing at almost 15-20% per year.

Food Services Market Structure

The food services market can be broken down into three broad segments: unorganized, organized standalone and chain. The three segments can be divided further as shown below.

Structure of Indian Food Services Market

Key Segments in the Food Services Market	Average Spend per Person* (₹)
Unorganized Segment – It includes roadside eateries and dhabas which have been the most common eating out option.	10-100
Restaurant in Hotels - A full-service restaurant with premium interiors, specific cuisine specialty and high standard of service mainly present in premium Hotels. E.g. The Great Kebab Factory, Bukhara etc.	>1000
Organized Segment – Consists of: a) Standalone restaurants across all formats with less than 3 outlets. b) Chain format which has 3 or more outlets across all formats.	
Chain Segment	

1. Café	Coffee & chai bars as well as parlours and bakeries. High focus on beverages supported by food items. E.g.: • Starbucks, Café Coffee Day etc.	50-250
2. Quick Service Restaurants (QSRs)	Focused on speed of service, affordability and convenience. Strong focus on takeaway & delivery with minimal table service. E.g.: • Haldiram's, McDonald's	75-250
3. Frozen Desserts/Ice-Cream (FD/IC)	Comprises small kiosk formats of ice-cream brands and has now extended the dine-in concept to frozen yogurt brands. E.g.: • Baskin-Robbins, Red Mango etc.	50-150
4. Casual Dining Restaurants (CDRs)	A restaurant serving moderately to high priced food in an ambience oriented towards providing an affordable dining experience, with table service along with some restaurants offering eclectic high quality interiors and high standards of service. The offerings bridge the gap between QSRs and fine dining restaurants. E.g.: •Farzi Cafe, Barbeque Nation, Oh! Calcutta, Sagar Ratna, Moti Mahal Delux etc.	250-1000
5. Fine Dining Restaurants (FDRs)	A full service restaurant with premium interiors, specific cuisine specialty and high standard of service. They offer a unique ambience and an upscale service with the help of highly trained staff. E.g.: • The Great Kebab Factory, Olive Bar, Yautcha etc.	>1000
6. Pubs, Bar Café & Lounges (PBCL)	This format mainly serves alcohol and related beverages and includes night clubs and sports bars. E.g.: • Beer Café, Xtreme Sports Bar etc.	750-1500

**Spend is Exclusive of Taxes*
Source: Technopak BoK

The chain food service market can be further segmented based on the positioning, target group and service style.

Food Services Chain Market – Format Description

Type of Chain	Positioning	Target Group/ Pricing	Ambiance	Locations
Café	Tea-Coffee centric with limited focus on food	15-45 years/ Affordable	Relaxing, "catching up" and unwinding.	Malls, high streets, popular markets, office complexes, airports, hospitals, highways, educational campuses
Quick Service Restaurants (QSRs)	Specific product offerings or cuisines with focus on convenience	15-35 years/ Affordable	Functional interiors. Compact seating with self-service.	Malls, high streets, popular markets, office complexes, airports, hospitals, highways, educational campuses, multiplexes
Frozen Desserts/Ice-Cream (FD/IC)	Focus on ice-creams and frozen yoghurt with	18-35 years/ Affordable	Colourful, fun. Focus on Takeaways	Malls, high streets, popular markets, office complexes, airports, hospitals,

	limited options for snacks/ beverages			highways, educational campuses, multiplexes
Casual Dining Restaurants (CDRs)	Focus on moderately priced food and table service to high quality, presentation and service driven	20-50 years/ Affordable to Premium	Casual fun environment to upmarket environment with design led ambiance. Regular seating with table service	Malls, high streets, popular markets, office complexes, airports, hotels, Food Hubs
Fine Dining Restaurants (FDRs)	Multi-cuisine/ specialty restaurants with a focus on quality, ingredients, presentation and service	25-50 years/Premium to Luxury	Formal, premium design led ambience	Malls, high streets, popular markets, office complexes, hotels
Pubs, Bar Café & Lounges (PBCL)	Focus on alcohol and customer experience	20-40 years*/ Affordable to Premium	Theme based with loud music. Rustic, no frills to classy	Malls, high streets, popular markets, office complexes, airports, hotels

**Minimum age for consumers to visit PBCL is different in various states*
Food Services Chain Market – Key Brand Positioning with Formats

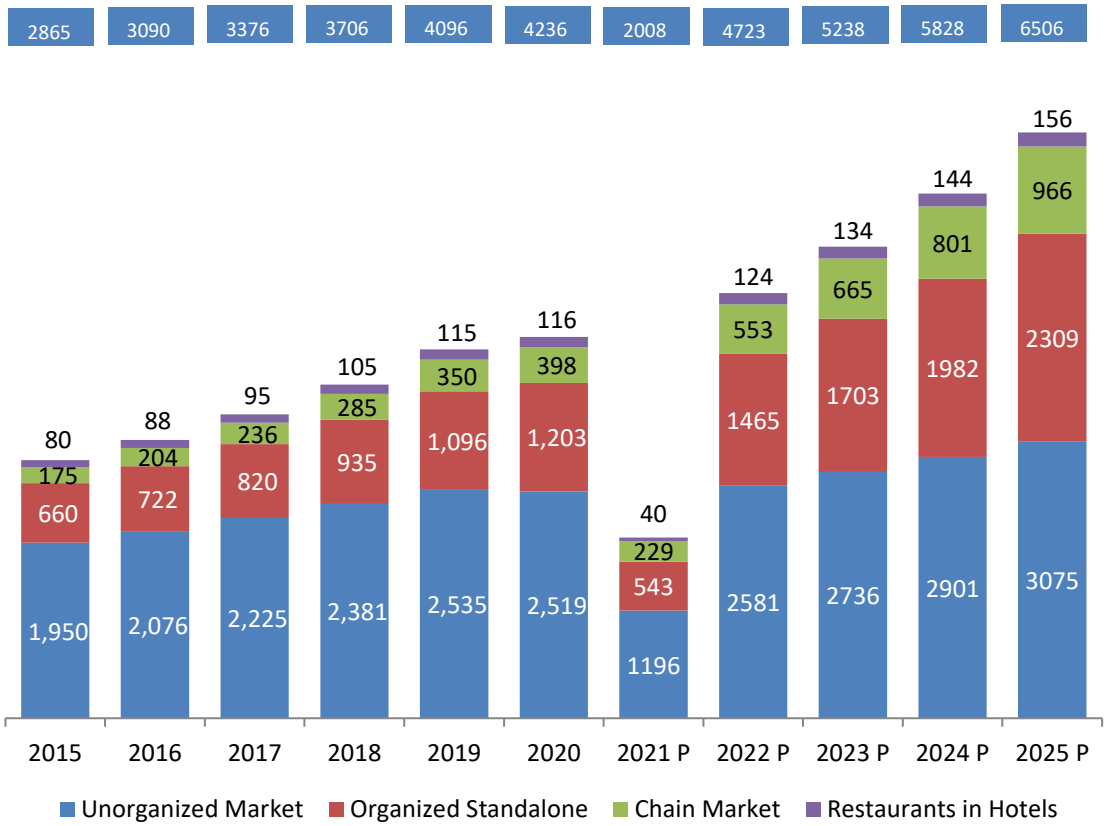
Type of Chain	Domestic Players		International Players
	National Brand	**Regional Player**	
Café	Café Coffee Day, Barista, Chai Point, Chaayos	Just Bake, Keventers	Starbucks, Costa Coffee, Coffee Bean Tea Leaf
Quick Service Restaurants (QSRs)	Goli Vada Pav, Wow Momos	Jumbo King, Burger Singh	McDonald's, Domino's Subway, KFC, Burger King
Frozen Desserts/Ice-Cream (FD/IC)	Havmor Ice Cream, Giani's	Natural Fresh Ice Cream, Pabrai's Ice Cream	Baskin Robbin's, Kwality Walls, Häagen-Dazs, Cold Stone Cremary
Casual Dining Restaurants (CDRs)	Barbeque Nation, Mainland China, Moti Mahal	Dindigul Thalappakatti, Sagar Ratna	Pizza Hut, Chilli's, Nando's, UNO's
Fine Dining Restaurants (FDRs)	The Great Indian Kebab Factory, Punjab Grill	Indigo, Indian Accent	Yautcha, Hakkasan
Pubs, Bar Café & Lounges (PBCL)	The Beer Café, Social	10 Downing Street, Pop Tate's	TGIF, Hard Rock Café

Source: Technopak BoK

Market Size & Growth

The size of the food services market in India is estimated at INR 4,236 bn in FY 2020 and is projected to grow at a CAGR of 9% over the next 5 years to reach INR 6,506 bn by FY 2025.

Food Service Market Size in ₹ billion (Fiscal)



Source: Technopak BoK, Technopak Analysis
Year mentioned is Fiscal

The organized market (chain and organized standalone outlets, excluding Restaurants in Hotels) is estimated at INR 1,601 bn in FY 2020 and is projected to grow, at a CAGR of 15%, to reach INR 3,275 bn by FY 2025 gaining a share of 50% from 38% in FY 2020

In FY 2021 due to COVID, food services market is expected to show a dip of 53% in comparison to food services market size in FY 2020. Similarly in FY 2021, Chain market is expected to show a dip of 42% in comparison to FY 2020

Food Services Market CAGR

Format	CAGR FY 2015-20	CAGR FY 2020-25
Unorganized Market	5%	4%
Organized Standalone	13%	14%
Chain Market	18%	19%
Restaurant in Hotels	8%	6%

Source: Technopak BoK, Technopak Analysis

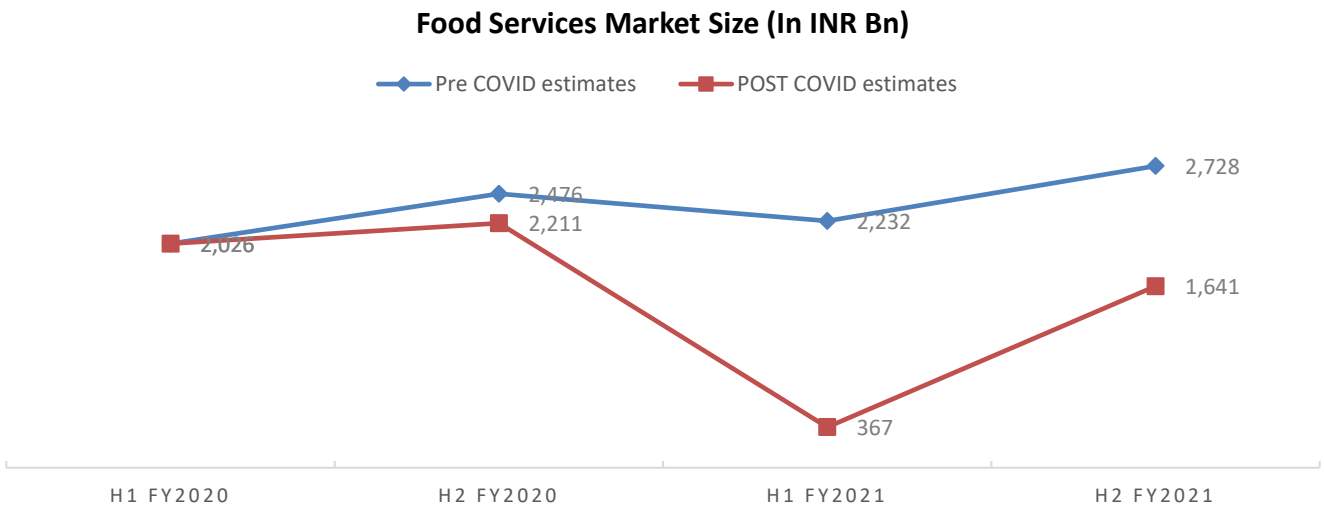
Food Services Market Share

Format	Market Share FY 2015	Market Share FY 2020	Market Share FY 2025P

Unorganized Market	68.1% (1,950)	59.5% (2,519)	47.3% (3,075)
Organized Standalone Market	23.0% (660)	28.4% (1,203)	35.5% (2,309)
Chain Market	6.1% (175)	9.4% (398)	14.9% (966)
Restaurant in Hotels	2.8% (80)	2.7% (116)	2.4% (156)

Source: Technopak BoK, Technopak Analysis

Half yearly-wise Impact of COVID 19 on Food Services Market in India



Source: Technopak Analysis

- **H2 FY 2020:**
  - The impact of COVID 19 on the Food Services Market started in the last month of H2 FY 2020. As of March 2, 2020, there were 5 active cases in India (according to covid19.org).
  - Starting March 2020, a lot of people refrained from eating out as frequently as earlier because of fear of COVID 19. While unorganised market was the first one to get impacted because of perceived hygiene issues followed by standalone restaurants etc., organized chain restaurants were less impacted by this change.
  - Further, as on March 25, 2020, the nation went on a complete lockdown closing all the restaurants in the country. This impacted the entire food services market including chain restaurants such as CDR, QSR, Café etc.
  - The food services market observed a dip of 11% in comparison to pre-COVID levels in H2 FY 2020 due to the above factors.

- **H1 FY 2021:**
  - In the beginning of H1 FY 2021, most of the restaurants were closed in the country. As various state governments started easing out the strict lockdown-related restrictions in their respective states, restaurants gradually started opening in April & May 2020 but only delivery was allowed from these restaurants.
  - Even though restaurants were open for delivery in the months of May and June 2020, people were conscious about hygiene and safety measures. Initially there were very few who were ordering from restaurants such as chains restaurants. As food delivery aggregators started demonstrating their capabilities on maintenance of high food quality and service standards, superior processes etc.; people gradually started ordering from these Food delivery apps and chain restaurants, and sales started to grow towards end of May and beginning of June 2020.

- Initially, only take-aways and delivery were allowed for most of the eateries, hence casual dining restaurants adopted fast to delivery and takeaway models. Players such as Barbeque Nation etc., started delivery through food aggregators apps. Barbeque Nation started "Barbeque in a box", "Grill in a box" among other products
- In some states such as Delhi, U.P, Tamil Nadu, etc., dine-in was also started gradually with limited capacity but the operating hours of restaurants were reduced.
- Central and State governments had created "Containment zones" for areas having a large number of COVID cases. These containment zones observed a complete lockdown and restaurants in these areas were closed impacting sales in such locations.
- In this quarter, sales were primarily from chain restaurants doing home delivery & takeaways, cloud kitchens, and from a few dine-in restaurants.

- **H2 FY 2021:**
  - During October 2020, as government official data and commentary indicated that India might have reached the peak of COVID 19 cases, & the food services market started to grow and show healthy growth in sales figures. More cities started opening and the number of containment zones were also reduced as compared to earlier.
  - During the start of H2 FY 2021, nearly all the restaurants started dine-in but with strict rules and regulations on hygiene & social distancing. Chain restaurants such as Pizza Hut, Dominos started contactless dining in their restaurants. Social distancing norms were followed with constant sanitization of the place. Players such as Barbeque nation started sanitising tables in the presence of customers to regain confidence in terms of hygiene and safety.
  - Moreover, during H2 FY 2021, most of the restaurants have opened for dine-in and the restrictions on operating hours of restaurants have also been removed which is expected to provide boost to the sales of the food services industry.
  - 2021 is expected to show a strong sales momentum because of vaccination drive and things are expected to start moving towards the Pre-COVID level in 2021.

Post-lockdown Restart of Food Services Operations as per Govt. orders

		Maharashtra	**Andhra Pradesh**	**Karnataka**	**Tamil Nadu**	**Uttar Pradesh**	**Delhi**
QSR	**Dine-in**	Oct 2020	Jun 2020	Jun 2020	Jun 2020	Aug 2020	Aug 2020
	Delivery	May 2020	Apr 2020	Apr 2020	Apr 2020	May 2020	Apr 2020
CDR	**Dine-in**	Oct 2020	Jul 2020	Jul 2020	Jun 2020	Aug 2020	Aug 2020
	Delivery	May 2020	Apr 2020	Apr 2020	Apr 2020	May 2020	Apr 2020
Café	**Dine-in**	Oct 2020	Jul 2020	Jul 2020	Jun 2020	Aug 2020	Aug 2020
	Delivery	May 2020	Apr 2020	Apr 2020	Apr 2020	May 2020	Apr 2020
FDR	**Dine-in**	Oct 2020	Jul 2020	Jul 2020	Jun 2020	Aug 2020	Sep 2020
	Delivery	May 2020	May 2020	May 2020	May 2020	May 2020	Jul 2020
PBLC	**Dine-in**	Oct 2020	Jul 2020	Jul 2020	Jun 2020	Sep 2020	Sep 2020
	Delivery	May 2020	Sep 2020	Apr 2020	Apr 2020	May 2020	Jul 2020

Source: Secondary Research

The performance of Indian restaurants be it QSR chains, Café, etc., was largely affected by the government lockdown regulations. In some areas, where the cases were fewer, the government allowed restaurants to open as early as April 2020 for delivery while in the other areas, delivery started in May 2020. For example, delivery from QSR restaurants in Delhi started in April 2020, and dine in started in August 2020. However, in Maharashtra delivery and dine-in by food service players started in May and October 2020 respectively. Similarly, dine-in formats started in June 2020 in Andhra Pradesh, Karnataka, and Tamil Nadu. However, in Uttar Pradesh, dine-in formats started only in August 2020.

Owing to the number of active cases and lockdown restrictions, outlets of the same chain restaurants were performing differently in different parts of India. For example, states like Maharashtra and Andhra Pradesh had consistently

recorded the highest and the third-highest number of confirmed cases in India. Consequently, the restaurant industry was most affected in these states and the recovery has also been slower.

Moreover, within the same city, some restaurants were allowed to start services while others had to suspend operations due to containment zones related restrictions.

With no sales happening at the restaurants and closure of restaurants during first few months of lockdown, real estate sector stepped up to support the food services industry by proposing rent waivers for first few months of the lockdown. It was largely observed on a case-to-case basis and rent waivers were as high as 100% for first few months. As economy started opening, and restaurants sales started going up, mall owners and restaurants moved to a revenue-sharing basis in a number of instances.

Moreover, in H2 FY 2021 as cinema halls, entertainment zones etc. are opening, it will drive more traffic to the chain restaurants and other organized players. Also, the festive season in H2 FY 2021, is expected to drive sales of organized players

Impact of COVID 19 on various formats of the Food Services Industry

QSR: - QSR formats, primarily chained, were the first to demonstrate recovery. Home delivery from these formats started as early as April 2020 in several states as most of the QSRs had the option of "Delivery and Takeaway services". Chains like McDonald's, Dominos, and Burger King had modelled deliveries, drive-through and Over the Counter (OTC) pick-ups into their business long before the present crisis. So, while dine-in had been affected even for these businesses, the altered version to a delivery-based structure was not new for them and they quickly adapted to the alternate model to drive growth and revenues. Moreover, people prefer to order from reputed and international QSR chains given the highest level of hygiene and safety standards maintained by these chains.

Casual Dining Restaurant: Casual Dining restaurants were primarily built for 'Dine in experience' but as situation demanded most of the chain CDR also started delivery. This helped them in starting of their business in initial few months of lockdown. As restaurants started opening during July-Aug 2020, sales started rising. Players such as Barbeque Nation started delivery apart from dine-in buffet which provided additional revenue stream.
Café : Café was primarily not designed for the "Delivery and takeaway model". The share of home delivery and takeaways has been small for these players. Cafés typically known for their dine-in experience sometimes take a fair bit of time to incorporate new safety measures, social distancing, and new ways of customer service and engagement. As the situation demanded, this format has introduced/enhanced the delivery segment. This segment has also been recovering albeit slowly.

PBCL and Fine Dining: Pubs, Bars, Lounges, and Fine Dining restaurants are the facing recovery issues primarily because most of them were shut till the end of July 2020 and in some parts of the country till Oct 2020. Moreover, even when they restarted operations, customers have been hesitant to visit and dine in pubs, bars, and fine dining restaurants.

Cloud Kitchens and Food Delivery Platforms: Cloud Kitchens and food delivery platforms such as Zomato, Swiggy played an important role during the lockdown. As of October 2020, Zomato and Swiggy have recovered to nearly 100% of the pre-COVID levels.

Unorganized Segment: The unorganized segment, which primarily includes dhabas, roadside small eateries, hawkers and street stalls, is the worst hit among all formats within the food services market. It is also estimated that this segment will be the last to start on the recovery path primarily due to hygiene and food safety issues and lack of working capital with the small entrepreneurs. The void created by this segment can be addressed by emergence of organized value segment that can address the basic food safety concerns or by the existing QSR and ACDR (Affordable Casual Dining Restaurants) players in the organized play.

Way Forward

With the reducing COVID cases in the country, progress made in vaccine development, clubbed with government official data indicating that India might have reached the peak of COVID 19 cases, opening up of economy is expected

in the near future. It is estimated that by Q2 FY 2022, the Food Services Market is expected to regain almost 99% of the market on a base of 2020 and by Q3 and Q4 it is estimated to be 110% of the base of FY2020. However, based on market projections that were made before the pandemic, the Food Services Market is estimated to reach 90% levels of the projections by Q3 of FY 2022.

Quarter wise Analysis of Food Services Market: FY 2020-2022 (INR Bn.)

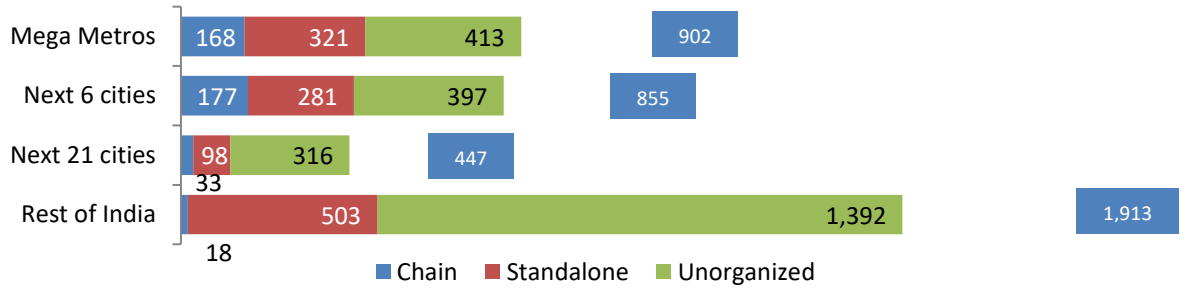
	Q1	Q2	Q3	Q4
FY 2020	900	1,125	1,350	1,125
FY 2021 (Pre-COVID)	992	1,240	1,488	1,240
FY 2022 (Pre-COVID)	1,096	1,370	1,644	1,370
FY 2021 (Post COVID)	91	277	726	914
FY 2022 (Post COVID)	883	1,111	1,489	1,241
Market Comparison FY 2020 and FY 2021	0.10 X	0.25 X	0.54 X	0.81 X
Market Comparison FY 2020 and FY 2022	0.98 X	0.99X	1.1X	1.1X

Source – Technopak Analysis

City wise Market Size

- The two mega metros, Delhi & Mumbai, contribute a total of 21.9% to the food services market. The 6 Mini-Metros constitute 20.8%of the food services market, while the rest of the contribution comes from the Tier I & II cities along with the rest of India.

City wise Market Size FY 2020 (INR Bn.)



Source: Technopak Analysis
List of Mega Metros cities includes Delhi NCR and Mumbai
List of Mini Metros cities like Ahmedabad, Pune, Kolkata, Hyderabad, Bangalore, Chennai
List of Next 21 cities is mentioned in annexure
The City wise market size does not include 'Restaurant in Hotels' market

- The top eight cities in India have been the centre of development, especially for the organized food services. Due to increased economic activity, rising disposable incomes, a greater need for convenience and an increasing women workforce, the chain food services brands have done well in these cities. The two mega metros: Delhi NCR & Mumbai contribute to around 42% of the chain food services market in India. The next six cities: Kolkata, Bengaluru, Chennai, Hyderabad, Pune and Ahmedabad along with Delhi NCR & Mumbai contribute around ~87% of the total chain market.
- The top eight cities together contribute 50% of the standalone market segment in the food services market. Meanwhile, the mega metros make up for 27% of the standalone market segment.
- The growth of food services has moved beyond the metros and mini metros, the same could be witnessed increasing presence of QSR and CDR chains in Tier I & II cities. This shift has happened primarily due to non-

availability of quality real estate in mega metros and mini metros and increasing competition within these cities. The Tier I & II cities have now emerged as new Urban powerhouses with higher disposable incomes clubbed with high aspirational value of the youth, fuelling growth of food services.

Growth Drivers and Trends in Food Services Market

Increasing eating out behaviour

- Rising urbanization and rising disposable income are fuelling the growth of Indian food services market.
- The trend of eating out is increasing in urban India and the urban consumers don't need a special occasion to eat out. The occasion for eating out can vary from shopping & casual outing to spending free time.
- Indians are eating out not only to consume food but also to socialize and to experiment various cuisines. The trend of eating out is increasing across all section of society irrespective of economic class.
- Increase in flow of tourism in India and increase in Indians travelling abroad who are developing tastes for western cuisines.
- Increase of women in workforce has seen a shift of patterns in terms of household activity including a downward trend in home cooked meals and an increase in demand for "out of home" meals.
- ~60% of Indians eating out are the Millennials in the age group of 15-34 years. 58% of the global millennials reside in Asia and out of which the maximum number of millennials are in India. India has the maximum number of millennials in the world followed by China, USA, Indonesia and Brazil. The millennial population of India is expected to increase at a faster rate signifying the further growth in eating out behaviour among Indians. The same has grown from 418 Mn. in FY 2011 to 447 Mn. in FY 2019.

Spending pattern among consumers

City Type	Eating-out Frequency per Month			Average Spend per Outing (₹)			Ordering-in Frequency per Month			Average Spend per Ordering-in (₹)		
	2014	2017	2020	2014	2017	2020	2014	2017	2020	2014	2017	2020
Mega Metros	5.7	6.1	6.3	902	998	1039	1.0	1.7	2.1	410	466	495
Mini Metros	5.0	5.3	5.5	752	829	861	0.9	1.4	1.9	360	410	433
Tier I & II	4.3	4.6	4.8	612	674	706	0.6	0.9	1.1	263	299	316

Source: Technopak BoK, Technopak Research & Analysis
Year Indicates FY
**Avg. Household size was 4.02 during the course of research*

Conscious indulgence

Indian consumer has been long exposed to the global food trends in terms of newer cuisines and formats through seamless interaction facilitated by the growth of multiple communication channels such as the internet, mobiles etc. Due to this continuous exposure, the phase of experimentation has changed to indulgence. Consumers are now aware about the various cuisines and formats even before visiting the outlet offering the same through restaurant rating and discovery platforms and take an informed decision to visit a particular format. Based on their mood, accompanying group, time of the day, they take a conscious decision where they want to indulge.

Indulgence is not only limited to eating-out but is picking up for dining-in as well. With delivery aggregators such as Zomato and Swiggy having multiple formats and brands associated with them, provide the consumer options to choose from.

Increasing availability of organized space leading to food services expansion

- Food services has recently emerged as a key sector in driving the retail space and is a leading segment to increase footfalls within a mall or high-street. With intent to leverage on higher revenues generated by the segment, malls are leasing out prime floor spaces to bring new F&B brands within their fold. On an average, ~20-25% of the mall space is dedicated to food services outlets. By the end of FY 2023 an additional supply of 9.3 Mn. Sq. Ft. of mall space is expected to get added to the existing supply of ~75 Mn. Sq. Ft. in top 7 cities in India resulting in availability of an additional space of ~2 Mn. Sq. Ft. for expansion of Food Services play.

- Continuing growth of e-commerce has resulted in B&M retailers rationalizing their store size. This has further made more space available for the food services players in organized retailing environment.

- The concept of mall spaces dedicated completely to food services is also coming up. Some key examples being Epicuria, Cyber Hub and Sangam Courtyard in Delhi NCR.

Opportunities & Challenges for a Location

Destination Type	Opportunities	Challenges
Malls	• Steady & reliable stream of footfall • Well laid out services with ample parking space • Safe & secure environment for both consumers & operators	• High rentals and Common Area Maintenance (CAM) • Presence of strong competition within proximity
High Streets	• A destination in itself • High footfalls • Lower concentration of competition	• Lack of parking space • Safety & security might be a challenge • Less reliability on footfall conversion within the outlet
Food Hubs	• A destination in itself • Steady & reliable stream of footfall • Well laid out services with ample Parking space • Safe & secure environment for both consumers & operators	• High rentals and Common Area Maintenance (CAM) • Presence of strong competition within proximity

Emerging Urban Powerhouses

According to a global economic research report done by Oxford Economics in 2018, the top 10 fastest growing cities in the world are from India. The report ranks cities that will have the highest year-on-year gross domestic product (GDP) growth in next 15 years.

Fastest Growing Cities across the Globe

Rank	City	State	Average Annual GDP Growth (y-o-y 2019-2035)	GDP* Fiscal 2018 (USD billion)
1	Surat	Gujarat	9.2%	28.5
2	Agra	Uttar Pradesh	8.6%	3.9
3	Bengaluru	Karnataka	8.5%	70.8
4	Hyderabad	Telangana	8.5%	50.6

5	Nagpur	Maharashtra	8.4%	12.3
6	Tirupur	Tamil Nadu	8.4%	4.3
7	Rajkot	Gujrat	8.3%	6.8
8	Tiruchirappalli	Tamil Nadu	8.3%	4.9
9	Chennai	Tamil Nadu	8.2%	36.0
10	Vijayawada	Andhra Pradesh	8.2%	5.6

Source: Oxford Economic, 2018
** at constant 2018 prices*

This high growth reinstates the trend that the future of growth for food services brands in India is from these emerging urban powerhouses. With increasing investments in infrastructure, business services and industries, the spending power of consumers is increasing in smaller cities. Consumers in these cities are also emerging as a strong new segment that is open to trying out branded and organized F&B dining options.

Consistent growth of Indian and International brands

The vast untapped potential in the Indian market to cater to the needs of its growing population have encouraged the entry of key international players into the domestic food services sector. These brands are not only concentrating on Mega metros, Mini Metros and Tier I cities, but over the past 2-3 years, have established their presence in the Tier II and Tier III cities as well. With the highest number of organized players, currently the QSR formats dominate the chain market, followed by the CDR and Café formats. In the CDR segment, the market in Tier I & II cities had been well penetrated by some brands with lower APC operating in the Casual Dining space such as Moti Mahal and Sagar Ratna. However, in recent past brands with higher APC like Barbeque Nation have increased their presence in Tier II cities and beyond.

Food Trends

Larger Focus on Value Meals: In the Indian food services market, value for money will continue to be the order of the day as Indians are eating-out and ordering-in much more at an average of 6-7 times per month per household. Indian consumers, irrespective of their economic class and the type of city they live in, are eat out/ ordering-in more. This is primarily to experiment, prefer to socialize and unwind over food. Indian consumers, though willing to spend more and more on experiential eating, are cost-conscious and look at value for money concepts, or for cost efficient functions when ordering-in.

- With a depressed inclination on consumer expenditure on non-essential goods, post COVID 19 consumer focus is on availing low cost meals, moving away from the need of experiential eating.
- The work from home culture and reduced availability to domestic help, a larger segment of millennials is compelled to order in or takeaway meals at their convenience. Thus, demanding high speed of service.
- Demand for ‘freshly produced’ and prepared meals have increased in order to avoid possibilities of food borne diseases and ensure high immunity to tackle COVID 19.
- Due to the demand for quality, consistency and trust branded internationally known establishments in the organized sector i.e. QSRs such as McDonald’s, KFC are in higher demand than domestic unorganized F&B services.

Unlimited Food at a Limited Price & DIY: The recent years have witnessed emergence and growth of fixed price menu concepts in the Indian Food Services space, especially in the CDR and FDR formats. The increased exposure to eating out has helped develop the market by enticing people to try new cuisines, concepts and recipes and eat out frequently to indulge the “foodie” in them. This prevalent shift in the lifestyle has encouraged the operators to try formats and concepts that can cater to the needs of this growing segment and give them a platform that requires engagement from the diner. Fixed buffet menu restaurants that have been traditionally popular within hotels have seen growth outside their traditional premises. CDR & FDR formats are now coming up with fixed buffet menu range that offers medium to large spread of options in various meal course at a fixed price. These formats are just not limited to food experience but are going a step ahead in consumer engagement by “Do it yourself” concepts, where brands place “over the table barbeques” for consumers to cook their own food items. Partially or fully cooked food is supplied from

the kitchens and consumers give the final touches at their tables. Some of the prominent restaurant chains that are tempting their consumers with these offerings are The Great Kebab Factory, Barbeque Nation, Absolute Barbeque, Sigree Global Grill etc. In the CDR segment, Barbeque Nation is the pioneer in establishing a format built around "DIY over the table barbeque". Today it is the largest chain offering such a service in terms of stores as of Sep 30, 2020. However, in the FDR segment, The Great Kebab Factory has been offering similar menu since 1996 and has around 23 outlets presently.

Contemporising Indian Cuisine: A new development is being crafted in Indian restaurant industry where consumers can experience the traditional and regional specialities of Indian food prepared by using differentiated techniques and new world presentations. Few of the trendsetters in this category are 'The Bombay Canteen', 'Farzi Café' and 'Soda Bottle Openerwala'

Beverage Remains the Game Changer

- Beverages, both alcoholic and non-alcoholic are a good source of boosting the bottom line of a restaurant. The beverage cost remains low at 15-20% as compared to the cost of other food items on the menu which is between 25-30% in most cases and as high as 35-40% in certain cases. A healthy sales mix of beverages in the menu certainly helps in attaining higher profitability.

- Also, an increasing trend towards higher beverage consumption is witnessed among the consumers, who are continuously looking for new ingredients, flavours and techniques to enhance their experience. Cashing in on these trends and getting inspiration from the western counterparts, the Indian QSR and casual dining chains are revamping their beverage offerings and introducing exotic and differentiated beverages to consumers.

Key Cuisines Offered across Food Services Segments

The Indian diner is also becoming more experimental in his approach to food and is open to any and all options that deliver a great dining experience and value for money. This trend can be witnessed by the growth in market share of certain cuisines in the food services segment. North Indian, Chinese and South Indian contributed ~54% of the total market offerings and American, Pizza, Italian and other western cuisines contributed ~22% of the total offerings in FY 2019. Increase in the share of American cuisine and pizza can be attributed to the growth of QSRs and CDRs offering these cuisines. Furthermore, regional Indian cuisines and bakery and desserts are also gaining market share and are presently at ~3.5% and 6% respectively. To sum up, one can say that the cuisine options in India are evolving in terms of new tastes, origin and styles and will continue to do so in the coming years.

Share of key cuisines across formats Fiscal 2019

Cuisines	Share of Cuisine	Cuisines	Share of Cuisine
North Indian	26.6%	Street Food	6.3%
Chinese	19.0%	Italian	4.5%
South Indian	7.7%	Regional Food	3.7%
American	7.2%	Continental	3.5%
Pizza	7.2%	Pan Asian	2.0%
Bakery & Dessert	6.6%	Others	5.8%

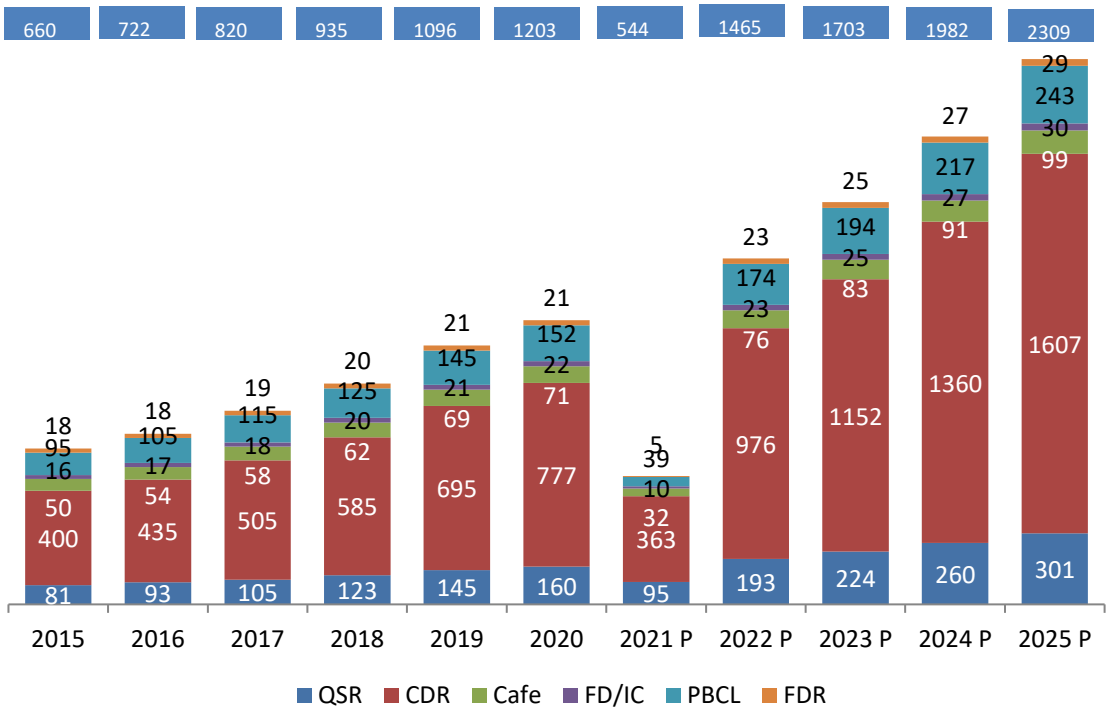
Source: Zomato Data, Technopak Analysis

Organized Food Services Market

Organized Standalone Market

The organized standalone market is the largest organized segment with a market share of 28% in FY 2020. The segment is expected to grow at a CAGR of 14% from INR 1,203 Bn in FY 2020 to INR 2,309 Bn by FY 2025

Organized Standalone Market Size in INR Bn. (FY)



Source: Technopak BoK, Technopak Analysis
Year mentioned is FY

The casual dining restaurants estimated at INR 777 Bn in FY 2020 formulate around 64.5% of the organized standalone market and is expected to grow at a CAGR of 16% to reach INR 1,607 Bn (70%) in FY 2025 followed by QSRs estimated to grow at 14% to reach INR 301 Bn in FY 2025.

Organized Standalone Format CAGR

Format	CAGR FY 2015-20	CAGR FY 2020-25
Quick Service Restaurants	15%	14%
Casual Dining Restaurants	14%	16%
Café	7%	7%
Frozen Dessert/ Ice Cream	7%	6%
PBCL	10%	10%
Fine Dining Restaurants	3%	7%

Source: Technopak BoK, Technopak Analysis

Organized Standalone Format Share

Format	Market Share (FY 2015)	Market Share (FY 2020)	Market Share (FY 2025P)
Quick Service Restaurants	12%	13%	13%
Casual Dining Restaurants	61%	65%	70%
Café	8%	6%	4%
Frozen Dessert/ Ice Cream	2%	2%	1%

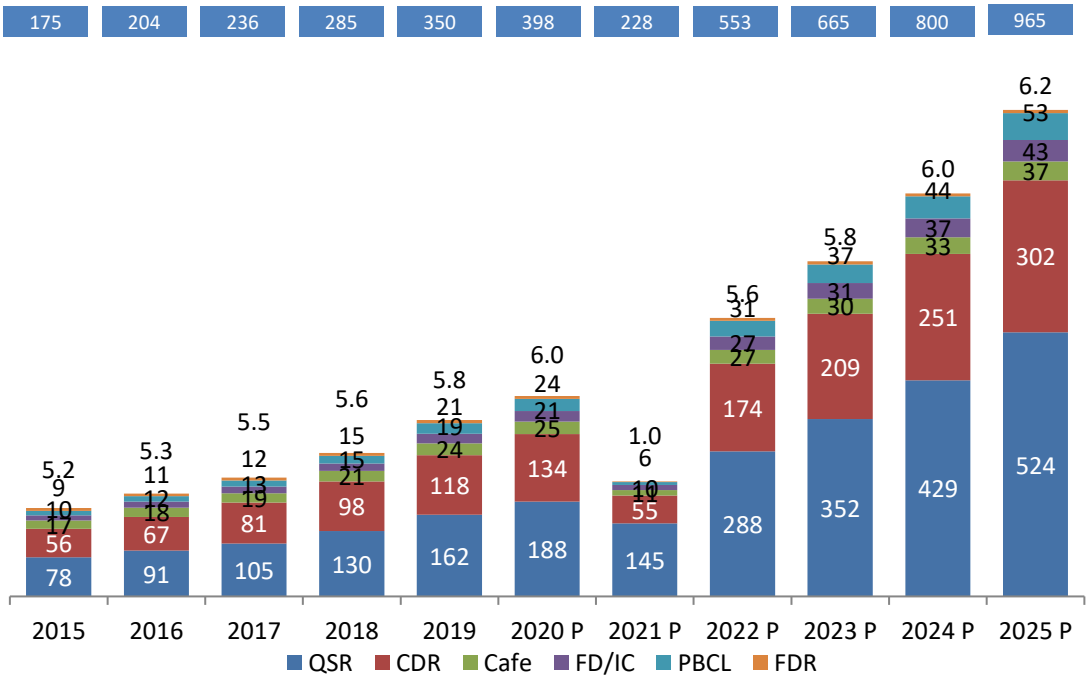
PBCL	14%	13%	11%
Fine Dining Restaurants	3%	2%	1%

Source: Technopak BoK, Technopak Analysis
Marker share percentages are rounded-off

Chain Market

With INR 398 Bn in FY 2020, the chain market is expected to grow at a CAGR of 20% to reach INR 965 Bn by FY 2025. QSRs (47%) have the maximum market share followed by Casual Dining Restaurants (34%).

Chain Market Size in INR Bn. (FY)



Source: Technopak BoK, Technopak Analysis
Year mentioned is FY

- In the chain market, QSRs and the CDRs constitute 81% in FY 2020 and the same is expected to grow to 86% by 2025.
- The market share of CDRs will decrease to 31% in FY 2025. However, the segment is expected grow at a healthy CAGR of 18% to reach INR 302 Bn. The growth for CDRs will be fuelled by more CDRs in the chain segment making inroads in Tier II and Tier III cities.
- Also, as the food services market has evolved over time, each format caters to a distinct primary TG and occasions. Within the eating out space, the CDR segment is best placed in the overall chain segment based on pricing, wholesome offer, and involvement of the entire family. Apart from convenience and quick bites, the consumers are also looking at experiential format due to higher disposable income and changing eating out habits. CDRs continue to be a popular format in Tier I and Tier II cities along with the Mega Metros and Mini Metros.

Chain Market Format CAGR

Format	CAGR FY 2015-20	CAGR FY 2020-25
Quick Service Restaurants	19%	23%
Casual Dining Restaurants	19%	18%

Café	8%	8%
Frozen Dessert/ Ice Cream	16%	15%
PBCL	22%	17%
Fine Dining Restaurants	3%	1%

Source: Technopak BoK

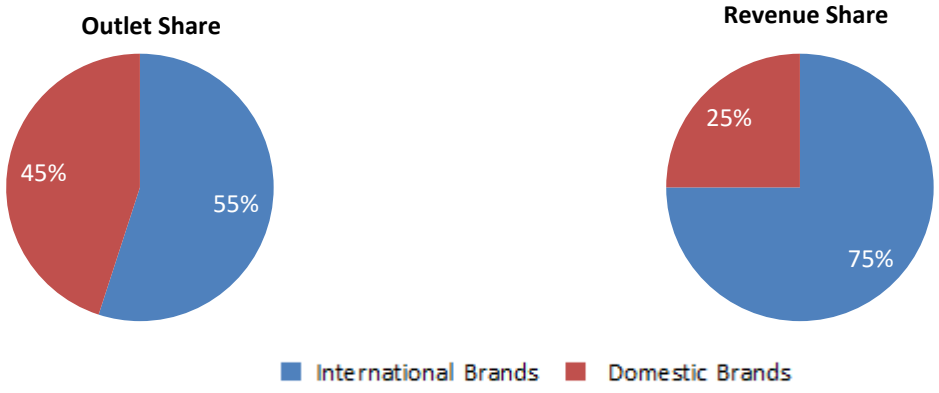
Chain Market Format Share

Format	Market Share (FY 2015)	Market Share (FY 2020)	Market Share (FY 2025P)
Quick Service Restaurants	45%	47%	54%
Casual Dining Restaurants	32%	34%	31%
Café	10%	6%	4%
Frozen Dessert/ Ice Cream	6%	5%	4%
PBCL	5%	6%	5%
Fine Dining Restaurants	3%	2%	1%

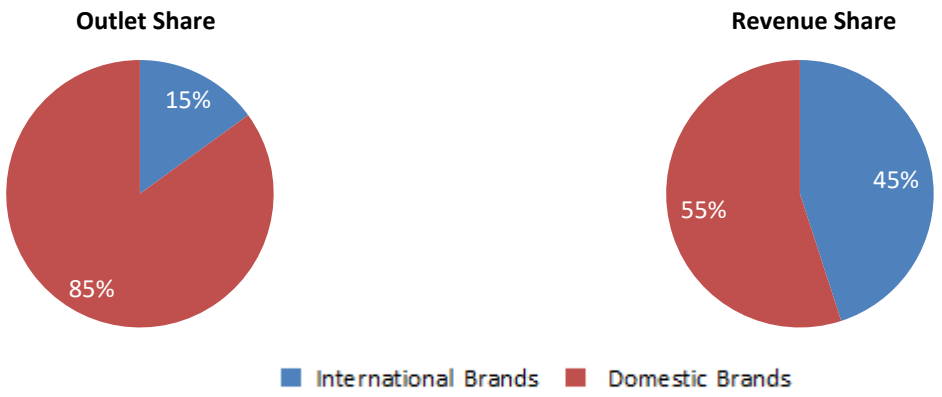
Source: Technopak BoK

The chain market is dominated by the international QSR brands operating in India such as Domino's, McDonald's, KFC, Subway, Burger King etc. The overall share of these key international brands in terms of outlets in the chain market is around 45%, contributing 57% share to the total revenue in QSR chain market. For the international brands, the QSR segment is the maximum revenue contributor with around 70-75% share followed by CDR, whereas in the domestic segment, the market is dominated by CDRs with around 50-55% revenue share. Home grown players like Moti Mahal Delux and Barbeque Nation dominate the Chain CDR market along with some key players like Sagar Ratna, Sigree and Mainland China.

Chain QSR Market Construct: Contribution of International & Domestic Brands FY 2020



Chain CDR Market Construct: Contribution of International & Domestic Brands FY 2020



Format wise Opportunities & Challenges

Other than the above listed challenges, the chain food services players have certain specific opportunities and challenges specific to their business. The below table summarizes the same:

Food Services Chain Market- Opportunity & Challenges

Type of Chain	Opportunities	Challenges
Café	• Increase in "hang out culture", a place for socializing • Scalable model in smaller format • Large play in food and beverage based innovation	• Low margins • Limited brand salience and loyalty • High table turn around time vis a vis per table spend
QSRs- International Brands	• Increasing time poverty among youth • Popularity of international cuisines • Improved supply chain	• Highly price-competitive market • High investment in equipment • Highly price-competitive market
QSRs- Domestic Brands	• Increasing popularity of the format • Increasing focus on convenience • Menu that caters to the Indian masses	• Mostly family operated & lack of management bandwidth • Competition from street food • High tax implication vs nothing being paid by the unorganized segment
Frozen Desserts/Ice-Cream (FD/IC)	• Popularity across age segments with increasing spends on desserts • No more a seasonal business • Scalable model as they require smaller formats	• Low transaction value • Competition from FMCG products in FD/IC segment
Casual Dining Restaurants (CDRs)	• Increasing middle and upper middle class in urban India • Increasing incidence of eating out • Increasing value for money focus • Scope of penetration in Tier II cities	• Fragmented market with increasing competition • Maintaining consistency across location • Standardization / scaling up in ethnic Indian cuisine is more challenging vs. Western cuisines
Fine Dining Restaurants (FDRs)	• Rising disposable income • Increasing focus on premium lifestyle	• Shorter shelf life • Require constant innovation and differentiation • High fixed operating costs
Pubs, Bar Café & Lounges (PBCL)	• Favourable Indian demographics with 65% of population below 35 years	• Price competitive segment with competition from in-home consumption • Setting up process is cumbersome with extensive licensing process

	• Increasing incidence of alcohol consumption • Changing lifestyle	

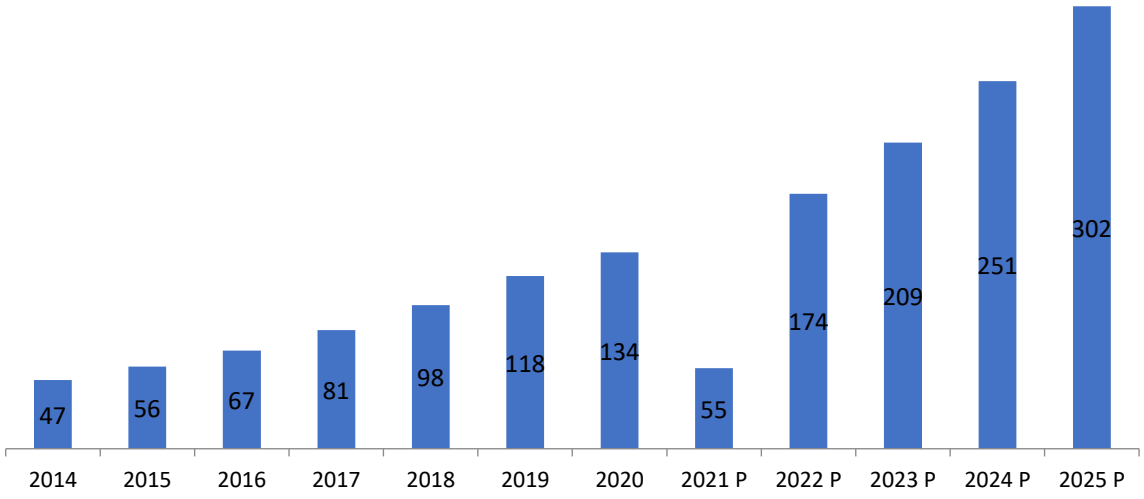
Source: Technopak BoK

Chain Casual Dining Market

Market Overview

- The Chain Casual Dining market in India has been flourishing over the last few years. The Chain CDR segment represents the 2nd largest share in the chain food services market in India after QSR. It has also seen an evolution of sorts in the preceding years and now there are a few players generating revenue of more than INR 5 Bn. in this category. Exhaustive menus, quality food, high focus on presentation and the presence of specific cuisines or themes are all features of the CDR segment. For example, the Farzi Café blends molecular gastronomy and fusion with Indian concoctions in a lively atmosphere. On the other hand, the Barbeque Nation serves unlimited starters and buffet.
- In FY 2020, the size of the Chain Casual Dining market is estimated at INR 134 Bn. The share of CDR market in the food services sector is expected to reach 31% in FY 2025, from the current 34% in FY 2020. However, the segment is expected grow at a healthy CAGR of 18% to reach INR 302 Bn. by FY 2025.
- The Chain casual dining segment caters to the various needs of consumers by offering different service styles, cuisines, ambiance, price points such as Sagar Ratna & UBQ by Barbeque Nation having an APC of INR 200-300 caters to the value seeking consumer whereas a Barbeque Nation, Mainland China with an APC of INR 775-800 caters to the experiential consumer who would like to enjoy a sumptuous meal with great ambience. Also, outlets like Farzi Café (APC of INR 1,100-1,250) caters to consumers looking for experimenting with Indian food in a lively and eclectic environment

Chain CDR Market Size in ₹ billion



Source: Technopak BoK, Technopak Analysis
Year mentioned is FY

CAGR

Year	CAGR FY 2015-20	CAGR FY 2020-25
Casual Dining Restaurants	19%	18%

Source: Technopak BoK

Key Players

- Domestic players dominate the Chain CDR market though there are a few international players also present in this segment. Since the Chain CDR sector has seen high growth, quite a few new players have entered the market. As a result, the existing players are innovating on a larger scale than before. Moreover, many successful domestic players like Moti Mahal, Barbeque Nation and Sagar Ratna have turned their attention to the national and international stage.

- The competition in chain CDR space is based on a number of factors, including price, type of cuisine, quality of food, quality of customer service, value, brand recognition and location of restaurants

Cuisine Type Wise Market

North Indian cuisine contributes highest share 26.6% (INR 426 Bn) to the Indian Organized Food Services market followed by Chinese 19% (INR 304 Bn) and South Indian 7.7% (INR 123 Bn) cuisines. North Indian restaurants brands like Barbeque Nation, Moti Mahal, Pind Balluchi etc. are fuelling the growth of casual dine space. Due to their regularity among different restaurants formats, these cuisines have broad appealing among consumers. Also, factors like young population, increase in working women population, disposable income are helping the growth of Indian Food Services market.

Share of Key Cuisine in Indian Organized Food Services FY 2020

Cuisine	Market Size FY 2020 (INR Bn)	Market Share FY 2020	CAGR (2016-20)	Key Chain Players
North Indian	426	26.6%	18%	Barbeque Nation, Moti Mahal, Pind Balluchi
Chinese	304	19.0%	20%	Wow Momos, Mainland China, Yo China
South Indian	123	7.7%	14%	Sagar Ratna, Saravana Bhavan, Shree Rathnam, Naivedyam
Regional Indian	59	3.7%	27%	Dindigul Thalappakatti, Vasudev Adigas
Street Food	101	6.3%	23%	Goli Vada Pav, Jumboking, Haldiram, Bikanerwala
Bakery & Dessert	106	6.6%	27%	Café Coffee Day, Starbucks, Keventers, Chaayos
American	115	7.2%	21%	McDonald's, Burger King, Subway, Chili's
Pizza	115	7.2%	25%	Domino's, Pizza Hut, UNO's, PizzaExpress

Italian	72	4.5%	20%	Jamie's Italian,Tonino
Continental	56	3.5%	20%	Le Pain Quotidien, Indigo Delicatessen
Pan Asian	32	2.0%	20%	Yum Yum Cha, Mamagoto, Pa Pa Ya, Bo Tai
Others	93	5.8%	22%	-

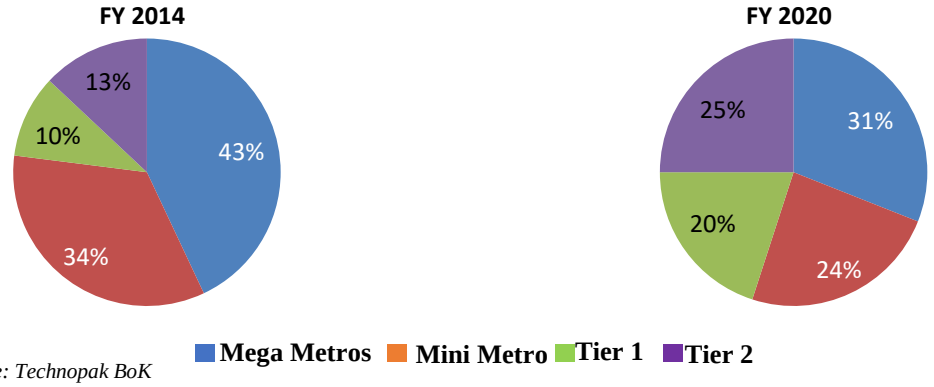
Source: Technopak BoK, Technopak Analysis

Outlet Presence

- It is estimated that presently, the chain CDR segment has ~4,700 -5,200 outlets in FY 2020 across India which was ~1800-2000 in FY 2014. A few examples are Moti Mahal, Barbeque Nation, Toscano, Café Zoe, Flavours of Italy, Rajdhani, Pizza Hut, Sarvana Bhavan etc. Newer formats like Chilli's, Farzi Café, Carl's Jr. and Soda Bottle Openerwala have also taken a share of the pie. With the thinning lines between each format type, some players from the QSR and FDR segment have started venturing into the chain CDR segment. These transitions between various players within the chain CDR market have only added to its burgeoning growth.

- Mega Metros have the highest presence of chain CDR outlets at 31% while Mini-metros are next with a share of 24%. The remaining 45% market share is accounted for by Tier I and Tier II cities. However, with existing higher penetration in Metros and Tier I cities, most of the chain CDR formats have taken cue from the QSR players like Domino' s and McDonald's and have ventured into Tier I & II cities

Chain CDR- City Type Outlet Presence

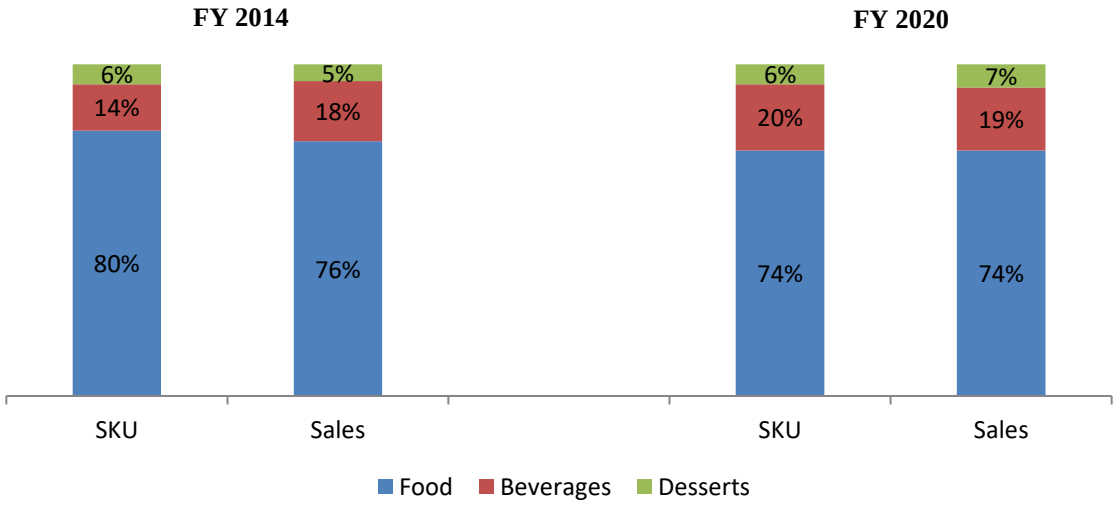


Source: Technopak BoK

Trade Dynamics

- **Product Sales and SKU mix:** Food dominates the Sales and SKU mix at 74% and 74% respectively for FY 2020. It is followed by beverages and desserts, where the share of beverages SKUs has increased from 14% in FY 2014 to 20% in FY 2020. Beverages having less food cost as compared to food items, the increase in beverage-based SKUs helps brands in maintaining healthy profit levels at the outlet level.

Chain CDR: SKU-Sales Mix

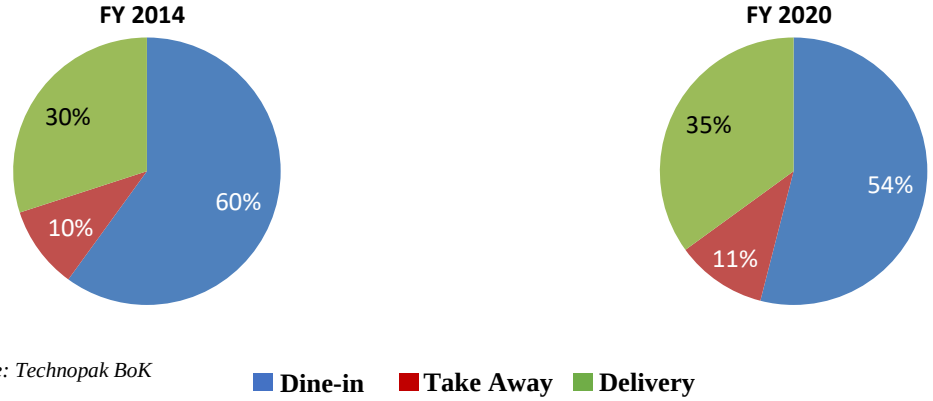


Source: Technopak BoK

Sales Mix: Dine-in & Non-Dine-in: Paucity of time among the consumers residing in metros has fuelled the growth of delivery in these cities. Also, in FY2020 delivery services have gained traction primarily in office areas or residential complexes as evidenced by their increasing market share, currently at 35%. However, most consumers prefer to savour their meal experience, & dine-in is the preferred option at 54% in FY2020. This holds true for Chain CDRs in segments, which boasts of superior-quality interiors, variety of flavours and wide mix of food and beverage items. Due to COVID, dine in has been affected in FY 2021, and trend of Delivery and Takeaway has increased, but things are expected to get back close to normalcy post vaccination & reduction in Covid cases. Though there is expected to be a traction towards Organised food services for Quality & Hygiene reasons.

With respect to weekday and weekend sales, most of the CDRs register higher sale during the weekends as compared to weekdays. Whereas, based on the timeslots, lunch and dinner contribute to 80-81% of the overall sales. The share of Lunch sales ranges between 37-39% during the weekdays and 42-44% during weekends. As a trend the lunch sales is lower than the dinner sales across most CDR formats. However, brands like Barbeque Nation have higher proportion of the total revenues from weekday sales and lunch covers as compared to the industry average.

Chain CDR- Dine in vs. Non Dine-in



Source: Technopak BoK

Chain Casual Dining Market: Key Trends

Varied Offerings and Shifting Consumer Need to Drive CDR Market

- The Chain CDR segment based on its varied cuisine offerings along with higher APC, has more chances of a faster growth as compared to other food services segments such as FDR, PBCL and even to the extent QSRs which primarily offer American cuisine based on burgers and pizzas. QSRs have a price and volume advantage over CDRs. However, the same is anticipated to undergo changes in the coming years based on shifting consumer habits, higher disposable income, increasing experimentation and urge to try new different things.

- The experimental Indian consumer is becoming increasingly demanding and gets bored with one type of restaurant/ concept/ food very fast and is continually looking for different options and newer concepts. This very nature of the consumer has reduced the life of a restaurant to 7-8 years presently from 10-12 years a decade back. To cater to this changing ecosystem, the brands have to continuously offer something different to keep on calling back consumers again and again. Brands like Pizza Hut, Barbeque Nation, Mainland China etc. keep on organizing different themes & in-store food festivals and add new products in the menu to keep the consumer loyal to the brand.

Multiple Brands vs. Single Brand

Going forward, the brands operating in the Chain CDR segment are continuously introducing newer concepts based on ambience and food offerings. These brands are just not limiting to a single brand or format and are venturing into different formats such as QSR, PBCL etc. Companies like Massive Restaurants, Impresario Hospitality and Specialty Restaurants not only have different brands in the same formats but are also venturing into different formats.

Companies Operating Different Formats

Formats	Massive Restaurants	Impresario Hospitality	Specialty Restaurants	Barbeque Nation Hospitality
CDR	• Farzi Café • Made in Punjab • Pa Pa Ya	• Salt Water Café • Prithvi Café	• Oh! Calcutta • Mainland China • Global Sigree • Café Mezzuana	• Barbeque Nation • Toscano
PBCL	• Masala Bar	• Social • The Tasting Room	• Hoppipola • Kix • Shack	
Café		• Mocha	-	
FDR	• Masala Library	• Smoke House Deli • Salt Water Grill	-	

Streamlined Standard Operating Procedures

With high focus on craftsmanship and fresh produce, the very format of Chain CDR with limited usage of standardized products in the ready to cook/ eat food, restricts the fast scalability of this format along with expansion in smaller cities. Brands like Pizza Hut have been able to penetrate the Tier II market due to its robust supply chain and central commissary. However, CDR brands can also expand at a faster pace without the backing of centralized commissary and supply chain, brands such as Barbeque Nation, Moti Mahal have developed strong SOPs for every aspect of their business and ensure that all their franchisee follow the guidelines properly. The usage of SOPs clubbed along with strong training and monitoring system has helped Moti Mahal to expand fast in Tier II cities.

Efficiency Staff Development Initiatives

Also, it would be very important for the brands to communicate the same to its staff through regular training programme. Taking cue from the international brands such as Domino's, Pizza Hut, McDonald's etc., most of the home grown brands in India have started investing in various training programmes for their staff at regular intervals e.g. Barbeque Nation, one of the biggest chain in the CDR segment, has in-house training centers for its chefs, where each chef is trained prior to joining his/ her outlet and the centers also becomes the hubs for innovation and developing

new recipes. These training programmes by brands are also helping in reducing the attrition rate and attracting new talent.

The Digital Connect

- The connection between end-consumers and businesses has always played a pivotal role in the development and growth of any business. For consumer-driven segments, such communication becomes ever more important as it provides a platform by which operators can gauge the pulse of consumers. This helps businesses pull the right strings in terms of tapping into consumer behaviour. Food services is no exception to this, and the operators are increasingly using options like website, social media platforms, apps etc. for continuously communicating with consumers. The instant turnaround time is one of the biggest advantages of digital media over traditional media. The offers, incentives, product information, and promotions can be communicated in real time and the responses are also received quickly. Brands are also able to see feedback and reviews generated by consumers instantly and are able to take immediate corrective actions and carry out recoveries.

- Going a step ahead in this, Barbeque Nation launched a chat bot named #Sayhi in Jan 2017 to address enquiries by consumers and to reserve tables through Facebook Messenger. The chat bot, on the chain's official Facebook page, also lets users enquire about locations and pricing and answers queries about ongoing festivals and menus. Hence, reducing the time customers spend on the telephone or the chain's website. The chat bot also helps in building greater transparency in the reservation process. Simple and moderate issues are resolved faster, leading to greater customer satisfaction and long-term loyalty. These bots can help deflect calls from the call-centre and the interactive voice response (IVR) software, which further saves customers' time and telephonic cost. Table reservations can be made by simply sending a message on Facebook, as the bots direct customers to the preferred location, available slot, etc. Thus, it accelerates easy interaction between the restaurant and a customer, as Facebook Messenger is user-friendly and widely used.

- During COVID, digital means for 'table booking', 'food ordering', and 'payment' have seen rapid growth because people try to avoid touching surfaces in public places, and to minimise personal contact owing to social distancing.

To summarize, the following factors might help in rapid scalability of Chain CDRs in India

- Increasing experimentation, increasing spending capacity of the Indian consumer esp. in the Tier II and III cities
- Continuous innovation in terms of formats, themes and cuisines, to attract and retain consumers
- Opting a multi brand strategy, to capture bigger audience
- Leveraging learnings from QSRs and taking advantage of the increased demand in Tier II & III cities
- Building efficiencies in terms of food cost, manpower cost etc.
- Focus on developing strong SOPs and training programme to attract and retain quality staff
- Developing a mechanism to interact with the consumer in real time using the digital platforms
- Extreme hygiene to be maintained in kitchen area as well as dining area

Key Trends Influencing the Food Services Market

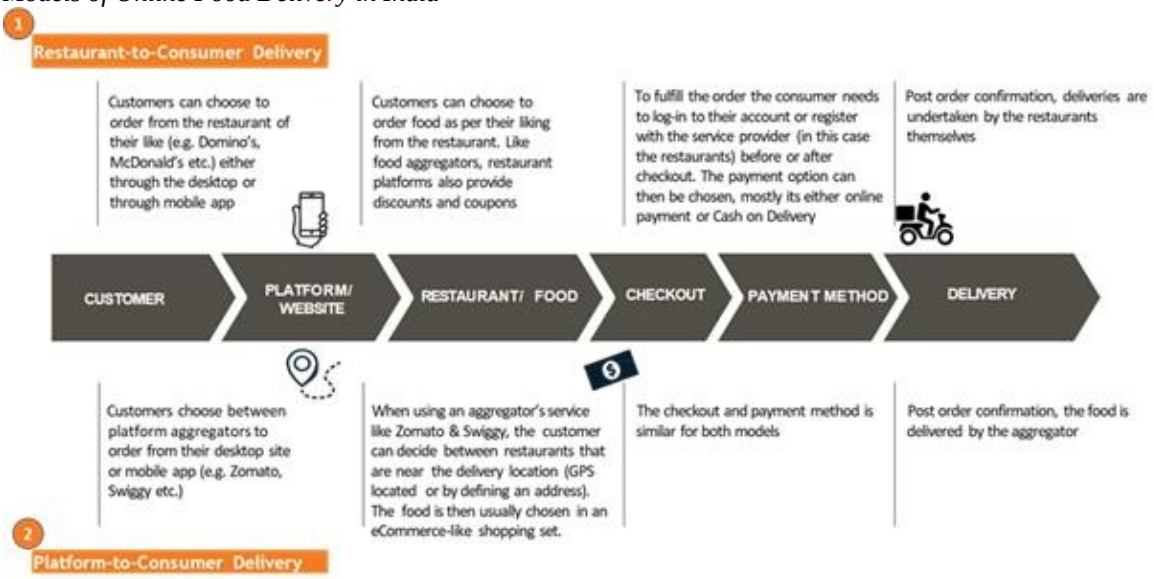
Continuing Growth of Online Food Delivery and Food Tech

The online food delivery market is segmented into two business models with different delivery methods:

- Restaurant to Consumer Delivery: Meals ordered online through a restaurant website and directly delivered by the restaurant e.g. Domino's, McDonald's etc.

- Platform to Consumer Delivery: Online meal order and delivery both carried by a platform e.g. Zomato, Swiggy etc.

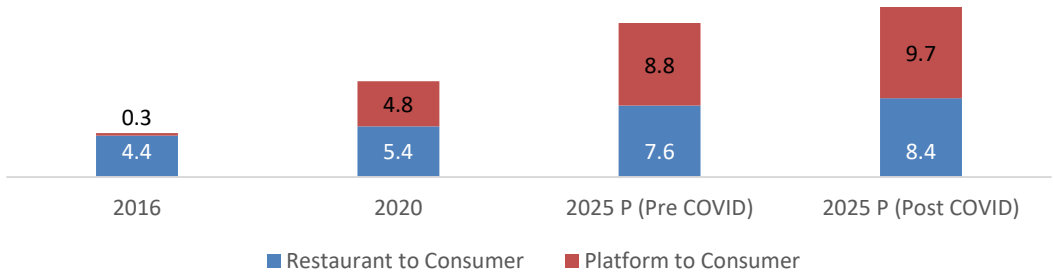
Models of Online Food Delivery in India



Source: Statista, Technopak Research & Analysis

Busy lifestyle, rising smartphone users, growing disposable income will continue to drive the growth of Indian Food space. Internet in India had a reach over 627 million users in FY 2019 & it has reached to 697 million in FY 2020. Smartphone penetration is also growing at a similar pace, with the user base estimated to have reached 408 million by FY 2019 and projected to over 500+ million in FY 2020.

Online Food Delivery Market in India in FY 2020 (US $ Bn)



Source: Statista, Technopak Research & Analysis

- The overall food delivery market in India is expected to grow at a CAGR of 12.2% to reach US$ 18.1 Bn by FY 2025 from US$ 10.2 Bn in FY 2020. Overall food delivery market in India was US$ 4.7 Bn in FY 2016 and has grown at a CAGR of 21.4% between FY 2016 and FY 2020

- In the overall food delivery market, the delivery through Platform to Consumer is at US$ 4.8Bn in FY 2020. Delivery through Platform to Consumer has registered a CAGR of 100% between FY 2016 and FY 2020 and is expected to grow at a CAGR of 15.1% to reach US$ 9.7 Bn by FY 2025

- The delivery through Restaurant to Consumer is at US$ 5.4 Bn in FY 2020. Delivery through Restaurant to Consumer has registered a CAGR of 5% between FY 2016 and FY 2020 and is expected to grow at a CAGR of 9.2% to reach US$ 8.4 Bn by FY 2025

- Pre COVID, the growth of "Platform to Consumer" between 2020 and 2025 was estimated to be 13% but due to COVID, the projected growth rate has increased to 15.1%. This is primarily due to people's preference for delivery over dine-in during COVID time

- Similarly, pre COVID, the growth of "Restaurant to Consumer" between FY 2020 - FY 2025 was estimated to be 7% but due to COVID now it has increased to 9.2%. The primary reason for this increased growth is due to increased focus of the restaurants on hygienic and safe delivery. The restaurants have taken a lot of initiatives to ensure safe delivery, which motivated a lot of consumers to order directly from restaurants websites / app

- Growing user base of smartphone in India is allowing online food delivery platforms to capture market by offerings a wide range of food products. The rise of digital technology is shaping the online delivery market in India which is further helping the restaurants to improve their topline.

Technology has impacted all aspects of food services market and is not just limited to Platform to Consumer delivery formats. It has also led to the emergence to new business models, such as restaurant discovery platforms, cloud–based kitchens that support home cooks and online table reservation.

- **Food Discovery/Restaurant Search**: Earlier food enthusiasts had to wait for annual food guides and eating out directories of restaurants. These publications had expert reviews, opinions, and vital information to dine in the city. Now, these directories, expert reviews and opinions are made available by food discovery or restaurant search players on just a few clicks, a feat attained by food discovery players.

  Post COVID, role of food discovery/restaurant search is expected to grow. People have now become extremely cautious about the safety and hygiene of the restaurants, and try to find reviews regarding restaurant hygiene before visiting. Role of influencers has also increased now on food discovery apps, as people now take their consideration regarding hygiene and safety norms being followed in the restaurants.

- **Table Reservation:** Of late it has become common for Casual & fine dining restaurants to offer table reservations to their clients. In fact, this service has become an integral part of a restaurant's operation. With this service, outlets can estimate demand more accurately and improve on sourcing & staffing and can manage costs more efficiently. It is beneficial to a customer as reservation will guarantee one's table at the time and place planned, and likely to receive better service at the outlet as details like time of arrival, no of persons etc. will be shared with the outlet in advance.

  During the initial months of lockdown, as the restaurants were closed, hence there were no table reservations. Apps/websites offering table reservation features had to lay off staff to save cash and survive the pandemic. These apps also started coming with innovative ideas to have cash flow during lockdown, for example EazyDiner launched pre-paid dining vouchers which could be redeemed anytime until Dec 2020, this was an initiative of Eazydiner to support closed restaurants.

  Once the lockdown restrictions were eased and restaurants started opening up, number of table reservations started increasing, & Table reservation apps such as Dineout and EazyDiner started recording an increase in table reservations. This is helping both the restaurants and consumers in the following ways:

  - As customers reserve table in advance, restaurants plan accordingly for the number of walk-ins at a particular time, and are able to maintain the social distancing norms. App/websites providing table reservations are expected to grow in coming future
  - On the other hand, as consumers have reserved the table, they expect restaurants to be prepared for them in terms of hygiene, sanitization and social distancing

Restaurant technology platform Dineout, collaborated with an AI based firm to help the partner restaurants in maintaining social distancing. Also, Dineout aims to provide live feed of kitchens to customers with the help of AI.

- **Cloud Kitchens:** Cloud kitchens are emerging as alternative channel for food delivery. In 2015, the food tech space went through a period of disruption. Due to significant rise in the awareness of healthy eating among consumers, the healthy food offerings-based restaurants are gaining traction among consumers. Urban markets are expected to see a continuing emphasis on health and wellness. Indeed, as consumer health-awareness becomes more sophisticated, especially amongst younger demographics, brands targeting health issues are expected to become more refined, focusing on particular conditions and nutritional requirements. Given the high rental and capex required for dine-in restaurants, the space for delivery-only kitchens is bound to increase, which can give better quality meals at more affordable prices to customers – all in the convenience of customers' homes and offices. Due to time scarcity, Time, speed and convenience are going to matter more than ever and that is going to lead to the growth of delivery-only kitchen models. Some of the players who are into cloud kitchens are Faasos, FreshMenu, Biryani by Kilo etc.

  Due to accelerating internet and smartphone penetration in India, online food delivery market is witnessing an explosive growth over last 3-4 years which is further fuelling the growth of cloud kitchens. The kitchen-only format model has certainly removed the pressure from the bottom line due to lower rentals, manpower cost and reduced cost of utilities. However, due to lack of physical presence, these brands have lower brand recall and have floating loyalty based on discounts provided against established brands such as Domino's, McDonald's etc. which command strong consumer loyalty, have top of the mind recall and well accepted product categories. Going forward, kitchen-only brands will be able to disrupt the market if they have strong and loyal consumer base and are able to create a brand that is scalable and well accepted across consumers in different cities.

  During initial months of lockdown, when only delivery from restaurants was allowed, cloud kitchen played an important role in providing safe and hygienic food to customers at home. During the pandemic, when number of restaurants were closing permanently, cloud kitchens were showing sales growth even during Q2 2020. Cloud kitchens capable of providing both the hygiene and delivery are expected to grow Post COVID also.

Few other technology trends are as below:

- Data analysis to improve management and the customer experience
- Leveraging tools like mobile apps, messaging and social media to provide customers with a more targeted and customized virtual experience
- Allowing customers to take care of their bill expense and tip through their app
- Using point of sales tablets to take orders which intercommunicate flawlessly and right away to kitchen display screens through cloud system
- Brands are furnishing their restaurants with self-order kiosk, digital menu board, free Wi-Fi and wireless chargers

COVID Impact on Ordering & Delivery

COVID has caused the CDR & QSR chains to move to digital platforms for ordering food. Several chain restaurants already had apps and websites for online food ordering, and those who earlier did not have apps/websites, have launched new apps/websites in the last few months.

Moreover, most of these brands have started dine-in through digitization/app to develop contactless dining. Now customers have an option of ordering and making payment through app only.

Brands are noticing the major traffic of online ordering coming through their mobile application. The demand for online delivery is significantly driven by food aggregator platforms like Zomato, Swiggy, etc. These aggregators offer deep discounts and offers to increase the order density. This has helped the restaurants in increasing their reach and has positively impacted the sales. However, the discounts offered by the aggregators are putting pressure on the overall profitability of these restaurants.

During COVID, key aggregator platforms such as Zomato, Swiggy etc., played an important role in delivering food and helping the food services industry survive. Delivery was started in a number of locations in the country in April, and since then Zomato, Swiggy came into play.

Casual Dining restaurants were primarily built for 'Dine in experience' but as situation demanded, most of the chain CDR also started delivery. This helped them in restarting their business in initial few months of lockdown. As restaurants started opening during July-Aug 2020, sales started rising. Players such as Barbeque Nation started delivery apart from dine-in buffet which provided additional revenue stream. Also, 'Barbeque in a Box' initiative led to channelising the delivery-takeaway space.

Hygiene and Safety Concerns

COVID has changed eating habits of people to a very large extent. People have now become concerned about hygiene and safety issues. This change in habit of people is bound to stay post COVID. When things will go back to normal, there will be an increased demand for safe, hygienic and clean places for eating out. Organised formats like ACDR and QSR chains are well equipped to cater to the demand of safe and hygienic places and are estimated to grow in near future.

Market share shift from unorganized market to organized market

Due to COVID, behaviour of consumers has changed regarding hygiene and safety standards of the restaurants. Now consumers prefer a place with hygienic kitchen and seating area, with all safety procedures being followed. While organized market had this capability of maintaining clean & hygienic kitchen and dining area, the unorganized sector lacked it, hence unorganized sector took worst hit during lockdown. When things will move towards a new normal, a section of the customer base will again move back to unorganized sector, however there will be a section of customer base of the unorganized market that will move to the organized market due to change in preferences toward hygiene and safety.

Thus, there will be a gap created by unorganized market and share of organized market in the total food services will increase more rapidly in comparison to Pre COVID estimates. Moreover, in the organized sector, QSR and ACDR are the formats which have the capabilities to fill the gap created by unorganized market.

Digital Marketing

With increasing ubiquity of mobile and other smart devices, digital media has become quite indispensable, and the use of the medium for marketing initiatives has been on the rise. While traditional media offers mass reach and visibility, digital media provides quick response time, direct consumer feedback on the efficacy and effectiveness of the initiatives and enables dynamic campaigns targeting extremely focused audience groups. Also, the investment in creating a digital campaign that reaches out to specific target group is much lower when compared to traditional media, i.e. television and print.

The hectic pace of life and paucity of time has made convenience and ease of access through digital options a very attractive proposition. A lot has changed with the advent of digital media in India and people are increasingly becoming well versed with the global trends and well-travelled and more aware of the options they can avail through various mediums.

Brands / Outlets have started tying up with food delivery and hyperlocals as this segment of the industry is also growing at good rate and getting listed on Third Party Aggregators is proving fruitful for them.

Restaurant reviews and food blogging have gained popularity with food enthusiasts exploring new places and writing not only about the food but the entire experience. Responsiveness on the social space has become extremely crucial. Restaurants are taking Online Reputation Management (ORM) very seriously as it is an integral part of its image management now. Most restaurants are open to feedback since it helps them improvise the food and the services and lets the consumer feel like they are an integral part of the system. Digital media helps with quick feedback not only

for the quality and service but also for the marketing initiatives. Word of mouth referrals, recommendations are probably second to new lead generation through online search now.

In the food services market, marketing spends constituted 4-6% of the total revenue for majority of the players. The large players especially the chains observe 60-65% of the marketing budget being spent on traditional media and the balance 35-40% on digital media. However, for the rest of the industry 20-30% of the marketing budget is spent on traditional media whereas 70-80% is spent on digital media.

Close to 65% of the population in India is below 35 years of age and very digitally savvy. It is important to reach out to this young India on platforms where they prefer spending their maximum time and can be engaged.

- The Café segment invests heavily on Third Party Aggregators as it makes the discovery for consumers easier followed by spends on Social Media, SEO/SEM/Email Marketing and Display Marketing.

- For the QSR segment, Digital Video is the most important avenue for investment followed by Online Search / Email Marketing, Social Media and Display Marketing.

- The Casual Dining segment invests most of their marketing budget on Search / Email Marketing majorly for discovery and communicating promotional offers. This is followed by Mobile Ads / SMSs as these can be used to communicate personalized and location based promotional offers. The rest of the marketing budget is distributed between Social Media, Digital Video, Display Marketing and Third-Party aggregators.

The trend reflects that the percentage share of marketing budgets spent through digital initiatives is only going to increase over the years, given the cost effectiveness and efficacy of the medium.

Social Media & Tech-savvy Consumers

The trend of greater technology usage by consumers has led food services players to adopt new and diverse technologies as a means of enhancing their customers' experience and thereby establishing a unique brand identity and leveraging brand loyalty.

With the growth of the social media phenomenon empowering consumers and informing their choices, various players have established a presence on social media platforms as Facebook and Twitter. They have also developed exclusive mobile applications to connect with customers and adopted tools as Radian 6 and Meltwater Buzz, which allow for social media monitoring, engagement with existing customers, and promotion of the brand among target consumers.

For key food services brands, social networks like Facebook and Twitter, and blogging platforms, have become a core marketing medium to engage customers with interesting content, useful information (event, shows and latest offers), etc. Many players are also using social media platforms to encourage open consumer communication by addressing customer reviews, complaints, and grievances. Key International brands across formats (QSR, Café, CDR etc.) have adopted a mix of social media and traditional media. They, however, leverage online media significantly to offer schemes and discounts to consumers. Among key Indian brands such as Café Coffee Day, Barbeque Nation and Mainland China leverage online platforms such as Facebook for connecting with consumers. In Café segment, Café Coffee Day leads in terms of Facebook likes whereas in CDR space, Barbeque Nation leads in terms of Facebook Likes (Facebook Likes for Pizza Hut and Chilli's represent their international numbers). Food review websites have become important source of information about restaurants for the digital savvy consumers. They host details such as product menus, restaurant pictures, location maps, reviews, ratings, contact details of outlets etc. For instance, Burrp, Times City and Zomato are sites with several listed restaurants across various cities enabling consumers to explore the best food options.

Impact of Advent of Capital Availability

Private investments can be broadly categorized into three stages – early stage, growth stage, and mature/ late stage. Private Equity investment in food services market is driven by increasing spend on eating out, increasing disposable income, higher proportion of working women etc.

Return on Investment

Brand	Early	Growth	Late Stage/ Mature
Return Expectations	40-50% p.a.	25-30% p.a.	18-25% p.a.

Source: Technopak BoK

Restaurant sector is a long-term play for PE investors. PE investors are typically looking at making a minimum of at least 3X in a 4-5 year timeframe. Also, there is a certainty in cash flows if the model is right. That, along with growth, should allow private equity to make fair returns from this sector. PE firms not only bring funds on table but also bring management inputs on board and facilitate in scalability, improving operational efficiency for Food Services players.

OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. This section should be read in conjunction with the sections "Forward Looking Statements", "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" on pages 25, 37, 436, and 278 respectively. Our Restated Consolidated Financial Information included in this Red Herring Prospectus have been prepared under Ind AS and references to "restated" figures below are to our restated, consolidated financial information in the Restated Consolidated Financial Information. Our Restated Special Purpose Standalone Financial Information included in this Red Herring Prospectus have been prepared under Ind AS and references to "restated" figures below are to our restated, standalone financial information in the Special Purpose Restated Standalone Financial Information. All figures in this section are stated on a consolidated basis, unless specified otherwise.

Unless stated otherwise, industry and market data used in this section has been obtained or derived from publicly available information as well as industry publications, other sources and the Technopak Report. We commissioned the Technopak Report for the purpose of confirming our understanding of the Indian food services industry for which Technopak is in the process of being paid by the Company pursuant to its engagement letter dated January 12, 2021. The Technopak Report was submitted on February 19, 2021. For details, see "Risk Factors – This Red Herring Prospectus contains information from an industry report which we have commissioned from Technopak." on page 73.

Overview

We own and operate Barbeque Nation Restaurants, one of India's leading casual dining restaurant chains (in terms of outlet count as of September 30, 2020) according to the Technopak Report, and International Barbeque Nation Restaurants. We also own and operate Toscano Restaurants and UBQ by Barbeque Nation Restaurant. The first Barbeque Nation Restaurant was launched in 2006 by SHL, one of our Promoters. We launched our first Barbeque Nation Restaurant in 2008, and subsequently acquired five Barbeque Nation Restaurants owned by SHL in 2012. We have steadily grown our owned and operated Barbeque Nation Restaurant network from a single restaurant in 2008 to 147 Barbeque Nation Restaurants (including opened, temporarily closed and under construction outlets) across 77 cities in India and six International Barbeque Nation Restaurants in three countries outside India as of December 31, 2020. We own 61.35% of the equity share capital on a fully diluted basis of one of our Subsidiaries, Red Apple, which owns and operates nine restaurants under the brand name, "Toscano", a casual dining Italian restaurant chain and operates one restaurant each under the brand names "La Terrace" and "Collage" respectively. The first Toscano Restaurant commenced operations in June 2008 and, as of December 31, 2020, we operated eleven Italian Restaurants, nine of which are under the brand name "Toscano", in three cities in India. In November 2018, we launched UBQ by Barbeque Nation Restaurant to provide *a la carte* Indian cuisine in the value segment. At present, UBQ by Barbeque Nation Restaurant predominantly caters to the delivery segment.

We believe the value we offer, the nature and quality of our food offerings and the ambience and service of our restaurants create a one-of-a-kind overall customer experience. Through our Barbeque Nation Restaurants, we pioneered the format of 'over the table barbeque' concept in Indian restaurants according to the Technopak Report. Live grills embedded in dining tables allow our guests to grill their own barbeques. We believe our Barbeque Nation Restaurants, compared to other fixed price dining options, offer competitive attractions such as a wide range of vegetarian and non-vegetarian appetisers and main courses, a popular dessert menu, a pleasant and casual dining environment and prompt service thereby making it a popular destination for celebrations. We also periodically run popular food festivals at our Barbeque Nation Restaurants offering our guests a range of Indian, international and fusion cuisines.

We diversified into another brand pursuant to our acquisition of 61.35% of the equity share capital on a fully diluted basis of Red Apple, which operates 11 Italian Restaurants in three cities in India, namely Bengaluru, Chennai and Pune. Of the Italian Restaurants operated by us as of December 31, 2020, three Toscano Restaurants were opened since March 31, 2019 and four Toscano Restaurants were opened in the three Fiscals immediately preceding Fiscal 2019. Our acquisition of Red Apple has enabled us to diversify our brand, cuisine and customer segment beyond our flagship concept of 'over the table barbeque'.

UBQ by Barbeque Nation provides *a la carte* Indian cuisine in the value segment, initially through leading food delivery service providers for the delivery of our food. As of December 31, 2020, we were providing delivery in 77 cities in India of *a la carte* Indian cuisine under UBQ by Barbeque Nation from our existing kitchen infrastructure.

According to Technopak, the Chain Casual Dining market in India has been flourishing over the last few years. The Chain CDR segment represents the 2nd largest share in the chain food services market in India after QSR. In FY 2020, the size of the Chain Casual Dining market is estimated at INR 134 billion. The segment is expected grow at a healthy CAGR of 18% to reach ₹302 billion by FY 2025. Our Barbeque Nation Restaurants have experienced steady growth in the number of covers over the last three Fiscals, and the proportion of total revenues from weekday sales and lunch covers at Barbeque Nation Restaurants is relatively higher as compared with the industry average according to the Technopak Report. We carefully choose the locations of our Barbeque Nation Restaurants with the objective of keeping our rent to potential revenue ratio low.

We believe our offering format positions us to capitalise on both the robust growth trend of the CDR market in India and the broader chain restaurant market within the food and services industry. The numbers of covers at Barbeque Nation Restaurants as well as our Company's revenues have grown consistently as our Barbeque Nation Restaurants have matured, particularly after being in operation for more than two years. For example, the number of in-dining covers at our Barbeque Nation Restaurants in India has grown from 6.86 million in Fiscal 2017 to 9.92 million in Fiscal 2020 at a CAGR of 13.08%. Further, out of the 147 Barbeque Nation Restaurants owned and operated by us in India as of December 31, 2020, 24 Barbeque Nation Restaurants were opened between March 31, 2019 and December 31, 2020 and 71 Barbeque Nation Restaurants have been opened since April 1, 2017. Consequently, we believe we are in a strong position to monetise the benefits of our expansion in the past few Fiscals. We also intend to leverage our experience, together with that of the management team at Red Apple, to expand Toscano Restaurants to other Metro and Tier I cities.

Our core values prioritise being customer-focused to provide excellent products and service and employee-focused by maintaining a superior quality work environment. Our Company places a strong emphasis on customer reviews and feedback and our Barbeque Nation Restaurants use our in-house call centre to obtain customer feedback for our Barbeque Nation Restaurants in accordance with our internally devised and managed Guest Satisfaction Index ("**GSI**"). Our Barbeque Nation Restaurants use two cloud-based systems: the Central Reservation System ("**CRS**") and the Central Feedback System ("**CFS**"). We also accept reservations for our Barbeque Nation Restaurants through our revamped smartphone application 'BBQ App', Facebook chat messenger, chat-bot and other reservation platforms. We have integrated "Business Insights", our in-house business intelligence software, which allows us to track restaurant wise data (operational and financial) for our Barbeque Nation Restaurants at a granular level and it has a direct interface with the enterprise resource planning system of the Barbeque Nation Restaurants.

Our Company was ranked amongst the top 10 retail companies to work for by Great Place to Work Institute in 2020 in collaboration with the Retailers Association of India and was ranked number 7 amongst India's best companies to work for in 2020 by the Great Place to Work Institute in collaboration with Economic Times.

Our consolidated total revenue, EBITDA and Adjusted EBITDA from continuing operations of Barbeque Nation Restaurants has changed from ₹5,904.48 million, ₹1,403.68 million and ₹823.94 million, respectively, in Fiscal 2018 to ₹8,507.94 million, ₹1,680.39 million and ₹782.48 million, respectively in Fiscal 2020, at a CAGR of 20.04%, 9.41% and (2.55%), respectively. In Fiscals 2018, 2019, 2020 and for the eight months ended November 30, 2020, our total consolidated revenues from continuing operations were ₹5,904.48 million, ₹7,425.41 million, ₹8,507.94 million and ₹2,366.08 million, our consolidated EBITDA from continuing operations was ₹1,403.68 million, ₹1,493.87 million, ₹1,680.39 million and ₹125.91 million, and our Adjusted EBITDA from continuing operations was ₹823.94 million, ₹777.31 million, ₹782.48 million and ₹(521.69) million, respectively.

Our standalone total revenue, EBITDA and Adjusted EBITDA has changed from ₹5,763.04 million ₹1,443.93 million and ₹904.45 million respectively, in Fiscal 2018 to ₹7,903.58 million, ₹1,595.47 million and ₹809.06 million respectively, in Fiscal 2020, at a CAGR of 17.11%, 5.12% and (5.42%), respectively. In Fiscals 2018, 2019 and 2020 and for eight months ended November 30, 2020, our total standalone revenues were ₹5,763.04 million, ₹7,076.29 million, ₹7,903.58 million and ₹2,087.91 million, our standalone EBITDA was ₹1,443.93 million, ₹1,653.29 million, ₹1,595.47 million and ₹99.16 million and our Adjusted EBITDA was ₹904.45 million, ₹1,011.23 million, ₹809.06

million and ₹(455.32) million, respectively. The Company also had negative net working capital in Fiscals 2018, 2019, 2020 and for eight months ended November 30, 2020.

EBITDA and Adjusted EBITDA presented in this Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Furthermore, EBITDA and Adjusted EBITDA are not measurements of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered as alternatives to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. In addition, EBITDA and Adjusted EBITDA are not standardised terms, hence a direct comparison of EBITDA and Adjusted EBITDA between companies may not be possible or meaningful. Other companies may calculate EBITDA and Adjusted EBITDA differently from us, thereby limiting its usefulness as a comparative measure.

Our Strengths

We believe that we benefit from a number of strengths that collectively differentiate us from our competitors:

Barbeque Nation is one of India's fastest growing and widely recognised restaurant brands in the rapidly growing CDR market

We have steadily grown our owned and operated Barbeque Nation Restaurant network from a single restaurant in 2008 to 147 Barbeque Nation Restaurants (including opened, temporarily closed and under construction outlets) across 77 cities in India and six International Barbeque Nation Restaurants in three countries outside India as of December 31, 2020. In addition, as of December 31, 2020, we had granted franchise rights in respect of one Barbeque Nation Restaurant.

Year	Number of owned and operated Barbeque Nation Restaurants added[(1)]	Total owned and operated Barbeque Nation Restaurants [(1)]	Number of cities added in India[(1)]	Total cities in India[(1)]	Number of states added in India[(1)]	Total states in India[(1)]
Fiscal 2017	13[(2)]	79	11	40	4	19
Fiscal 2018	23[(3)]	102	20	60	3	22
Fiscal 2019	24[(4)]	126	8	68	1	23
Fiscal 2020	21[(5)]	150[(7)]	9	77	1	24
Fiscal 2021 (until December 31, 2020)	[(3)(6)]	147[(7)]	1	77	-	24

Notes:

[(1)]These are only owned and operated Barbeque Nation Restaurants and excludes one Barbeque Nation Restaurant located in Kolhapur which operates on a franchise model and is not owned and operated by us.

[(2)]In Fiscal 2017, 17 Barbeque Nation Restaurants were opened including four Barbeque Nation Restaurants which were renovated/relocated within the same trade area.

[(3)]In Fiscal 2018, 27 Barbeque Nation Restaurants were opened including four Barbeque Nation Restaurants which were renovated/relocated within the same trade area.

[(4)]In Fiscal 2019, 27 Barbeque Nation Restaurants were opened including three Barbeque Nation Restaurants which were renovated/relocated within the same trade area.

[(5)]In Fiscal 2020, 21 Barbeque Nation Restaurants were opened including two Barbeque Nation Restaurants which were renovated/relocated within the same trade area.

[(6)]In Fiscal 2021, 3 Barbeque Nation Restaurants were opened and three Barbeque Nation Restaurants were closed

[(7)]Includes opened, temporarily closed and under construction restaurants. This includes 3 under construction outlets as of March 2020 and 2 under construction outlets as of December 2020

Year	Number of owned and operated International Barbeque Nation Restaurants added outside India (Net) [1]	Total owned and operated International Barbeque Nation Restaurants outside India[1]	Number of cities added outside India[1]	Total cities outside India[1]
Fiscal 2017	1	1	1	1
Fiscal 2018	1	2	-	1
Fiscal 2019	3	5	2	3
Fiscal 2020	2	7	1	4
Fiscal 2021 (until December 31, 2020)	-	6	-	4

Notes:
[1] We opened an International Barbeque Nation Restaurant in Ras al Khaima in the UAE in Fiscal 2019, but closed this restaurant due to commercial reasons in Fiscal 2019. We opened an International Barbeque Nation Restaurant in Dubai in Fiscal 2020, but closed this restaurant due to commercial reasons in Fiscal 2020.

We believe that our restaurant location portfolio consists of sites located in popular business districts, neighbourhoods, and local markets. As of December 31, 2020, almost half of our Barbeque Nation Restaurants were located in Metro cities.

City Type	Number of owned and operated Barbeque Nation Restaurants^				
	Fiscal 2017	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021 (until December 31, 2020)
Metro cities	50	55	68	78	75
Tier-I cities	13	14	17	22	22
Tier-II cities	14	28	35	42	42
Tier-III cities	2	5	6	8	8
Total owned and operated Barbeque Nation Restaurants	79	102	126	150	147
Number of states and Union Territories in India with Barbeque Nation Restaurants	19	22	23	24	24

^ This excludes one Barbeque Nation Restaurant which operates on a franchise model and is not owned and operated by us.

Fixed price casual dining, given its convenience, quick service and moderate average spending, is increasingly popular amongst consumers. According to Technopak, we fall under the chain CDR market and the chain CDR market grew at a CAGR of 19.00% between Fiscal 2015 and Fiscal 2020 and is expected to further grow at a CAGR of approximately 18.00% from Fiscal 2020 to Fiscal 2025.

One of the main contributors to the brand affinity of our Barbeque Nation Restaurants has been referrals and recommendations by our customers, which we believe has enabled us to retain a strong market position whilst steadily expanding across India in a fragmented and highly competitive industry. As of December 31, 2020, our average rating of Barbeque Nation Restaurants on an online food aggregator was 4.38 out of 5.00. We also have a large social media following. As of December 31, 2020, our Company had over 1 million followers on Barbeque Nation's Facebook main page and, as of January 8, 2021, over 0.15 million followers on our Instagram page.

Steady growth in covers and consistent APC with a relatively high proportion of total revenues from weekday sales and lunch covers

We have experienced consistent cover growth in recent Fiscals. The number of in-dining covers served at our Barbeque Nation Restaurants in India increased from 6.86 million in Fiscal 2017 to 9.92 million in Fiscal 2020 at a

CAGR of 13.08%. In addition to our consistent cover growth, the APC (excluding revenues from UBQ and taxes) for dine-in customers at our Barbeque Nation Restaurants in India (excluding food delivery) has grown from ₹707 in Fiscal 2017 to ₹764 in Fiscal 2020 at a CAGR of 2.62%. Our APC from the Barbeque Nation Restaurants in India for the eight months ended November 30, 2020 was ₹762. Our business was significantly impacted due to COVID - 19, which led to our restaurants being temporarily closed from the third week of March 2020, therefore impacting our covers and sales.

Year/ Period	Number of in-dining covers (in India)		APC (in ₹)*
	(in million)	YOY (in %)	
Fiscal 2017	6.86	21	707
Fiscal 2018	7.66	12	741
Fiscal 2019	8.96	17	777
Fiscal 2020	9.92	11	764
Eight months ended November 30, 2020	1.87	NA	762

**These figures exclude sales through food delivery and taxes.*

Year/ Period	Number of covers (Consolidated)		APC (in ₹)*
	(in million)	YOY (in %)	
Fiscal 2017	6.90	21	710
Fiscal 2018	7.79	13	750
Fiscal 2019	9.23	19	793
Fiscal 2020	10.38	12	789
Eight months ended November 30, 2020	2.03	NA	809

**These figures exclude sales through food delivery and taxes.*

We believe Barbeque Nation Restaurants has attracted groups with an average customer size of between four and five customers in last three Fiscals leading to a relatively higher average bill size. Our average bill size (excluding taxes) for Barbeque Nation Restaurants owned and operated by us in India was ₹3,026, ₹3,215, ₹3,249 and ₹2,757 in Fiscals 2018, 2019, 2020 and in the eight months ended November 30, 2020, respectively.

According to the Technopak Report, brands like Barbeque Nation have higher proportion of the total revenues from weekday sales and lunch covers as compared to the industry average. Our weekday covers from Barbeque Nation Restaurants were 48.7%, 48.4%, 48.6% and 53.4% of our total covers in India in Fiscals 2017, 2018, 2019 and 2020, respectively. Further, lunch covers at our Barbeque Nation Restaurants in India were 45.0%, 45.5%, 46.1% and 44.4% of our total covers in Fiscals 2017, 2018, 2019 and 2020, respectively.

We believe that our ability to generate a relatively high proportion of our total revenues from weekday and lunch covers arises because Barbeque Nation Restaurants are a popular choice for corporate lunches during the week and families during the weekends. Our Barbeque Nation Restaurants are located at close proximity to both commercial and residential areas and as a result we host business lunches as well as informal get-togethers, family celebrations and other events such as birthdays and social lunch get togethers. Our higher weekday and lunch covers also help us to increase our utilisation and efficiently manage costs at Barbeque Nation Restaurants.

Attractive offerings based on constant menu innovation and customer focus

Through our Barbeque Nation Restaurants, we pioneered the format of 'over the table barbeque' concept in Indian restaurants according to the Technopak Report. Our live grills embedded in dining tables allow our customers to grill their own barbeques. Indian cuisine is a natural part of the diet in the markets in which the Barbeque Nation Restaurants operate. We continue to offer new menu options, both vegetarian and non-vegetarian, largely based on Indian cuisine and use seasonal customer preferences to introduce new dishes. We also run popular food festivals at our Barbeque Nation Restaurants such as Jewels of the Sea, Barbeque Nation Festival League and Mango Mania, thereby offering our customers a range of Indian and international cuisines.

Our fixed price 'all you can eat' concept at our Barbeque Nation Restaurants offers our customers a varying spread of consistently delicious food at a value-oriented price in a pleasant and casual dining environment. We believe that barbeque cuisine is distinctively attractive as compared with other dining options due to its DIY and cooked-at-the-table nature and the flexibility and fun of mixing and matching a wide variety of meats, vegetables, sauces and condiments to create dishes according to each diner's individual tastes and preferences. In addition, fixed price dining is very popular amongst relatively larger groups, due to customers' perception of value for money and the comfort of certainty over the bill amount irrespective of varying individual appetites and consumption.

Since Fiscal 2017, we have rebranded and changed our brand logo and renovated some of our relatively older Barbeque Nation Restaurants to be more appealing and contemporary. We constantly endeavour to increase the number of live counters at our Barbeque Nation Restaurants, offering our customers customised dishes prepared in accordance with their requests. Some of our dishes may vary depending on the city in which such Barbeque Nation Restaurant is located keeping local tastes and preferences in mind. We have also introduced gift cards and vouchers as part of our offering and we tie-up with sales partners to increase our covers. We believe our approach of constant innovation assists in retaining our competitiveness, maintaining our repeat customer base and attracting new customers.

We have recently diversified into the Italian food segment pursuant to our acquisition of 61.35% of the share capital (on a fully diluted basis) of Red Apple, which operates 11 Italian Restaurants in three cities in India. Our acquisition of Red Apple has enabled us to diversify our brand, cuisine and customer segment beyond our flagship 'over the table barbeque'.

We, along with the senior management team at Red Apple, have several years of experience in catering to customer tastes and preferences in India, which has provided us with deep and informed insight of their expectations. Based on our experience and regular customer feedback, we carefully design and adjust our menus to suit what we believe are the current tastes and preferences of our customers. We aim to inculcate a service-oriented mind-set in all our staff and train them to be attentive to customer needs.

We place a strong emphasis on customer reviews and feedback. Our in-house department at Barbeque Nation Restaurant gathers feedback daily across multiple satisfaction parameters from the previous day's transactions and feeds this information into our internal GSI. The results determined by our GSI play an important role in management and staff incentive schemes in our Barbeque Nation Restaurants. The current GSI criteria include areas such as ambience, hygiene, reservation experience, food and beverage ("**F&B**") quality and restaurant service. On the basis of qualitative feedback received from our customers over phone calls, our employees assign a rating to the respective customer's experience. Many of our customers have rated their overall dining experience at Barbeque Nation Restaurants as either good or excellent.

Strong business processes and back-end systems leading to efficient operations

We benefit from strong processes and systems that have been established over the past 14 years of our Company's operation. Our restaurant locations are carefully chosen by a dedicated internal team. We have been successful in opening Barbeque Nation Restaurants in popular business districts, neighbourhoods and local markets without typically paying high street premium rentals. Our rent (including lease rentals, common area maintenance charges and GST to the extent input credit was not allowed) was ₹624.53, ₹863.43, ₹1,059.94 and ₹432.02 million for Fiscals 2018, 2019, 2020 and for the eight months period ended November 30, 2020 respectively and rent to revenue ratio was 10.58%, 11.63%, 12.46% and 18.26% for Fiscals 2018, 2019, 2020 and for the eight months period ended November 30, 2020, respectively, on a consolidated basis. Due to the impact of COVID-19, our restaurants were temporarily closed from the third week of March 2020 and therefore the rent to revenue ratio for the eight months period ended November 30, 2020 was not comparable.

We source our ingredients from various suppliers and, in some cases, import them from outside India. We also conduct regular audits to check our food quality and service standards. As of December 31, 2020, we also had two commissaries, one each in Delhi NCR and Mumbai, which serve a number of nearby Barbeque Nation Restaurants by preparing dishes on a volume basis and further realising economies of scale.

CRS is connected to our CRS agents, smartphone application, web-based app and in-restaurant POS reservation system. This synchronised system allows us to track all reservations for Barbeque Nation Restaurants centrally, with all interconnected booking systems feeding the central cloud database. CFS allows quick customer response from multiple media at any time of the day. The CFS allows us to store all customer feedback, centrally and initiate a quick response. We place a strong emphasis on customer reviews and feedback and use our in-house call centre to obtain customer feedback for Barbeque Nation Restaurants in accordance with our internal GSI. We have also integrated "Business Insights", our in-house business intelligence software, which allows us to track restaurant wise data (operational and financial) for Barbeque Nation Restaurants at a granular level. "Business Insights" has a direct interface with our enterprise resource planning system for Barbeque Nation Restaurants, which is designed to handle and streamline the complex workings of our financials, inventory, warehousing, sales, purchases and manufacturing and enhance the ability to predict trends and business data through advanced detailed reporting.

We have significant online presence and we have witnessed increased reservations through our online platforms. In Fiscal 2020 and the eight months ended November 30, 2020, over 46.7% and 60.8% of total reservations at Barbeque Nation Restaurants were made online. Also, as of December 31, 2020, our BBQ App had registered over 2.2 million downloads.

Experienced staff and value-oriented business culture led by some of our Promoters and our senior management team bringing experience from well-known hospitality brands

Some of our Promoters have several years of experience in the Indian hospitality industry. A number of our senior management team have knowledge of and experience in the Indian hospitality industry, coming from well-known food and beverage and hospitality brands in India. Our management team's experience provides us with the skills required to implement our corporate practices and growth strategies.

To assist our management, we have a dedicated team of employees across our restaurant network. We believe that a sense of ownership across all levels is very important to the success of a customer-oriented business. We place strong emphasis on instilling our core values in each of our staff. When we open new restaurants, we generally transfer some staff from existing restaurants to our new restaurants to ensure easier initial launch and set up. We believe that the experience of our Promoters and our senior management team will also be pivotal in our expansion of Toscano Restaurants to Metro and Tier I cities.

We place great emphasis on training our employees. Our training program is structured to provide a growth path for all our employees, from trainees to managers. In addition, we emphasise organic growth, having promoted some of our staff who joined our Company as trainees to chefs or management based on their performance. We have empowered our restaurant managers with authority in certain matters to maintain their engagement with our customers and business. Our efforts are geared towards aligning the goals of our staff with our vision of strengthening staff engagement. We also emphasise staff welfare including offering our staff skill enhancement, subsidised meals and accommodation in some cases and annual bonuses.

As of December 31, 2020, we had 7,298 full-time employees in our Company and its Subsidiaries organised, supported and incentivised to maximise productivity. Compensation for our Barbeque Nation Restaurant managers is linked to GSI, sales and profitability of their restaurant, which we believe promotes a culture of responsibility for customer service, revenue and costs.

Proven track record of revenue growth

The standalone same stores sales growth (SSSG) and the store margins for mature stores and new stores for Barbeque Nation Restaurants for the Fiscals 2018, 2019 and 2020 are set out below:

Standalone	Fiscal 2020	Fiscal 2019	Fiscal 2018
Standalone - SSSG	-2.8%	5.6%	7.2%
Store level Adjusted EBITDA Margin - Mature stores*	18.7%	22.9%	23.5%

Standalone	Fiscal 2020	Fiscal 2019	Fiscal 2018
Store level Adjusted EBITDA Margin EBITDA - New stores	9.9%	8.8%	10.2%
Store level Adjusted EBITDA Margin **EBITDA - Overall**	17.0%	20.3%	21.6%

**Mature stores are stores that have been in operation for more than two years as at the end of the relevant Fiscal or stub period, as applicable.*

Our business was significantly impacted due to COVID-19, which led to our restaurants being temporarily closed from the third week of March 2020, therefore impacting our covers and sales.

The consolidated net working capital of our Company has been negative in Fiscals 2018, 2019, 2020 and in the eight-month period ended November 30, 2020 as set out below:

(in ₹ million)

Parameter	Eight months ended November 30, 2020	Fiscal 2020	Fiscal 2019	Fiscal 2018
Net working Capital	(2,063.22)	(1,379.96)	(1,056.55)	(929.83)
Sale of Food & Beverages from continuing operations	2,007.48	8,453.34	7,358.90	5,815.67

Note: Net Working Capital is calculated as current assets excluding cash and cash equivalents as restated minus investments as restated minus current liabilities (excluding current maturities of long-term debt and short term borrowings) as restated

Our consolidated total revenue from continuing operations, EBITDA and Adjusted EBITDA have changed from ₹5,904.48 million, ₹1,403.68 million and ₹823.94 million, respectively, in Fiscal 2018 to ₹8,507.94 million, ₹1,680.39 million and ₹782.48 million, respectively, in Fiscal 2020, at a CAGR of 20.04%, 9.41% and (2.55%), respectively.

Our key financial metrics, on a consolidated restated basis, in recent Fiscals are set out below:

Parameter	For the eight-month period ended	For the year ended		
	November 30, 2020	March 31, 2020	March 31, 2019	March 31, 2018
Total Revenue from continuing operations (in ₹ million)	2,366.08	8,507.94	7,425.41	5,904.48
EBITDA (in ₹ million) from continuing operations	125.91	1,680.39	1,493.87	1,403.68
Adjusted EBITDA (in ₹ million) from continuing operations	-521.69	782.48	777.31	823.94
EBITDA Margins (%) from continuing operations	5.32%	19.75%	20.12%	23.77%
Adjusted EBITDA Margin (%)	-22.05%	9.20%	10.47%	13.95%
Profit after tax (from continuing operations)	-1,006.48	-329.28	-212.02	67.79
Net Working Capital (in ₹ million)	-2,063.22	-1,379.96	-1,056.55	-929.83
Net Working Capital (% of Total Revenue)*	-87.20%	-16.22%	-14.23%	-15.75%
Net Worth (in ₹ million)	-149.24	59.16	1,316.28	1,449.89
Net Debt (in ₹ million)	2,393.10	2,302.67	1,458.75	840.34
Total Debt to Equity	-16.55	41.41	1.20	0.88
Total Debt to EBITDA*	19.62	1.46	1.06	0.91
Net Debt to Equity	-16.04	38.92	1.11	0.58
Net Debt to EBITDA*	19.01	1.37	0.98	0.60

** Net Working Capital (% of Total Revenue), Total Debt to EBITDA and Net Debt to EBITDA for eight month period ended November 30, 2020 are not annualized.*
Notes:
1. Net Worth (excluding revaluation reserve) is calculated as means the aggregate value of the paid-up share capital, securities premium account, share based payment reserve, foreign currency translation reserve and retained earnings as restated
2. Net Debt is calculated as total debt as restated – cash and cash equivalents as restated – investments as restated.
3. Net Working Capital is calculated as current assets excluding cash and cash equivalents as restated minus investments as restated minus current liabilities (excluding current maturities of long term debt and short term borrowings) as restated.
Note: Net worth as on November 30, 2020 is negative. Hence, Total Debt to Equity, Net Debt to Equity and Net Debt to EBITDA as of the 8 month ended November 30, 2020 may not be meaningful.

Our key financial metrics, on a standalone restated basis, in recent Fiscals are set out below:

Parameter	For the eight-month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Total revenue (in ₹ million)	2,087.91	7,903.58	7,076.29	5,763.04
EBITDA (in ₹ million)	99.16	1,595.47	1,653.29	1,443.93
Adjusted EBITDA (in ₹ million)	-455.32	809.06	1,011.23	904.45
EBITDA Margins (%)	4.75%	20.19%	23.36%	25.06%
Adjusted EBITDA Margin (%)	-21.81%	10.24%	14.29%	15.69%
Profit after tax	797.71	-926.65	-370.15	201.04
Net Working Capital (in ₹ million)	-1864.3	-1237.9	-925.19	-653.28
Net Working Capital (% of Total Revenue) *	-89.29%	-15.66%	-13.07%	-11.34%
Net Worth (in ₹ million)	4.78	757.81	1,709.81	1,809.63
Net Debt (in ₹ million)	1481.01	1392.45	645.48	187.94
Total Debt to Equity	407.79	2.54	0.58	0.45
Total Debt to EBITDA*	19.66	1.21	0.60	0.57
Net Debt to Equity	309.83	1.84	0.38	0.10
Net Debt to EBITDA*	14.94	0.87	0.39	0.13

** Net Working Capital (% of Total Revenue), Total Debt to EBITDA and Net Debt to EBITDA for eight-month period ended November 30, 2020 are not annualized*
Notes:
1. Net Worth (excluding revaluation reserve) is calculated as means the aggregate value of the paid-up share capital, securities premium account, share based payment reserve, foreign currency translation reserve and retained earnings as restated
2. Net Debt is calculated as Total debt as restated – cash and cash equivalents as restated – investments (current and non-current) as restated.
3. Net Working Capital is calculated as current assets excluding cash and cash equivalents as restated minus investments as restated minus current liabilities (excluding current maturities of long-term debt and short-term borrowings) as restated

We believe we have the financial flexibility to fund our growth and expansion and allow us to respond effectively to emerging opportunities in the Indian restaurant market.

Our Strategies

Increase same store sales growth, revenue per store and profitability as the vintage of our Barbeque Nation Restaurants increases

We are committed to continuing to enhance our same store sales growth and profitability. Accordingly, we intend to implement a number of initiatives, many of which represent natural extensions and a continuing refinement of our strategy to date. These key initiatives include:

- increasing sales volume by introducing new and innovative dishes and “live counters” offering dishes customised to customers' preferences;

- increase our delivery business
- publicising to our customers the different food types available during various food festivals;
- increasing customer traffic by upgrading the decor of existing restaurants to revitalise their ambience and create a welcoming atmosphere;
- improving purchasing and logistics cost control through centralized purchases and strategic stocking of inventories in third-party central warehouses;
- increasing cost savings and operational efficiencies by further consolidating food preparation processes into our central kitchens;
- optimising restaurant-level staffing to maintain our service quality and reduce our labour costs;
- increasing profitability by introducing new and innovative dishes that utilise food ingredients that are available in high quality and at low costs;
- actively reducing wastage of food ingredients; and
- diversifying our product offerings to expand the reach of our existing core brand, including expanding the sale of alcoholic beverages in our Barbeque Nation Restaurants.

Continue expansion in Indian cities

We believe that our strong presence in the Indian market positions us well to capitalise on the anticipated growth in consumer spending from expected increases in the level of disposable income in India. We intend to increase both our revenues and profits by opening new Barbeque Nation Restaurants and new Toscano Restaurants in existing cities where we operate as well as in new cities in India and exploring additional opportunities for UBQ by Barbeque Nation. Increasing our penetration in existing cities with a greater number of restaurants will enable us to access new catchment areas within these cities and optimise our infrastructure usage. As of December 30, 2020, we were providing *a la carte* food delivery in 77 cities in India under UBQ by Barbeque Nation from our existing kitchen infrastructure.

Enhancing our reach to cover additional cities will enable us to reach out to a larger target customer base. We opened 23, 24 and 21 new Barbeque Nation Restaurants in Fiscals 2018, 2019 and 2020 respectively. As of December 31, 2020, two Barbeque Nation Restaurants were in the construction phase and we plan to launch them in Fiscal 2021. We will continue to further expand our Barbeque Nation Restaurant network in Metro cities, Tier I, Tier II and Tier III cities in India.

Toscano, as a brand, has demonstrated scalability in a single city, and we believe that it has the potential to expand to Metro and Tier I cities. For instance, we operate eight Italian Restaurants in Bengaluru where Barbeque Nation operates 13 Barbeque Nation Restaurants whereas Red Apple has no presence in other cities (other than two operational Toscano Restaurants in Chennai and one Toscano Restaurant in Pune as of December 31, 2020) where Barbeque Nation operates and where, in some of those cities, it operates in excess of five Barbeque Nation Restaurants each. Our Subsidiary, Red Apple, opened one and three Toscano Restaurants in Fiscals 2019 and 2020, respectively. Red Apple did not open any Toscano Restaurants in Fiscal 2018.

The key factor affecting the expansion of our Barbeque Nation Restaurants is the selection of suitable locations at appropriate lease rentals. For example, we have made a deliberate choice to keep most of our Barbeque Nation Restaurants away from premium locations such as premium shopping malls or other high street areas in Metro cities where lease rentals tend to be higher. We will continue to adopt a methodical approach in evaluating and selecting suitable locations to establish new restaurants. We have developed site selection processes based on our experience and enhanced by our local knowledge to evaluate multiple factors including demographics, spending capacity, market conditions and investment costs analysis in deciding where to locate our restaurants.

We currently own and operate all our Barbeque Nation Restaurants (other than our Barbeque Nation Restaurant in Kolhapur which is run on a franchise model), International Barbeque Nation Restaurants and Toscano Restaurants. We intend to continue following this model of owning and operating the restaurants but may also allow landlords to own restaurants run and operated by us located on their respective properties on a part rental part profit share or part revenue basis.

Preserve our customer and team-focused culture and values

Our employees are critical to our customer-focused business. We internally assess our employees to periodically identify competency gaps and use development inputs (such as training and job rotation) to address these gaps. We have been successful in building a team of talented professionals and intend to continue placing emphasis on managing attrition as well as attracting and retaining employees. We will continue to implement staff training policies and assessment procedures in a transparent and consistent manner as in the past and to continue investing in other resources that enhance our employees' skills and productivity. We will continue to help our employees develop understanding of our core values including our customer-oriented focus and service quality standards to enable them to meet our customers' needs and preferences.

We will continue to regularly review and update our employee compensation plans and bonuses based on their individual performance so that our employees are suitably incentivised. We also intend to continuously re-engineer our organisation to remain lean in order to respond effectively to changes in our business environment and key markets.

Expansion through owned & franchise formats in select international markets

We intend to continue to roll out primarily owned and operated restaurants and franchise owned (whether franchise or company operated) restaurants in select international cities in line with our carefully defined process for new restaurants openings. We will prioritise our expansion of restaurants in those markets where we can leverage our existing infrastructure and expertise. We currently operate two International Barbeque Nation Restaurants in Dubai, two International Barbeque Nation Restaurants in Abu Dhabi, one International Barbeque Nation Restaurant in Kuala Lumpur and one International Barbeque Nation Restaurant in Muscat. The level of operational involvement of franchisees will depend on their expertise and position in our target international markets.

Continue evaluating strategic brand acquisitions

Barbeque Nation is our core brand in the chain CDR market. We acquired 61.35% of the share capital (on a fully diluted basis) of Red Apple which operates the Italian Restaurants also in chain CDR market. We plan to continue pursuing brand diversification to capture additional market segments, take advantage of a wider range of market opportunities and ultimately increase our overall market share by enlarging our customer base. We intend to structure our brand portfolio to offer different price points and appeal to different clientele, with each brand maintaining a distinctive identity. We believe that the food services industry has potential for significant further growth and we plan to leverage our market position and experience in the food services industry by introducing other international food service brands in India or through acquisition of an existing Indian brand. A multi-brand strategy will allow us to (i) reduce our exposure to risks in a specific market segment, and (ii) derive cost efficiency and synergy from sharing operations or functions, leveraging our industry knowledge and experience, pooling negotiating powers with landlords and suppliers, and coordinating marketing and promotion initiatives across different brands and market segments.

Our Presence

As of December 31, 2020, we have 164 restaurants owned and operated by us which includes 147 Barbeque Nation Restaurants (including opened, temporarily closed and under construction outlets) across 77 cities in India, six International Barbeque Nation Restaurants across four cities outside India and 11 Italian Restaurants across three metro cities in India of which nine are operated under the brand name "Toscano" and one each under the brand names "La Terrace" and "Collage", respectively. In addition, we have one Barbeque Nation Restaurant which is operated by a third-party on a franchise model. The city-wise presence of our restaurants is illustrated below:

City Type	Total owned and operated restaurants^ (As of March 31, 2020)	Total owned and operated restaurants^ (As of December 31, 2020)
Metro cities & International	95	92
Tier-I cities	22	22
Tier-II cities	42	42
Others	8	8
Total	167	164

^These figures exclude one Barbeque Nation Restaurant in Kolhapur which operates on a franchise model and is not owned and operated by us.

Following are the number of our owned and operated restaurants since Fiscal 2018:

Period	Number of owned and operated restaurants [(1)]
Fiscal 2018	104
Fiscal 2019	131
Fiscal 2020*	167
Fiscal 2021 (until December 31, 2020)*	164

Note

[(1)] These are only owned and operated restaurants and excludes one Barbeque Nation Restaurant located in Kolhapur which operates on a franchise model and is not owned and operated by us.

** Includes opened, temporarily closed and under construction outlets, the Barbeque Nation Restaurants, the Italian Restaurants and the International Barbeque Nation Restaurants.*

The region-wise presence of our Barbeque Nation Restaurants as of December 31, 2020 is illustrated below:

State/Union Territory in India (Region-wise)	Total owned and operated Barbeque Nation Restaurants^
East	**13**
Assam	1
Bihar	1
Chhattisgarh	1
Odisha	2
West Bengal	6
Jharkhand	1
Nagaland	1
West	**29**
Goa	1
Gujarat	5
Maharashtra	23
North	**51**
Haryana	8
New Delhi	9
Punjab	9
Rajasthan	4
Madhya Pradesh	2
Uttar Pradesh	17
Uttarakhand	1
Jammu	1

State/Union Territory in India (Region-wise)	Total owned and operated Barbeque Nation Restaurants^
South	**54**
Andhra Pradesh	7
Karnataka	18
Kerala	4
Puducherry	1
Tamil Nadu	16
Telangana	8
Total	**147**

^ These figures exclude one Barbeque Nation Restaurant in Kolhapur which operates on a franchise model and is not owned and operated by us.

The presence of our International Barbeque Nation Restaurants as of December 31, 2020 is illustrated below:

Country	Total owned and operated Barbeque Nation Restaurants
United Arab Emirates	4[(1)]
Oman	1
Malaysia	1
Total	6

[(1)] We opened an International Barbeque Nation Restaurant in Ras al Khaima in the UAE in Fiscal 2019, but closed this restaurant due to commercial reasons in Fiscal 2019. We opened an International Barbeque Nation Restaurant in Dubai in the UAE in Fiscal 2020, but closed this restaurant due to commercial reasons in Fiscal 2020

As of December 31, 2020, we operated 11 Italian Restaurants (nine Toscano Restaurants and one restaurant each under the brand names "La Terrace" and "Collage") across three cities in India. The city-wise presence of our Italian Restaurants is illustrated below:

City Type	Total owned and operated Italian Restaurants
Metro cities	11
Tier-I cities	0
Tier-II cities	0
Others	0
Total	**11**

The state-wise presence of our Italian Restaurants as of December 31, 2020 is illustrated below:

State/Union Territory in India (Region-wise)	Total owned and operated Italian Restaurants in India
Karnataka	8
Tamil Nadu	2
Maharashtra	1
Total	**11**

Our assessment of the impact of COVID-19 on our business

The World Health Organization declared the outbreak of COVID-19 a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020. Further, on March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown announced on March 24, 2020. Subsequently, progressive relaxations have been granted for movement of goods and people and cautious re-opening of businesses

and offices. The outbreak of COVID-19, as well as GoI measures to reduce the spread of COVID-19, have had a substantial adverse impact on our restaurant operations since March 2020, and the timing of how long the COVID-19 pandemic will last is still uncertain. In addition, our restaurants in different states and regions in India have been disproportionately affected by COVID-19 and the measures implemented in each state have varied due to regional and regulatory differences in each state in India. As a result of COVID-19, we have had to temporarily close a number of restaurants across India commencing from March 2020 and have experienced reduced store-level operations, including reduced operating hours and restaurant closures. During the initial stage of the COVID-19 crisis, footfalls and sales in our restaurants fell significantly due to the lockdown and other measures implemented by the GoI. Our footfalls and sales have since started to recover, although not yet to levels we saw prior to the COVID-19 crisis. As of the date of filing of this Red Herring Prospectus, our restaurants in 77 cities across India have reopened, often with limited operations. As of the date of the filing of this Red Herring Prospectus, the majority of our restaurants have opened for dine-in guests, however, the capacity may be limited, based on local regulations. In addition, the COVID-19 pandemic has directly impacted our same-store sales in our restaurants. The reduction in the level of business activity due to the COVID-19 crisis has also led to write offs of food inventory and a reduction in orders with our suppliers since our inventory includes food items which are perishable in nature. Similarly, our corporate offices also experienced closures and certain employees have been restricted from commuting to their places of work.

Re-opening of Outlets

As of March 31, 2020, we had a consolidated store network of 167 restaurants, which included 146 Barbeque Nation Restaurants, four Barbeque Nation Restaurants under construction, six International Barbeque Nation Restaurants and 11 Italian Restaurants.

As and when, restrictions on operations were lifted by the concerned regulatory authority, we ramped up the operations of our restaurants. The month-wise status of our restaurants is set out below.

Number of restaurants	March 31, 2020	April 30, 2020	May 31, 2020	June 30, 2020	July 31, 2020	August 31, 2020	September 30, 2020	October 31, 2020	November 30, 2020	December 31, 2020
Operational (A)	0	2	4	73	89	106	123	152	156	159
Temporarily closed and Under Construction (B)	167	165	162	92	75	58	41	12	8	5
Permanently closed (C)	0	0	1	1	1	0	0	0	0	0
Total Store Network (A+B)	167	167	166	165	164	164	164	164	164	164

During the COVID-19 pandemic, we implemented high standards of safety and hygiene protocols across our Barbeque-Nation Restaurants and Toscano Restaurants in India covering guest safety, employee safety, sanitisation, physical distancing, temperature checks and safe deliveries. We have made required changes to the seating layouts and restricted movement of crowds to maintain physical distancing. We launched #NoCompromiseDining with operating procedures outlining physical distancing, contact-free experience, sanitization protocols and customer experience.

Sales Recovery

Our sales have recovered month on month post lockdown and easing of various supply side restrictions like restrictions on operating hours, restrictions on operational capacity and restrictions on sales of liquor. While some of these restrictions have eased across a few states, we continue to face some restrictions across some cities. The recovery of our monthly sales has been driven both by an increase in dine-in sales and delivery sales. Our consolidated sales of food and beverages over the last few months post lockdown are as follows:

	Monthly Sales* (₹ million) Fiscal 2020 (A)	Monthly Sales* (₹ million) Fiscal 2021 (B)	Fiscal 2021 Monthly Sales* as a % of Fiscal 2020 Monthly Sales* (B/ A)	Month-on-month growth (%) in Fiscal 2021	Number of restaurants operational for dine-in at the end of each month during Fiscal 2021 (C)	Average Daily Sales per restaurants (in ₹) (D = B / (C x N**))
April	646.90	4.99	0.8%	-98.6%	2	83,184
May	725.79	17.33	2.4%	247.2%	4	139,748
June	748.56	74.95	10.0%	332.5%	73	34,221
July	718.82	125.24	17.4%	67.1%	89	45,394
August	690.62	241.45	35.0%	92.8%	106	73,477
September	693.22	389.76	56.2%	61.4%	123	105,626
October	705.68	542.94	76.9%	39.3%	152	115,224
November	725.06	610.83	84.2%	12.5%	156	130,519
December	884.34					
January	823.18					
February	735.11					
March	356.06					

** Monthly Sales means the consolidated sales of food and beverages*
***Where N for a particular month is equal to the number of days for that month.*
Note: Monthly Sales from restaurants operated by Red Apple have been consolidated in the table above from January 2020 since Red Apple became a subsidiary of the Company with effect from December 31, 2019. Red Apple operates 11 Italian Restaurants and hence, the comparison for the period between April and December of Fiscal 2020 with the corresponding period in Fiscal 2021 may not be comparable to such extent. The calculations set out in the table above are subject to rounding differences.

Delivery Focus with Product Innovation

Our delivery business has grown from ₹260.93 million in Fiscal 2020 to ₹378.90 million during the eight months ending November 30, 2020. We will continue to focus on the delivery segment and will continue to work on improving our product offering in relation to consistency, quality, recipes, delivery menu and meal combos. One of our delivery products, "Barbeque-in-a-Box," that we launched in June 2020, provides a wide range of starters, main course and desserts. This is in addition to two other products, "Grills in a Box" and "Meals in our Box", which are offered through delivery among other offerings. We will continue to work towards increasing the average daily sales of these products and these variants.

Our average daily delivery sales per restaurant was ₹5,354 in Fiscal 2020. Following are the details of our delivery sales over the past few months:

	Monthly delivery sales (₹ million) (A)	Number of restaurants operational for delivery at the end of the period (B)	Average Daily Delivery Sales per restaurants (in ₹) (C = A / (B x N*))
April 2020	4.58	69	2,211
May 2020	14.18	99	4,622
June 2020	22.52	112	6,703
July 2020	30.53	118	8,345
August 2020	54.48	125	14,060
September 2020	75.30	137	18,321
October 2020	88.46	154	18,529
November 2020	88.85	159	18,627

Where N for a particular month is equal to the number of days for that month and the number of restaurants used for this computation is the number of restaurants that were operational during such month. The calculations set out in the table above are subject to rounding differences.

We currently receive delivery orders both from various aggregators as well as through our own BBQ App and website.

Strengthened Digital Assets

We recently updated our BBQ App. This updated BBQ App includes: (i) option to make dine-in reservations; (ii) online ordering for our delivery products; and (iii) exclusive offers through digital coupons. The BBQ App also provides a payment option for our dine-in customers. Our share from our digital assets (BBQ App, our website and chat bots) as a percentage of total reservations has grown from 34.6% in the month of February 2020 to 47.5% in the month of December 2020. Our cumulative mobile downloads have increased from over 1.28 million at the end of November 30, 2019 to over 2.2 million at the end of December 2020.

Under our Smiles Loyalty program, we currently provide 5% of the bill value (subject to certain terms and conditions) to our customers as Smiles points which can be redeemed within a defined timeline during the customer's next dine-in visit or delivery order from our BBQ App or website. In the month of February 2020, only 0.8% of our customer bills reflected the redemption of Smiles points but this has grown to 9.6% of our customer bills for the month of December 2020. As of January 24, 2021, our average rating of the BBQ App on an internet app store was 4.5 out of 5.0.

Cost Optimisation

We have undertaken various cost optimisation efforts such as seeking rent reliefs from our landlords, renegotiating our commercial terms, temporarily reducing senior management salaries and realigning store operating costs and structures. As of December 31, 2020, we had 7,298 full time employees in our Company and its Subsidiaries as against 9,620 full time employees as on February 29, 2020.

Liquidity status

The financial impact of COVID-19 has had, and is expected to continue to have, an adverse effect on our liquidity, and we are seeking appropriate sources of liquidity in order to sustain our business throughout this crisis. This also led to temporary delays in compliance with our payment obligations to our lenders and payment of our statutory dues. We have recently completed a private placement of Equity Shares for an aggregate consideration of ₹1,499.69 million. We have also engaged in rent relief negotiations with our landlords and arrived at negotiated agreements with respect to reductions in rent and our rental obligations during the COVID-19 pandemic with a large proportion of them. In addition, the salaries of senior management and certain other support centre employees were reduced temporarily. We have also negotiated revised commercial terms during the COVID-19 pandemic with some of our other service providers, and we have managed our inventory through promotions, reorganisation and liquidation of stocks. This has provided us with working capital support and additional liquidity. However, depending on how long the COVID-19 pandemic lasts, we may need to seek additional sources of liquidity. The COVID-19 pandemic is adversely affecting the availability of liquidity generally in the credit markets, and there can be no assurance that additional liquidity from other sources will be available to us on favourable terms, or at all, especially the longer the COVID-19 pandemic lasts or if it were to worsen. While we cannot currently estimate the duration or the future negative financial impact of the COVID-19 pandemic on our business, we expect the negative effects to continue into the fourth quarter of Fiscal 2021 and beyond.

Our Operations

Overview

Our management seeks to promote a culture of sharing information and ideas, with the aim of ensuring that we benefit from our scale of operations and adopt best practices across our brands. Our restaurants are standardised in terms of offerings while allowing individual restaurant-level business managers reasonable autonomy in daily operations. Some of our standardised processes and systems at Barbeque Nation Restaurants include:

- our Barbeque Nation Restaurants typically offer customers at least five vegetarian and five non-vegetarian largely pre-cooked appetisers they can season and barbeque on a grill embedded in their table, an all-you-can-eat main course buffet and a selection of desserts, for a fixed price;

- centralised cloud-based reservation and feedback management systems;

- food preparation times are carefully calculated and our chefs have studied customer habits to forecast requirements;

- strong IT systems including centralised data processing;

- internal algorithms to forecast demands based on past trends;

- extensive training to all employees on the Company's core values, behavioural and technical competencies and in anticipation of hygiene audits; and

- customer service-focused culture through internally devised and managed GSI tracking.

We employ a management structure designed to promote efficiency in supervising, directing and supporting our operations, quality assurance systems, recruitment process and training programmes in different regions and cities. We have put a management system in place comprising three levels: corporate-level management, regional and cluster-level management. The central management of our overall business and operations is currently located in our corporate headquarters in Bengaluru. Our corporate headquarters are both responsible for the corporate and administrative management of our organisation and operational management and supervisions, such as financial planning and analysis, internal audit, IT systems development, new restaurant openings, management-level recruitment, payroll, property management, central procurement, logistics and sales and marketing. We intend to integrate the back-end operations of our Company with Red Apple.

Our management is integrated at various levels to facilitate central control and support for each restaurant. Each Barbeque Nation Restaurant has its own business manager, and we have cluster managers covering various cities within a region, depending on the density of the restaurants in a particular city or region. Cluster managers are typically former business managers and are therefore experienced in restaurant operation and management.

All business managers receive regular and centralised induction and training in basic management skills, food quality and production, financial literacy, labour management and operating procedures. Business managers are responsible for the day-to-day operation of their respective Barbeque Nation Restaurants. The performance of business managers is evaluated based on their ability to work within the designated budget and achieve year-on-year improvements in sales, profit and operating margins set by corporate-level management as well as GSI related feedback. Each of our Barbeque Nation Restaurants has its own staff, comprising chefs, captains and servers.

We seek to recognise staff members who show potential early and train and promote them within the organisation. Any restaurant staff member who demonstrates impressive performance results has opportunities to progress over time from a junior level staff member to a more senior position. We also focus on improving our workforce to achieve the highest possible motivation of our staff. We provide our staff with periodic training. We also design our workspace such that our staff has a comfortable and an effective layout to allow them to perform their work efficiently. Our staff is encouraged to take ownership of their work and learn from the responsibility it brings.

Menu and Food Preparation

In order to promote consistent quality at all of our restaurants, we apply best practices to monitor all the steps of food delivery, from the creation and maintenance of the approved products list to supplier selection, menu item approval and the training of our chefs and staff. We also aim to revise our menu in accordance with changing consumer preferences. Most of our dishes are freshly prepared by our trained chefs in each restaurant kitchen.

We commit resources to the development of a largely standard menu framework. Our restaurant menus vary in some respects based on the city in which the restaurant is located to cater to local tastes and preferences. All our menu items are evaluated on taste, ease of preparation and whether they could be introduced to the menu profitably. We have a dedicated team of trained chefs which aims to ensure that all ingredients and recipes are consistent with quality standards.

As of December 31, 2020, we also had two commissaries, one each in Delhi NCR and Mumbai. These commissaries serve a number of nearby Barbeque Nation Restaurants by preparing dishes on a volume basis and further realising economies of scale.

From time to time, we also run periodic food festivals celebrating one or more cuisines or their fusion to add to our menu offerings. Some of our popular food festivals at Barbeque Nation Restaurants include:

Name of Festival	Cuisine
Hakuna Matata	African cuisine
Jewels of the Sea	Sea food
Mango Mania	Mango centred dishes
MA Road ki Masti	Mumbai's street food
Jat Set Go	Punjabi food and drinks
Moplah Festival	Kerala's food
Med Feast	Mediterranean food
Khao Galli – Dilli 6	Delhi's street food

We also host special events at our Toscano Restaurants. Some of the popular events include:

Name of Festival	Description
Easter Brunch	Traditional Easter fare
BBQ on the Terrace	Barbeque
Chef's College Bread Baking	Bread making session
Mother's Day	Three-course lunch
Chef's College Humble Holiday Pies	Cooking demonstration of four varieties of pies

Pricing Policy

Our pricing policy is generally based on the costs of operation and raw materials, marketing analysis, including analysis of customer needs and our competitive position. We offer fixed price dining at our Barbeque Nation Restaurants, which varied approximately between ₹349 and ₹1,409 per customer (excluding taxes and pricing for kids' buffet) in Fiscal 2020. The fixed price per customer primarily depends on the city in which the restaurant is located, type of meal (lunch or dinner), whether it is a weekday or weekend, whether the customer is an adult or a child and time of dining (whether standard meal timings or earlier than standard meal timings). We also offer marginally lower pricing for customers dining ahead of typical meal timings at some of our Barbeque Nation Restaurants to ensure maximum table-turns and efficiency. UBQ by Barbeque Nation provides *a la carte* Indian cuisine options from our existing kitchen infrastructure in the value segment. Our Italian Restaurants offer *a la carte* Italian cuisine options.

We review our pricing across our restaurants from time to time, including when prompted by price fluctuations of our raw materials and staff costs.

Customer-focused Culture

We are committed to delivering high quality service and dining experiences to our customers. We believe that there is a direct correlation between the quality of service and the long-term financial performance of our restaurants. We

have also launched a loyalty programme for our customers, “Smiles” in which we provide reward points to our customers which can be redeemed at our Barbeque Nation restaurant.

Our Company undertakes formal monitoring of performance and service standards of its employees in a number of ways, including by placing a strong emphasis on customer reviews and feedback, which we obtain through our Company’s internally devised and managed GSI system, verbal feedback to any of our Barbeque Nation Restaurant staff, reviews of Barbeque Nation Restaurants on restaurant review websites and customer-initiated feedback on our Company’s cloud-based CFS. Our Company also has a dedicated customer relations team based in Indore which typically contacts a proportion of the previous day's customers at Barbeque Nation Restaurants to gather feedback. This feedback is then added to the system, which generates a daily index across Barbeque Nation Restaurants, clusters, regions and the overall average for the Company.

Our Company strives to address any feedback requiring corrective action in a short period of time and our Company’s cloud based CFS immediately contacts the relevant business manager if his or her Barbeque Nation Restaurant receives a negative rating below our Company’s internal benchmarks. The relevant business manager then contacts the customer promptly to first understand the nature of the feedback requiring corrective action, which may be then escalated for appropriate action.

In addition, we conduct regular third-party hygiene audits to evaluate service levels both in the dining areas and the kitchen operations. Any lapses in service are immediately reported to corporate management and efforts are undertaken to quickly address or rectify such lapses.

Performance Review

We review the performance of each restaurant using a variety of KPIs including, customers served per day, average per cover, covers, table turns, raw material costs, staff costs and customer feedback. We also review financial performance based on gross margins, restaurant-level profitability and corporate-level profitability. We compare and analyse operational indicators of our restaurants by reference to geographical clusters of comparable restaurants to share best practices. Finally, we also carry out restaurant level reviews with business managers as well as cluster and regional managers on a regular basis.

Quality Monitoring

We employ a strict quality monitoring system across all our restaurants. In addition, we conduct regular internal audits on each of our restaurants. In addition, from time to time, we engage a third-party auditor, to conduct hygiene audit of the premises of our restaurants and make recommendations.

New Restaurant Development

When entering a new geographic market, our goal is to achieve meaningful market share, local recognition, critical mass and economies of scale, whilst at the same time focusing on consistency in the quality of our foods and services. Once we achieve an adequate scale of operations in a particular city, we seek to leverage our brand to expand into nearby markets. For example, we have generally concentrated our Barbeque Nation Restaurants expansion efforts by mainly targeting Metros and Tier I cities, and to some extent, Tier II cities. In Fiscals 2022 and 2023, we plan to focus on Metros and Tier I cities whilst expanding into Tier II and Tier III cities as these locations could present significant potential.

We follow a disciplined and systematic process with respect to selection and opening of our new Barbeque Nation Restaurants and International Barbeque Nation Restaurants and intend to apply this process to the Italian Restaurants. Our selection of potential locations for our restaurants is based on various factors, including penetration of chained QSRs and CDRs, existing market competition, demographics and economic conditions of each particular city. We have a central team of personnel and resources at the corporate level committed to developing and opening new locations. Generally, the process consists of four steps:

- Business Development Team: A suitable location is generally one of the most important elements for a restaurant’s success. Accordingly, our procedure for the development of new restaurants begins with an initial

review of potential locations in terms of other restaurants in the vicinity, types of customers, rental costs of the premises and spending capacity of the city or trade area.

- Project Team: Based on the input provided by the business development team, the project team reviews the technical parameters such as the kitchen design, the dining area design and layout.

- Legal and Liaising Team: This team is responsible for reviewing regulatory permits and licenses, drafting lease or operating agreements and requiring regulatory compliance of properties leased or operated by us.

- Operations Team: The team develops a detailed business case for a particular site comprising five-year projections with quantitative data including customer traffic, expected customer flow and average price per meal and qualitative criteria including presence and business results of competitors and other retailers. Where feasible and economical, we pursue restaurant locations strategically located within or near transportation infrastructure that may enable high turnover as well as within or near business districts, busy streets and office complexes.

- Site Approval Committee: Following preliminary analysis of the location, the site approval committee reviews the report produced by the commercial development team to give its final approval.

Once a site has been approved by our site approval committee for a new restaurant, we sign a memorandum of understanding with the property owner or lessor and negotiate lease terms whilst concurrently conducting legal and regulatory due diligence investigations. Lease negotiations are led by our head of business development and are guided by a comprehensive set of criteria, including certain financial return requirements. We typically negotiate a three to four month fit-out period to enable us to fit out the location in accordance with our brand standards without incurring lease rental costs. We typically negotiate leases on a fixed rental basis but have also negotiated leases on a variable rental basis tied to percentage of sales.

We engage contractors for our fit-outs which are carried out on a ready-to-move-in basis. From time to time, we may import certain equipment such as smoke eliminators or certain kitchen equipment where it is economic and practical to do so.

We typically only lease constructed premises, and based on recent experience and trends, management estimates that the average fit-out period for a new restaurant varies between three and four months. We generally transfer staff from existing restaurants to new restaurants to ensure the continuance of our core values at new operations. We typically incur staff costs relating to new restaurants for about 45 to 60 days prior to the restaurant launch as we typically bring in staff in advance of the restaurant launch date for training. Restaurant results are monitored by regular operational meetings.

Suitable locations are crucial for our business. For most of our Barbeque Nation restaurants in India and overseas, the initial terms of our leases range from five to 19 years.

Restaurant Maintenance

Our restaurant-level teams are responsible for managing on-going refurbishment. Minor refurbishments typically take place periodically two to four years after opening a new Barbeque Nation Restaurant. Major refurbishments typically take place approximately five to nine years after opening of a Barbeque Nation Restaurant and include replacement of food preparation equipment, tables, chairs and full redecoration at Barbeque Nation Restaurants.

Restaurant Closures

In 2016, we acquired PGPL, which obtained the franchise for operating restaurants under the brand name "Johnny Rockets", a well-known American hamburger brand, in 2013. PGPL operated up to seven Johnny Rockets restaurants in India, however, all the Johnny Rockets restaurants were eventually closed due to commercial reasons and subsequent termination of the IMDA. PGPL closed all Johnny Rockets restaurants by October 10, 2018, and paid fees payable under the IMDA. We transferred our shares in PGPL pursuant to a share transfer agreement dated December 4, 2018. For further details, see "*Risk Factors – Our erstwhile subsidiary, PGPL, which operated Johnny Rockets*

restaurants had incurred losses. Our experience with Johnny Rockets restaurants may influence decision of other global brands to partner with us." and "*History and Certain Corporate Matters – Details regarding material acquisition or divestments of business/undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years – Share transfer agreement dated December 4, 2018 executed among our Company, PGPL, Salim Hajiumar Sheikh and Sabiya Sheikh*" on pages 46 and 230 respectively.

In addition, since Fiscal 2018, apart from relocating some of our restaurants in the same trade area mostly due to expiry of the relevant leases, we have closed two International Barbeque Nation Restaurants in Ras al Khaima and Dubai and three Barbeque Nation Restaurants due to commercial reasons.

Marketing and Advertising

Effective branding is critical to our business success. Our branding model is based on three key factors that influence customer preferences: unlimited, quality food at affordable prices, relaxed ambience and prompt service. We centrally control our standards for the use of our brands in all aspects of our business.

Our advertising targets consumers with a preference for fresh, DIY casual dining at an affordable price. Our advertising strategy is centred on increasing our brand awareness, complemented with promotions and festivals from time to time.

We have engaged third party agencies to assist us with our marketing and advertising. We use a variety of media to convey our advertising, including billboards, city formats and banners as a key vehicle for certain of our brands. We use other media, including internet, internet aggregators, radio, print, direct marketing and other unconventional media, such as short message services and social networking sites, to optimise our media plan and coverage of target demographic profiles.

Suppliers and Purchasing Practices

Our ability to maintain consistent quality throughout our restaurants depends in part upon our ability to acquire ingredients and related raw materials from reliable sources in accordance with our specifications in each of the locations in which we operate.

Vendor identification process may be initiated if we are commencing operations in a new city or region or to identify additional or substitute vendors. We obtain information about potential vendors from our database of existing vendors and our research. Our vendor selection criteria include analysis of all potential procurement options to optimise costs.

We maintain a number of suppliers for each of our key ingredients, which we believe can help mitigate pricing volatility. Given that we often rely on direct deliveries to our Barbeque Nation Restaurants, we seek to optimise the number of suppliers for each product based on frequency of delivery and distance from the supplier. For example, for perishable items requiring frequent delivers, such as fruits and vegetables, we may contract with more than one supplier within the same city where the transportation costs may make doing so economically efficient. We may also contract with more than one supplier for a certain item where supply of that item is known to be inconsistent.

Information Technology

We use information technology systems to help us operate efficiently, increase the scalability of our business and accommodate future growth. We currently use a combination of commercially available and custom-developed software and hardware systems. We connect all our restaurants to the system, allowing us to effectively monitor and review performance on a real time basis as well as to monitor our fixed assets and payroll. We have integrated "Business Insights", business intelligence software, which allows us to track restaurant wise data (operational and financial) at a granular level and it has a direct interface with our enterprise resource planning system, which is designed to handle and streamline the complex workings of our financials, inventory, warehousing, sales, purchases and manufacturing and enhance the ability to predict trends and business data through advanced detailed reporting.

In addition, we also use smartphone application 'BBQ App' which has been registered over 2.2 million downloads as of December 31, 2020. We have recently revamped our smartphone application to make it more user friendly and interactive.

Health, Safety and Environment

We are subject to various central, state and local laws affecting the operations of our business, including health, safety and environmental laws. For further information in relation to the various laws applicable in relation to our business operations, see "*Government and Other Approvals*" on page 494 of this Red Herring Prospectus.

Human Resources

As of December 31, 2020, we had 7,298 full-time employees in our Company and its Subsidiaries. None of our staff is represented by a labour union or covered by a collective wage bargaining agreement. We emphasise employee welfare by offering our employees bonuses and other incentives. We transfer our employees across our restaurant network to maintain our core values.

Employee Training

We have a defined learning and development structure which includes:

- a certified restaurant-level trainer;
- strengthening behavioural and technical competencies for business managers;
- launching learning management systems; and
- training for hygiene audits

Competition

The Indian restaurant industry and within it, the CDR market, is competitive and fragmented. The Indian restaurant industry is also segregated into organised and unorganised segments. Data relating to the unorganised segment is scarce and unreliable. For further details, please see "*Risk Factors — This Red Herring Prospectus contains information from an industry report which we have commissioned from Technopak.*" on page 73 of this Red Herring Prospectus.

The number, size and strength of our competitors vary by location. Competition is based on a number of factors, including price, type of cuisine, quality of food, quality of customer service, value, name recognition and restaurant location. Competition within the CDR market, however, focuses primarily on the quality of food, value for money and quality of service. We compete with local, national and regional restaurant chains.

In addition, we compete with QSRs and smaller restaurant chains as well as individual restaurants in various cities where we operate. Our business benefits from our quality food offerings coupled with our unique all-you-can-eat, DIY live barbeque experience.

Finally, we also face competition from companies replicating our dining format at lower costs. For further details, please see "*Risk Factors — If we are unable to foresee or respond effectively to significant competition our business, results of operations and financial condition could be adversely affected.*" on page 53 of this Red Herring Prospectus.

Awards and Accolades

Over the years, we have received several awards and accolades including the following recent awards:

Award	Publication	Year
Top 10 Retail Companies to Work for	Great Places to Work Institute	2018
Best National Chain of the Year 2018	Franchise India	2018
Best in Barbecue and Grills in Town	Eazy Diner Foodie Awards	2019
Top 50 India's Best Companies to Work For	Economic Times and Great Places to Work Institute	2019
Rank 14, Best Large Workplace in Asia	Great Places to Work Institute	2019
Rank 7, Best Large Workplace in Asia	Great Places to Work Institute	2020
Top 10 Retail Companies to Work for	Great Places to Work Institute	2020

For further details, please see "*History and Certain Corporate Matters – Awards and Accreditations*" on page 227 of this Red Herring Prospectus.

The Italian Restaurants have also received several awards and accolades, including the following:

Award	**Publication**	**Year**
Best Italian in Casual Dining	Times Food and Nightlife Awards	2018
Excellence in Restaurant Wine Program	India Wine Awards	2018
Excellence in Restaurant Wine Program	India Wine Awards	2019
Fine Dining (Standalone), India's Best Restaurants	The Week	2019

Insurance

We are covered by adequate property and liability insurance policies with coverage features and insured limits that are customary for similar companies in India. We currently have the following types of insurance, with certain deductibles and limitations of liability in place for our owned and operated restaurants including public liability (non-industrial) insurance indemnifying us for damages for which we may become legally liable arising out of our business operations, money insurance which covers money in transit accompanied by our authorised staff during business hours between our restaurants or offices and banks, customers' premises or post offices, directors' and officers' liability insurance, fidelity guarantee, standard fire and special perils policy, marine cargo and burglary insurance and plate glass (floating) insurance policy. For further details, please see "*Risk Factors — Our risk management and insurance policies may not be effective or adequate.*" on page 69 of this Red Herring Prospectus.

Property

Our Registered and Corporate Office located in Bengaluru is not owned by us. Liberty Restaurents Private Limited, one of our Group Entities, has leased this premise to us for a period of 51 months from August 1, 2020.

All our restaurants and other places of business are also located on either leased or licensed properties. One of these leased properties is not registered in our name. For further details, please see "*Risk Factors – The premises of our Registered and Corporate Office and all our restaurants are either leased (including sub-leases) or licensed. If we fail to renew these leases / licenses and on competitive terms or if we are unable to manage our lease rental costs, our results of operations would be materially and adversely affected.*" on page 53 of this Red Herring Prospectus.

Intellectual Property

We have registered trademarks for certain of our brands in India, UAE, Sri Lanka, Singapore, Canada, Hong Kong, European Union, China, United Kingdom, Saudi Arabia, South Africa, Bahrain, Maldives and Japan. Our registered trademarks in India include , BARBEQUE NATION and . We also have applications pending in India and certain international jurisdictions for certain of our trademarks. The trademarks and logos of our brand and related restaurant logos have significant value and are important to our business. For further details, please see "*Government and Other Approvals*" on page 494 of this Red Herring Prospectus for details of our registered trademarks and pending applications and "*Risk Factors — Our Company has obtained and applied for registration of several trademarks*

including our corporate logo in its name. Until such registrations are granted, we may not be able to prevent unauthorised use of such trademarks by third parties, which may lead to the dilution of our goodwill." on page 57 of this Red Herring Prospectus.

Corporate Social Responsibility

We believe in corporate responsibility and contributing to the communities in which we operate. While being focused on sustained financial performance, we are also aware of the necessity and importance of social stewardship. We seek to enrich the lives of future generations through our efforts to improve the lives of less privileged citizens, in relation to health, education, community development, capacity building and green technology.

The CSR Committee is entrusted with the primary responsibility of formulating the CSR initiatives of the Company. For further details in relation to the constitution of the CSR Committee and their terms of reference, see "*Our Management – Corporate Social Responsibility Committee*" on page 252 of this Red Herring Prospectus.

As part of our initiatives to realise our CSR vision, we have made donations to Akshaya Patra Foundation, Bengaluru, Deseeya Seva Bharathi, Kerala, HelpAge India, New Delhi, Society for the Training and Vocational Rehabilitation of the Disabled, Vadodara, Habitat for humanity India Trust, Mumbai and Hope Foundation, Vadodara in recent Fiscals. However, we have not spent the amount required under the Companies Act and we are identifying more projects to undertake the required expenditure towards CSR.

REGULATIONS AND POLICIES

Given below is an indicative summary of certain relevant laws and regulations applicable to our Company in India. The information in this section has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations.

Key regulations applicable to our Company

Food Safety and Standards Act, 2006 ("FSSA")

The FSSA was enacted with a view to consolidate the laws relating to food and to establish the Food Authority for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The Food Authority is required to provide scientific advice and technical support to the Government of India and the state governments in framing the policy and rules relating to food safety and nutrition. The FSSA also sets out requirements for licensing and registering food businesses, general principles of food safety, responsibilities of the food business operators, liability of manufacturers and sellers, and adjudication in case of defaults.

In exercise of its powers under the FSSA, the Food Authority has framed, *inter alia*, the Food Safety and Standards (Licensing and Registration of Food Business), Regulations 2011 ("**FSSR**"). The FSSR provides the procedure for registration and the licensing process for the food business and lays down detailed standards for various food products.

The Central Government has also notified the Food Safety and Standards Rules, 2011, which set out the: (a) enforcement structure of the 'commissioner of food safety', 'food safety officer' and 'food analyst'; and (b) procedures for extraction, seizure, sampling and analysis. The FSSA also lays down penalties for various offences (including recall procedures).

Following the outbreak of COVID-19, the Food Authority has issued a guidance note on '*Food Hygiene and Safety Guidelines for Food Businesses during Coronavirus Disease (COVID-19) Pandemic*' ("**Guidance Note**") with an intent to provide guidance to food businesses, including their personnel involved in handling food to prevent the spread of COVID-19 in the work environment and any incidental contamination of food/food packages. It also provides guidance in relation to operative mechanisms such as the establishment of an in-house emergency response team in large food businesses to deal with suspected infections effectively. It mandates that employers should have a COVID-19 screening protocol in place to screen all personnel entering the premises. The Guidance Note sets out that, *inter alia*, (i) all employees and visitors are required to be screened at entry points for symptoms of COVID-19 such as temperature (using non-contact type thermometer), cough or a cold; (ii) entrances are required to mandatorily have measures installed for hand hygiene; and (iii) employees and food handlers should be encouraged to self-declare any symptoms of any respiratory illness before visiting the premises. Additionally, to spread awareness and contain the spread of the disease, the Guidance Note requires employers to employ and ensure compliance with numerous measures such as, displaying posters/standees/audio visuals on preventive measures for COVID-19, using alcohol-based sanitisers, avoiding close contact with symptomatic personnel, using face masks, and cleaning and disinfecting surfaces frequently. Further, in accordance with the Guidance Note, food sectors involved in food services, takeaways and deliveries are required to ensure that, *inter alia*: (i) food service areas are thoroughly cleaned and disinfected after every meal; (ii) hand wash facilities are made available to workers; (iii) employees wear a clean uniform, mask/face cover, gloves and head covers at all times and (iv) contactless delivery methods are put in place. The Guidance Note also prescribes guidelines for the management of the food establishment to handle a suspected/positive case of COVID-19 in accordance with the guidelines issued by Ministry of Health and Family Welfare.

Additionally, the Guidance Note mandates strict adherence to General Hygiene and Sanitary Practices specified under Schedule 4 of the FSSR ("**Schedule**"). The Schedule enumerates multiple compulsory measures to be adopted by food business operators in the interest of human nutrition, safety and hygiene such as requiring: (i) premises to be clean, adequately lighted and ventilated with sufficient free space for movement; (ii) eating, chewing, smoking and spitting within the premises to be prohibited, especially while handling food; and (iii) persons suffering from infectious diseases to be prevented from working.

The Legal Metrology Act, 2009 ("Legal Metrology Act")

The Legal Metrology Act has been in force since April 1, 2011 and replaces the Standards of Weights and Measures Act, 1976. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act contains provisions in relation to, *inter alia*: (a) appointment of Government approved test centres for the verification of weights and measures; (b) punishment for violation of the provisions of the Legal Metrology Act; and (c) nomination of persons responsible for breaches committed by companies.

Shops and Establishments Legislations

Commercial establishments are required to be registered under local shops and establishments legislations. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays and leave. They also regulate other rights and obligations of employers and employees in relation to, *inter alia*, maintenance of shops and establishments and termination of service. In certain states where the local shops and establishments legislations are applicable, our restaurants are required to obtain registrations.

Police Laws and fire prevention laws

The state legislatures in India have enacted laws regulating public order and police, which provide, *inter alia*, for the registration of eating houses and obtaining a 'no objection certificate' for operating such eating houses from the police station located in that particular area, along with prescribing penalties for non-compliance. The state legislatures have also enacted fire control and safety rules and regulations such as the Maharashtra Fire Prevention and Life Safety Measures Act, 2006, Tamil Nadu Fire Service Act, 1985, Gujarat Fire Prevention and Life Safety Measures Act, 2013, Karnataka Fire Force Act, 1964 and Delhi Fire Service Act, 2007, which are applicable to our restaurants established in such states. The legislations include provisions in relation to fire safety and life saving measures by occupiers of buildings, licensing provisions and penalties for non-compliance.

Excise legislations of various states

State governments regulate excise and countervailing duties imposed on alcoholic liquors, grant of liquor licenses and retail supply of alcohol. Certain state governments have enacted prohibition legislations in relation to manufacture, sale, consumption, and transportation etc. of liquor. While there is a complete ban on the sale, consumption, transportation etc. of liquor in certain states, the sale, consumption, and transportation etc. of liquor is permitted in most states once the requisite licenses and permits from the concerned state departments have been obtained.

Municipality Laws

The state legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India, which includes regulation of public health. The state governments have enacted laws empowering the municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such licenses along with prescribing penalties for non-compliance.

Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act provides for, among others, the application and registration of trademarks in India. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as brands, labels and headings, and to obtain relief in case of the infringement of such marks. Applications for the registration of trademarks have to be made to Controller-General of Patents, Designs and Trade Marks who is the Registrar of Trademarks for the purposes of the Trade Marks Act. The Trade Marks Act prohibits any registration of deceptively similar trademarks. It also provides for remedies in case of infringement and penalties for falsifying and falsely applying trademarks.

Consumer Protection Act, 2019 ("COPRA")

The COPRA, which came into force from July 2020, repealed the Consumer Protection Act, 1986. The COPRA provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, unlawful pricing and serving of food that may be hazardous to life. It provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attract criminal penalties. The COPRA has, *inter alia*, introduced a Central Consumer Protection Council to promote, protect and enforce the rights of consumers and provides for mediation cells for the early settlement of disputes between the parties. The COPRA places liability on a product manufacturer / product service provider / product seller to compensate for the harm caused due to a defective product or deficiency in services. The COPRA also enables the Central Government to take measures for preventing unfair trade practices in e-commerce.

Public Liability Insurance Act, 1991("Public Liability Act")

The Public Liability Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of 'hazardous substances' covered by the Public Liability Act has been enumerated by the Government pursuant to a notification. The owner or handler is also required to take out an insurance policy insuring against liability under this legislation.

Environment Regulations

We are subject to various environment regulations, including the Environment (Protection) Act, 1986, as the operation of our establishments might have an impact on the environment in which they are situated. The basic purpose of the statutes given below is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that industries are functioning in compliance with the prescribed standards. These authorities also have the power of search, seizure and investigation. Many industries are required to obtain consent orders from the PCBs which are required to renewed regularly.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act prohibits the use of any stream or well for the disposal of polluting matter in violation of the standards set down by the State Pollution Control Board ("**State PCB**"). The Water Act also provides that the consent of the State PCB must be obtained prior to the opening of any new outlets or discharges, or an industry, operation, or process, or any treatment and disposal system, which is likely to discharge sewage or effluent on land or into a stream, well or sewer.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act requires that any person operating an industrial plant (emitting air pollutants in the atmosphere) in specified areas must apply in a prescribed form and obtain consent from the State PCB prior to commencing any activity. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

Solid Waste Management Rules, 2016 ("Solid Waste Management Rules")

The Solid Waste Management Rules require all restaurants to segregate waste at source, facilitate collection of segregated waste in separate streams and handover recyclable material to either authorized waste pickers or authorized recyclers, in partnership with the relevant local body. The Solid Waste Management Rules prescribe specific methods for disposing off biodegradable waste and residual waste. While bio-degradable waste is required to be processed, treated and disposed through composting or biomethanation within the premises as far as possible, residual waste is required to be given to waste collectors or agencies as directed by the relevant local body.

Laws relating to taxation

The tax related laws that are pertinent include the Income Tax Act 1961 and the Central Goods and Services Tax Act, 2017. In addition, we may be subject to professional tax and other taxes under various state legislations.

Laws relating to Employment

Certain other laws and regulations that may be applicable to our Company in India include the following:

- The Code on Wages, 2019 (the Code on Wages, 2019, once in force, will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and Payment of Wages Act, 1936);
- The Code on Social Security, 2020 (the Code on Social Security, 2020, once in force, will repeal nine labour laws, including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972);
- The Industrial Relations Code 2020 (the Industrial Relations Code, 2020, once in force, will repeal the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947);
- Industrial Disputes Act, 1947;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees' State Insurance Act, 1948;
- Equal Remuneration Act, 1976;
- The Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965
- Payment of Gratuity Act, 1972;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- Child Labour (Prohibition and Regulation) Act, 1986; and
- Bonded Labour System (Abolition) Act, 1976.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as Sanchi Hotels Private Limited on October 13, 2006 at Indore, Madhya Pradesh, India as a private limited company under the Companies Act, 1956. Subsequently, the name of our Company was changed to Barbeque-Nation Hospitality Private Limited and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh on February 18, 2008. The name was changed to align with the principal business of the Company. Thereafter our Company was converted into a public limited company and the name of our Company was changed to Barbeque-Nation Hospitality Limited and a fresh certificate of incorporation consequent upon change of name on conversion to public limited company was issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh on March 4, 2008. Subsequently, the registered office of our Company was changed from the state of Madhya Pradesh, India to Karnataka, India, pursuant to certificate issued by the RoC on January 15, 2014, with effect from December 16, 2013.

Changes in Registered Office

The details of changes in the registered office of our Company are given below:

Date of change of Registered and Corporate Office	Details of the address of Registered and Corporate Office
December 16, 2013	From C/o Sayaji Hotels Limited, H-1, Scheme No. 64, Vijay Nagar, Indore 452 010, Madhya Pradesh, India to Survey No. 62, Site no. 13, 6th Cross, N.S. Palya, BTM Layout, Bengaluru 560 076, Karnataka, India
February 15, 2018	From Survey No. 62, Site No. 13, 6th Cross, NS Palya, BTM Layout, Bengaluru 560 076, Karnataka, India to Prestige Zeenath, 3rd Floor, Municipal No. 8/1, Residency Road, Richmond Town, Bengaluru 560 025, Karnataka, India
November 2, 2019	From Prestige Zeenath, 3rd Floor, Municipal No. 8/1, Residency Road, Richmond Town, Bengaluru 560 025, Karnataka, India to Sy. No. 62, Site No. 13, 6th Cross, N.S. Palya, BTM Layout, Bengaluru 560 076, Karnataka, India

The changes in the Registered and Corporate Office were made due to operational convenience.

Main Objects of our Company

The main objects contained in the MoA of our Company are as follows:

"1. To own, construct, run render technical advice in constructing, furnishing and running of, takeover, manage, carry on business of motel, hotel, restaurant, cafe, tavern, bars, refreshment rooms, boarding and lodging house keepers, clubs, associations in India and to provide lodging and boarding, restaurant, eating houses, bakery, confectionery, bar, swimming pools and others facilities to the public including tourists, visitors and delegates coming to India from foreign countries and to allow Indian as well as foreign delegates to hold international conferences, seminars, etc. and to give all facilities to members of delegations, missions from abroad and foreign countries and to encourage and carry on and facilitate tourist trade in India.

2. To carry on the business of constructing houses, bungalows, factory sheds and to act as builders civil engineers, contractors, electrical and mechanical engineers electricians and structural engineers, to undertake the construction of buildings, dams, bridges structures, road paths, water works, tanks, wells, tube wells and hotels, to undertake election of any iron and steel structures, bridges and arrange fabrication of any kinds of trustees, structural, angels, tubes and foundation materials, to carry on the business of layout engineers and contractors and to undertake to carry out any city or suburban extensions, buildings, roadways and bye-laws, lanes and alleys, laying out water and electrical connections for such buildings and in this

connections to buy or take on lease any kind of vacant space and allot them for appropriated prices to the intending persons.

3. To carry on the business of catering, event management, music shows, entertainment shows, live shows, cultural events, food Exhibition in India or abroad.

4. To carry on the business of buying, selling, reselling, importing, exporting, dealing, storing, stocking, trading, distribution of frozen and non frozen food items such as fish, prawn, crabs and all sea food, mutton, chicken, fruits and vegetables, spices, oil, dairy & bakery products, preservation of potatoes, fresh vegetables, agricultural products, fruits, dry fruits, fruit juices, ice candy, ice cream and other ice products, carbonated, aerated mineral water and synthetic drinks, all types of restaurant furniture, coal, crockery, cutlery, Bar Accessories, Kitchen Accessories, Service Accessories and all types of equipment of the restaurants, F&B consumables, Housekeeping Consumables, all office stationery, staff uniforms, all types of restaurants utensils; in any manner whatsoever in all types of goods on retail as well as wholesale basis in India or outside India."

The main objects as contained in the MoA enable our Company to carry on our existing business.

Amendments to the MoA

Set out below are the amendments to our MoA of our Company in the last ten years:

Date of Shareholders' Resolution	Particulars
July 27, 2013	Clause II of the MoA was amended for reflecting the change of the registered office of the Company from the state of Madhya Pradesh to the state of Karnataka
December 15, 2016	The MoA was amended for reflecting the following changes: a) Existing clauses I, II, III, IV and V were renumbered as clause 1st, 2nd, 3rd, 4th and 5th, respectively; b) Clause III(C) in relation to other objects was deleted; c) Clause 3(A) was amended to reflect the change in the main objects by inclusion of the following clauses (including consequent renumbering): *"3. To carry on the business of catering, event management, music shows, entertainment shows, live shows, cultural events, food exhibition in India or abroad,* *4. To carry on the business of buying, selling, reselling, importing, exporting, dealing, storing, stocking, trading, distribution of frozen and non frozen food items such as fish, prawn, crabs and all sea food, mutton, chicken, fruits and vegetables, spices, oils, oil, dairy & bakery products, preservation of potatoes, fresh vegetables, agricultural products, fruits, dry fruits, fruit juices, ice candy, ice cream and other ice products, carbonated, aerated mineral water and synthetic drinks; all types of restaurants furniture, coal, crockery, cutlery, Bar Accessories, Kitchen Accessories Service Accessories and all types of equipment of the restaurants, F&B consumables, Housekeeping consumables, all office stationery, staff uniforms, all types of restaurant utensils; in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or outside India."*
	Clause V of the MoA was amended to reflect the sub-division of face value of Equity Shares from ₹200,000,000 divided into 20,000,000 equity shares of ₹10 each to ₹200,000,000 divided into 40,000,000 equity shares of ₹5 each
May 12, 2017*	Clause V of the MoA was amended to reflect the increase in authorized share capital from ₹200,000,000 divided into 40,000,000 equity shares of ₹5 each to ₹300,000,000 divided into 60,000,000 equity shares of ₹5 each

** Increase in authorized share capital on account of the merger of FRPL with our Company. The Shareholders approved the scheme of merger at the extraordinary general meeting held on May 12, 2017. The FRPL Scheme was approved by the regional director pursuant to its order dated June 22, 2017. For further details in relation to the scheme of amalgamation between FRPL and our Company, please see "History and Certain Corporate Matters – Scheme of amalgamation of FRPL with our Company" on page 229.*

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Calendar Year	Particulars
2006	Our promoter, SHL, launched the first Barbeque Nation restaurant at Pali Hill, Mumbai
2007	• Barbeque Nation restaurants opened in Indira Nagar and Kormangala (Bengaluru) and Banjara Hills (Hyderabad) by SHL
2008	• Our Company established a presence in Chennai and started the first Barbeque Nation restaurant in T Nagar, Chennai
2012	• Achieved revenue of over ₹1,000 million for Fiscal 2012 • Acquisition of five Barbeque Nation restaurants from SHL • Our Company opened the 25th Barbeque Nation restaurant at Times Square, Mumbai
2013	Investment by CX Partners Fund I Limited through TPL and investment by AAJVIT
2014	Introduced the concept of 'Kulfi Nation' counters in our restaurants
2015	Introduced the concept of 'Live counters' in select restaurants
2016	• Achieved a consolidated revenue of over ₹3,000 million for Fiscal 2016 • Our Company commenced international operations by setting up the 1st Barbeque Nation restaurant in Dubai • Our Company opened the 75th Barbeque Nation restaurant in Korum Mall, Mumbai • Rated ICRA A+ (Stable) by ICRA Limited
2017	Achieved a consolidated revenue of over ₹4,000 million in Fiscal 2017
2018	• Investment by Alchemy India and Partner Reinsurance • Expanded its international footprint in the Asia Pacific region by setting up a Barbeque Nation restaurant in Kuala Lumpur, Malaysia • Our Company opened the 100th Barbeque Nation restaurant in Dimapur, Nagaland • Launched UBQ by Barbeque Nation to provide *a la carte* Indian cuisine in the value segment
2019	• Our Company opened the 130th Barbeque Nation restaurant • Achieved a consolidated revenue of over ₹7,400 million in Fiscal 2019 • Further expanded its international footprint by opening a restaurant in Muscat, Oman • Acquisition of a controlling interest in Red Apple, which currently operates Italian restaurants under the brand name "Toscano", "La Terrace" and "Collage"

2020	• Our Company opened the 149th Barbeque Nation restaurant in Indore • Achieved a consolidated revenue of over ₹8,500 million in Fiscal 2020 • Launched "Barbeque-in-a-Box", a product offering available online
2021	• Investment by Xponentia • Investment by Jubilant

Awards and Accreditations

We have received the following awards and accreditations:

Financial Year	Awards and Accreditations
2016	• Our Company was awarded the 'Hospitality Trailblazer Award' from Food Hospitality World (part of Indian Express) • Our Company was ranked #37 amongst India's best companies to work for 2016 by Great Places to Work Institute in collaboration with Economic Times
2017	• One of our restaurants located in Gurgaon won the runner-up award at the People's Choice Awards 2016 for excellence in the category of North Indian food by Gurgaon Foodie • Our Company was ranked amongst the top 10 retail companies to work for by Great Places to Work Institute in 2017 in collaboration with Retailers Association of India • One of our restaurants located at Mumbai was voted the winner under the best buffet category by Burrp.com for the year 2016 • Our Company won the best restaurant concept of the year award for 2017 from eazydiner Foodie awards
2018	• Our Company was ranked #36 amongst India's best companies to work for 2017 by Great Places to Work Institute in collaboration with Economic Times • Our Company was ranked among the top 10 retail best brands to work for in India in 2018 by Great Place to Work (India) in association with Retailers Association of India • Our Company was awarded the best national restaurant chain of the year at the Restaurant Awards 2017 • Our Promoter and Managing Director, Kayum Dhanani was awarded the Regional Restaurateur of the Year – South at the Indian Restaurant Awards 2017 • Our Company was awarded the Best Buffet for the year 2017 for the Barbeque Nation restaurant located in Worli, Mumbai by eazydiner Foodie Awards • Our Company was awarded the best restaurant chain of year at the Restaurant Awards 2017 (South India Edition) • Our Company won the most effective recruitment, engagement and innovative retention strategy award at the CII National HR Circle Competition 2017 • Our Company was awarded the 'Best Sensational Debut of the Year – 2017' for its Patna outlet by Dainik Jagran

Financial Year	Awards and Accreditations
2019	• Our Company was ranked #17 amongst India's best companies to work for in 2018 by Great Places to Work Institute in collaboration with Economic Times • Our Company won the best restaurant chain of the year award for the year 2018 from eazydiner Foodie awards • Our Company was awarded the 'Best National Restaurant of the Year 2018' award at the Indian Restaurant Awards powered by Franchise India • Our Company was awarded the 'Silver' award at the SAMMIE Awards, 2018 • Our Nungambakkam outlet was awarded the 'Distinguished Restaurant' award by Rocheston • Our Company was ranked among the top 10 best workplaces in retail in India in 2019 by Great Place to Work (India) in association with Retailers Association of India • Our Company was recognised as the 'Finest Food and Beverage Destination' by 92.7 Big FM • Our outlets in Delhi were awarded the 'Best Barbeque and Grills in Town' award at the Eazydiner Foodie Awards for the year 2019
2020	• Our Company was ranked #14 in the 2019 list of Best Large Workplaces in Asia in 2019 by Great Places to Work Institute • Our Company was ranked #13 amongst India's best companies to work for in 2019 by the Great Places to Work Institute, India in collaboration with Economic Times • Our Company was awarded the 'Best Restaurant to Work with' award at the Indian Restaurant Awards 2019 • Our Company was awarded the 'Best Buffet in Kolkata at the Owlers Awards 2019 in association with Times Prime • Our Barbeque Nation Restaurant in Indiranagar was awarded the 'Best Buffet in Town' award for the year 2019 by eazydiner Foodie awards • Our Company was awarded 'Most Preferred Restaurant & F&B Retailer' at the Stars of the Industry Awards by ET Now • One of our food festivals, 'Jhoom Barbeque Jhoom Kebabi' was awarded 'India's Best Food Festival' by the Food Critics & Bloggers Association
2021	• Our Company was ranked #7 amongst India's best companies to work for in 2020 by Great Places to Work Institute in collaboration with Economic Times • Our Company was ranked amongst the top 10 retail companies to work for by Great Places to Work Institute in 2020 in collaboration with Retailers Association of India • Our Company was awarded the 'Best Barbeques and Grills - Casual Dining' award at the Times Food and Nightlife Awards 2020 by the Times of India

Details regarding material acquisition or divestments of business/undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years

Except as disclosed below, our Company has neither acquired nor divested any entity, business or undertaking nor undertaken any merger, amalgamation or revaluation of assets in the last ten years.

Asset transfer agreement dated April 1, 2012 executed between SHL and our Company

Pursuant to the asset transfer agreement executed between our Company and SHL, our Company acquired five Barbeque Nation restaurants located at Mumbai, Bengaluru, Hyderabad and Delhi NCR from SHL on an 'as is where is' basis. These restaurants were acquired for an aggregate consideration of ₹281.00 million by our Company.

Business transfer agreement dated January 15, 2015, as amended by the amendment agreement dated June 1, 2015, executed between FRPL and our Company

Our Company entered into the business transfer agreement with FRPL, pursuant to which our Company acquired all the assets in relation to the brand 'Atmosfire' assets from FRPL as a going concern on "as is where is basis", for a total purchase consideration of ₹42.71 million.

Business transfer agreement dated September 30, 2015 and the amendment agreement dated March 28, 2016 executed between SHL and our Company

Our Company entered into the business transfer agreement with SHL, pursuant to which our Company acquired the Barbeque Nation restaurant located at Wakad, Pune from SHL as a going concern, on a slump sale basis, for a total purchase consideration of ₹123.80 million. The purchase consideration was determined based on the valuation report dated September 24, 2015 issued by Ernst & Young Merchant Banking Services Private Limited, Mumbai. The said Barbeque Nation restaurant was operated by SHL under a franchise arrangement with our Company since April 1, 2013.

Share purchase and share subscription agreement dated June 28, 2016 and share options and transfer agreement dated September 6, 2016 executed between our Company, PGPL, Gaurav Sharma, Sachin Goel and Vishal Chaudhary, Capricorn Resources Private Limited and Concept Studio Private Limited.

Pursuant to the share purchase and subscription agreement, our Company acquired 776,667 equity shares of PGPL from Gaurav Sharma, 775,666 equity shares from Capricorn Resources Private Limited, 776,667 equity shares from Concept Studio Private Limited, and 1,000 equity shares from Sachin Goel at an aggregate consideration of approximately ₹184 million. Further, our Company had agreed to subscribe to 100% of the share capital of PGPL, i.e. 3,530,000 equity shares, in accordance with the pre-determined formula set out in the share purchase and subscription agreement. The remaining equity share capital of PGPL, i.e. 1,200,000 equity shares were acquired by our Company from Gaurav Sharma, Capricorn Resources Private Limited and Concept Studio Private Limited pursuant to exercise of call option under the Share Options and Transfer Agreement dated September 6, 2016. The sale and purchase of these equity shares were facilitated through an escrow arrangement executed between the parties as of September 6, 2016.

Scheme of amalgamation of FRPL with our Company

Our Company and our erstwhile wholly owned Subsidiary, FRPL, filed a scheme of amalgamation under section 233 of the Companies Act, 2013, read with Rule 25 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 before the RoC ("**FRPL Scheme**"). The FRPL Scheme was approved by the boards of directors of our Company and FRPL on February 28, 2017 and February 27, 2017, respectively. The rationale for the proposed merger is to ensure better management by achieving better administrative and operational efficiencies. Pursuant to the FRPL Scheme, FRPL was proposed to be merged with our Company, from January 1, 2017, being the appointed date. With effect from the appointed date, the entire business of FRPL, including properties, all assets and liabilities stands transferred to our Company on a going concern basis. Further, upon the FRPL Scheme being effective, the authorised share capital of our Company was enhanced to ₹300,000,000 divided into 60,000,000 Equity Shares of ₹5 each. The MoA and the AoA was accordingly amended. On the FRPL Scheme becoming effective, FRPL was dissolved without the process of winding up. The FRPL Scheme was approved by the regional director vide its order dated June 22, 2017.

*Agreement to take over Business dated November 19, 2018 executed between our Company and A.R. Hospitality, a partnership firm ("**Agreement to Take over Business**")*

Our Company purchased the barbeque division of restaurants located at Mulund, Mumbai and Ghodbunder, Thane from A.R. Hospitality, a partnership firm and a related party of the Company, as a going concern on a slump sale basis. The restaurants at Mulund and Ghodbunder were being operated by A.R. Hospitality in the name of Barbeque Nation based on approval from our Company. Pursuant to this Agreement to Take Over Business, A.R. Hospitality has sold the entire business of running these restaurants to the Company. The consideration for the acquisition was ₹33.60 million as per the valuation report dated September 7, 2018 obtained from a chartered accountant.

Share transfer agreement dated December 4, 2018 executed among our Company, PGPL, Salim Hajiumar Sheikh and Sabiya Sheikh

JR LLC terminated the IMDA on the basis of an alleged failure to comply with certain obligations under the IMDA to open and operate additional restaurants. PGPL agreed to, and did, close all JR restaurants by October 10, 2018, and paid all amounts outstanding in accordance with the IMDA. For further details, see "*Risk Factors – Our erstwhile subsidiary, PGPL, which operated Johnny Rockets restaurants had incurred losses. Our experience with Johnny Rockets restaurants may influence decision of other global brands to partner with us.*" on page 46. Pursuant to the share transfer agreement dated December 4, 2018, our Company sold 100% of its shareholding in its erstwhile wholly owned subsidiary, PGPL (aggregating to 24,462,763 equity shares of ₹10 each) to Salim Hajiumar Sheikh and Sabiya Sheikh for an aggregate consideration of ₹0.5 million.

Securities Purchase Agreement dated October 31, 2019, a Deed of Adherence dated October 31, 2019, executed between our Company and Samar Retail Private Limited to the Debenture Subscription Agreement and Shareholders Agreement entered into between Red Apple, Samar Retail Private Limited, Jean Michel Jasserand and Goudhaman Balasubramanian and a letter agreement dated January 19, 2021 and an amendment agreement to the Deed of Adherence dated January 20, 2021,executed between our Company, Mr. Jean Michel Jasser, Mr. Goutham Balasubramaniam and Red Apple

Pursuant to the Securities Purchase Agreement, our Company has acquired 2,964 equity shares of Red Apple and 268 equity shares of Red Apple following the conversion of compulsorily convertible debentures held by Samar Retail for a consideration of ₹574,875,840, which represents 61.35% of the issued share capital of Red Apple. Under the terms of the Securities Purchase Agreement, our Company was required to purchase additional equity shares of Red Apple based on a particular formula under the Securities Purchase Agreement. Pursuant to amendments to the Securities Purchase Agreement and the Deed of Adherence, the Company is no longer required to acquire any additional share capital of Red Apple (with effect from November 16, 2020). See also "*Financial Statements*" on page 278.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

Following the occurrence of the COVID-19 pandemic, the lenders offered a moratorium on interest and principal repayment for the first and second quarters of Fiscal 2021. The Company availed moratorium on its repayment obligations.

Except as described under "*Risk Factors –We have not been and may continue to not be in compliance with certain covenants under some of our loan agreements and if the relevant lenders were to call an event of default, such an event may adversely affect our business, results of operations and financial conditions.*" on page 48 and the moratorium referred to above, there have been no defaults or rescheduling/restructuring of borrowings with financial institutions/banks in respect of our current borrowings from lenders.

Time and cost overruns

Except as described under section "*Risk Factors*" on page 37, there have been no instances of time and cost overruns in setting up our restaurants in the past. For details, see "*Risk Factors – If there are delays or cost overruns in utilisation of Net Proceeds, our business, financial condition and results of operations may be adversely affected.*" on page 71.

Accumulated Profits or Losses

There are no accumulated profits or losses of any of our Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

Significant Strategic or Financial Partners

Other than CX Partners, a private equity investor, Alchemy India, Partner Reinsurance, Xponentia and Jubilant, to the extent that they are deemed to be strategic or financial partners, our Company does not have any significant strategic or financial partners.

Details of guarantees given to third parties by our Promoters, offering their Equity Shares in the Offer for Sale

SHSKL, one of our corporate Promoters participating in the Offer for Sale, has not provided any guarantees to any third party in respect of the obligations of the Company or its Subsidiaries.

Corporate Profile of our Company

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, launch of key products, entry into new geographies or exit from existing markets, suppliers, customers, capacity build-up, technology, and managerial competence, please see "*Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Industry Overview*" and "*Government and Other Approvals*" on pages 196, 436, 161 and 494, respectively.

Our Holding Company

Our Company does not have a holding company.

Our Subsidiaries

As on the date of this Red Herring Prospectus, our Company has seven Subsidiaries.

Red Apple Kitchen Consultancy Private Limited ("Red Apple")

Corporate Information

Red Apple was incorporated as JMJ Kitchen Consultancy Services Private Limited on May 2, 2005 as a private limited company under the Companies Act, 1956. Subsequently, its name was changed to Red Apple Kitchen Consultancy Private Limited, pursuant to a fresh certificate of incorporation consequent upon change of name dated January 3, 2008 with a registration number U55101KA2005PTC036195. Its registered office is located at Sy. No. 62, Site No. 13, 6th Cross, N.S. Palya, BTM Layout, Bengaluru 560 076, Karnataka, India.

Red Apple is primarily engaged in the business of, *inter alia*, establishing and running restaurants, providing kitchen solutions for homes, restaurants, hotels and general industries and consulting services to hotels, restaurants and holiday resorts in relation to designing, establishing, running and marketing.

Capital Structure

The authorised share capital of the company is ₹700,000 divided into 7,000 shares of ₹100 each.

Shareholding

Our Company holds 3,232 shares of Red Apple aggregating to 61.35% of the equity share capital of Red Apple on a fully diluted basis.

Barbeque Nation (MENA) Holding Limited ("BHL")

Corporate Information

BHL was incorporated as Barbeque Nation Holdings Limited on March 25, 2015 in Dubai as an offshore company with limited liability under the Offshore Companies Regulations of Jebel Ali Free Zone of 2003 with registration number 171179. Subsequently, its name was changed to Barbeque Nation (MENA) Holding Limited pursuant to a certificate of change in name dated September 27, 2018. Its registered office is located at Office No. 1205, Westburry Commercial Tower, Al Abraj Street, Business Bay, P.O. Box 71241, Dubai, United Arab Emirates.

BHL is primarily engaged in the business of, *inter alia*, investing in limited liability companies, partnerships, joint ventures and any other company, general trading, investing in equities, shares, securities and international properties worldwide and any other activities approved by Jebel Ali Free Zone Authority.

Capital Structure

The authorised share capital of the company is AED 30,000,000 divided into 300,000 shares of AED 100 each.

Shareholding

Our Company holds the entire share capital of BHL.

Barbeque Nation Restaurant LLC ("BNRL")

Corporate Information

BNRL was incorporated on February 25, 2016 in Dubai as a company with limited liability under the Commercial Companies Law No.2 of 2015 with commercial license number 753555. Its registered office is located at Shop No. 1 & 2, Al Jaber Building, Near Lulu Center, Al Barsha area, Emirate of Dubai, United Arab Emirates.

BNRL is authorised to engage in the business of restaurants and for carrying on such other activities which are ancillary thereto.

Capital Structure

The authorised share capital of the company is AED 300,000 divided into 300 shares of AED 1,000 each.

Shareholding

BHL holds 147 shares of AED 1,000 each aggregating to 49% of the issued share capital of BNRL. Pursuant to the local partner agreement dated February 25, 2017, BHL beneficially holds the entire share capital of BNRL.

Barbeque Nation (Malaysia) SDN. BHD. ("BN Malaysia")

Corporate Information

BN Malaysia was incorporated on October 3, 2017 in Kuala Lumpur as a private company limited by shares under the Malaysian Companies Act 2016 with company registration number 1249322-U. Its registered office is located at 12th Floor, Menara Symphony, No. 5 Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling, Jaya, Selangor, Darul Ehsan, Malaysia.

BN Malaysia is primarily engaged in the business of running restaurants.

Capital Structure

The issued and paid up share capital of the company is MR 1,000,000 divided into 1,000,000 shares of MR 1 each.

Shareholding

BHL, our Subsidiary, holds the entire share capital of BN Malaysia.

Barbeque Nation Holdings Pvt Ltd ("BNHPL")

Corporate Information

BNHPL was incorporated on September 15, 2017 in Port Louis, Mauritius as a private company limited by shares under the Companies Act No. 15 of 2001 with company number 150374 C1/GBL. Its registered office is located at c/o Tri-Pro Administrators Limited, Level 5, Maeva Tower, Bank Street, Cybercity, Ebène, Republic of Mauritius.

BNHPL is primarily engaged in global business as permitted under the laws applicable in the Republic of Mauritius, borrow money and to mortgage or charge its undertaking and property or any part thereof, to issue debentures, debenture stocks and other securities whenever money is borrowed or as security for any debt, liability or obligation of the company, and to do all such things which are incidental to, or which the company thinks conducive to the conduct, promotion or attainment of the objects of the company.

Capital Structure

The issued and paid up share capital of BNHPL is USD 49,960 divided into 49,960 shares of USD 1 each.

Shareholding

Our Company holds the entire share capital of BNHPL.

Barbeque Nation International LLC ("BNIL")

Corporate Information

BNIL was incorporated on February 18, 2018 in Muscat, Sultanate of Oman as a limited liability company with company number 1313912. The business license granted to it by the Oman Chamber of Commerce and Industry is valid up to February 13, 2023. Its registered office is located at Post Office Box number 2508, P.C.-112, Sultanate of Oman.

BNIL is engaged in the business of running restaurants.

Capital Structure

The issued and paid up share capital of BNIL is OMR 150,000 divided into 150,000 shares of OMR 1 each.

Shareholding

Our Company, indirectly through our Subsidiary, BHL, holds shares in BNIL. BHL holds 73,500 shares of OMR 1 each aggregating to 49% of the issued share capital of BNIL. Green Land Development Trading Limited Partnership, a limited liability partner, holds 76,500 shares of OMR 1 each aggregating to 51% of the issued share capital of BNIL, where Green Land Development Trading Limited Partnership is acting as the sponsor in accordance with the laws of the Sultanate of Oman, and is not involved in the management operations and day-to-day activities of BNIL.

Barbeque Nation Kitchen LLC, Dubai ("BNKL")

Corporate Information

BNKL was incorporated on January 9, 2019 in Dubai as a limited liability company under Federal Law No.(2) of 2015 concerning the Commercial Companies. Its registered office is located at Office No. 1205, Westburry Commercial Tower, Al Abraj Street, Business Bay, P.O. Box 71241, Dubai, United Arab Emirates. The Company intends to begin the process of winding up BNKL.

BNKL has not commenced operations.

Capital Structure

The authorised share capital of the company is AED 300,000 divided into 300 shares of AED 1,000 each

Shareholding

The Company, indirectly through its Subsidiary, BHL, holds shares in Barbeque Nation Kitchen LLC. BHL holds 147 shares of AED 1000 each aggregating to 49% of the issued share capital of BNKL. Mr. Sulaiman Mohamed Khalifa Alsuwaidi, partner, holds 153 shares of AED 1000 each aggregating to 51% of the issued share capital of BNKL.

Summary of Key Agreements and Shareholders' Agreements

Shareholders' Agreements with our Company

Agreement dated March 26, 2013 executed between Blue Deebaj LLC and TPL

TPL executed an agreement dated March 26, 2013 with Blue Deebaj LLC at the time of sale of equity shares of the Company by Blue Deebaj LLC to TPL, pursuant to which in the event of an occurrence of certain exit events, including an initial public offering by the Company, (i) if, TPL achieves a return in excess of certain specified thresholds on the investment made by it in the Company, Blue Deebaj LLC shall be entitled to receive certain payments from TPL; or (ii) if, TPL does not achieves a return in excess of certain specified thresholds on the investment made by it in the Company, TPL shall be entitled to receive certain payments from Blue Deebaj LLC. The payment amount shall be determined as per the terms specified in the agreement.

*Restated shareholders agreement dated May 18, 2015 between our Company, SHL, Kayum Dhanani, TPL, PPL, AAJVIT and Azhar Dhanani, Zuber Dhanani, Sanya Dhanani, Zoya Dhanani, Sadiya Dhanani, Saba Dhanani ("**Other Shareholders**") ("**2015 Restated SHA**")*

A shareholders agreement dated March 26, 2013 ("**First SHA**") was executed between our Company, TPL, AAJVIT, Kayum Dhanani, Blue Deebaj LLC, Other Shareholders (Other Shareholders defined as Other Warrant Holders therein), Sana Dhanani, Nasrin Dhanani and Abdul Gani Dhanani, pursuant to which TPL and AAJVIT were granted certain rights in the Company. However, in light of the Pace SPA I, Pace SPA II and AAJVIT SPA 2 (all defined herein below), the parties agreed to restate the First SHA by entering into the 2015 Restated SHA setting out the revised and restated relationship among the parties thereto and their rights and obligations in relation to their shareholding in the Company. Pursuant to a deed of adherence dated August 16, 2016, SHL transferred its shareholding in the Company to SHKSL.

Our Company, Kayum Dhanani and SHL were required to conduct an initial public offer (including an offer for sale, if any) on or before September 30, 2017, or such other extended date as may be agreed by TPL and PPL ("**Qualified IPO**").

The parties to the 2015 Restated SHA and SHL (as confirming party) entered into a waiver and termination agreement dated August 5, 2017 ("**Waiver and Termination Agreement**"), as amended by the amendment letters to the Waiver and Termination Agreement dated February 19, 2018 and February 14, 2020 ("**Amendment Letter Agreements**"), wherein SHL, SHKSL, Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani have been collectively referred to as the promoters of the Company. Further, in terms of the Waiver and Termination Agreement, SHKSL, Kayum Dhanani and Other Shareholders were categorized as principal shareholders of the Company ("**Principal Shareholders**").

Pursuant to the 2015 Restated SHA, TPL has certain minority shareholder rights in the Company, in accordance with applicable law, including (i) the right to appoint a nominee director as a non-executive director until TPL and PPL collectively hold at least 2,172,282 Equity Shares as adjusted for any consolidation of the share capital of the Company; (ii) the right to nominate a person as an observer of the Board; (iii) the right to nominate and maintain one member on the committees and the sub-committees of the Board; (iv) the right to nominate a director on the board of Subsidiaries and any committees thereof; (v) pre-emptive and anti-dilution rights; (vi) the right of first offer and tag

along right against the Principal Shareholders; and (vii) right to receive information, including in relation to the unaudited and audited financial statements, key operational performance indicators, business plans and capital expenditure budgets.

Additionally, as per the 2015 Restated SHA, TPL and PPL have affirmative rights in relation to certain matters involving the Company and the Subsidiaries. Such matters include, *inter alia*, (i) acquisition of or investment in shares or substantial assets or business or creation of new subsidiaries; (ii) sale, transfer or disposal of all or substantial assets; (iii) any changes to the capital structure; (iv) amendment to the memorandum and articles of association; (iv) issue of equity linked securities or convertible instruments; (v) commencement of new line of business; (vi) declaration or payment of dividends; and (vii) matters requiring approval of the shareholders pursuant to special resolution. Further, pursuant to the 2015 Restated SHA, TPL, PPL and AAJVIT, *inter alia*, have the right to receive proceeds from any liquidation event involving the Company, in preference to the other shareholders of the Company.

In terms of the Waiver and Termination Agreement, TPL and PPL have agreed to waive certain affirmative voting rights under the 2015 Restated SHA for undertaking the Offer. Such waivers include, *inter alia*, making any changes in the capital structure of the Company, amendment of the articles of association of the Company, issuance of equity shares pursuant to the Fresh Issue, pre-emptive and anti-dilution rights to the extent of the shares issued under the Offer and the right of first offer and tag along right against the Principal Shareholders to the extent of their participation in the Offer for Sale.

Additionally, in terms of the Waiver and Termination Agreement, as amended by the Amendment Letter Agreements, the date for conducting a Qualified IPO had been extended to June 30, 2020 or such other date as may be mutually agreed between the parties ("**Cut-off Date**"). The parties to the Waiver and Termination Agreement had also agreed that the fees and expenses in relation to the Offer will be shared between the Company and the Selling Shareholders, other than the listing fees which shall be borne by the Company, as mutually agreed, in accordance with applicable law.

Further, pursuant to the Waiver and Termination Agreement, the parties had agreed that all rights under the 2015 Restated SHA, except the right held by TPL to nominate a director to be appointed as a non-executive director liable to retire by rotation on the Board until it holds, collectively with PPL, at least 2,172,282 Equity Shares as adjusted for any consolidation of the share capital of the Company and the limitation of liability of such director, shall terminate upon listing of the Equity Shares. Such right of TPL to nominate a director will be subject to receipt of shareholders' approval through a special resolution of the Shareholders in the first general meeting of the Company, held after the successful completion of the Offer, and such appointment of a nominee director will be subject to the approval of the shareholders, post listing and in accordance with applicable laws. Further, the parties to the Waiver and Termination Agreement have agreed that in case the listing of the Equity Shares is not completed on or before the Cut-off Date, the Waiver and Termination Agreement will automatically stand terminated.

The terms of the 2015 Restated SHA and the Waiver and Termination Agreement have been included in the AoA. For further details, see section "*Description of Equity Shares and Terms of the Articles of Association*" on page 542.

Non-compete undertaking dated August 5, 2017 by our Promoters

Our Promoters have, pursuant to a letter agreement dated August 5, 2017 addressed to the Company ("**Non-Compete Undertaking**"), jointly and severally agreed to not directly or indirectly (i) undertake or be involved in operating or Controlling (as defined under Takeover Regulations, 2011) any restaurant or food venture, in India or outside India, other than such restaurants or food ventures operated or Controlled (as defined under Takeover Regulations, 2011) by the Promoters as on the date of the Non-Compete Undertaking; (ii) use in any manner any brand name, trade name, trademark, service mark, copyright, patents or recipe, in part or full, used or developed by or belonging to the Company or its Subsidiaries or over which the Company or any of its Subsidiaries has a right under contract, law or in equity, including without limitation, the 'Barbeque Nation' brand and their respective cuisines and recipes; and (iii) solicit or induce or attempt to induce any person who is an executive director, key managerial personnel, chef, cook or any employee or consultant of the Company or any of its Subsidiaries to leave his or her employment or consultancy with the Company or the Subsidiaries; or solicit any customer, distributor, supplier, landlord, dealer or agent of the Company or any of its Subsidiaries.

Pursuant to the Non-Compete Undertaking, Kayum Dhanani may offer any menu items at any of the cafes and restaurants maintained, operated or acquired or expanded by him, under existing or future brands, which are identical to the menu items or substantially similar to the menu items offered in Barbeque Nation restaurants, provided that such category of menu items does not contribute to more than 10% of the revenue of the company, entity or firm through which such cafes or restaurants are operated. Further, in terms of the Non-Compete Undertaking, no restaurant operated or maintained by SHL, either through itself or through any third parties, shall be located outside the premises of the hotels operated by SHL or its subsidiaries or by any third party hotel operator, other than a restaurant located in Mumbai and a restaurant located in Indore, which are operated outside the premises of the hotel.

Pursuant to the Non-Compete Undertaking, the Company will have the first right of refusal to undertake any new business opportunity (organic or inorganic) identified by the Promoters. In the event majority of the Directors, excluding the Promoters or representatives of the Promoters, reject the proposal, then the Promoters may, individually or collectively undertake such new business opportunity provided that such new business opportunity is not identical or substantially similar to the cuisines offered or formats of the restaurants operated by the Company or its Subsidiaries.

The Non-Compete Undertaking shall be effective until the Promoters (i) collectively hold less than 25% of the fully diluted paid up equity share capital of the Company, or cease to be the single largest block of Shareholders; and (ii) ceased to Control (as defined under Takeover Regulations, 2011) the Company.

The key terms of the Non-Compete Undertaking have been included in the AoA. For further details, see section "*Description of Equity Shares and Terms of the Articles of Association*" on page 542.

*Binding share transfer agreement dated August 14, 2017 between Kayum Dhanani, PPL and AAJVIT, as amended by the first amendment to the binding share transfer agreement dated February 19, 2018, executed between Kayum Dhanani, PPL and AAJVIT ("**First Amendment to the Share Transfer Agreement**")*

Kayum Dhanani, PPL and AAJVIT have executed a binding share transfer letter agreement, as amended by the First Amendment to the Share Transfer Agreement in relation to transfer of Equity Shares between zero and 600,000 Equity Shares from PPL and AAJVIT to Kayum Dhanani at the discretion of PPL and AAJVIT. The number of Equity Shares to be transferred shall be within the aforesaid range, and shall be determined after the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the letter agreement and such transfer of Equity Shares shall be completed post the Bid/Offer Closing Date, but prior to filing of the Prospectus with the RoC. Further, the parties have acknowledged that the details of the range of Equity Shares to be transferred by PPL and AAJVIT to Kayum Dhanani shall be disclosed in the Red Herring Prospectus, and the details of the final number of Equity Shares transferred shall be disclosed in the Prospectus.

*Shareholders agreement dated June 20, 2018 between Red Apple, Samar Retail Private Limited ("**Samar Retail**"), Jean Michel Jasserand and Goudhaman Balasubramanian ("**Red Apple SHA**")*

Pursuant to the acquisition of a majority stake in Red Apple by Samar Retail, a shareholders' agreement dated June 20, 2018 was entered into between Red Apple, Samar Retail, Jean Michel Jasserand and Goudhaman Balasubramanian setting out the relationship among the parties thereto and their rights and obligations in relation to their shareholding in Red Apple. Under the Red Apple SHA, Samar Retail was granted certain rights in Red Apple, including: (i) the right to appoint nominee directors on the board of Red Apple (the "**Red Apple Board**"); (ii) the right to appoint and maintain directors on the committees and the sub-committees of the Red Apple Board in case Red Apple fails to achieve certain financial targets; (iii) drag along rights; and (iv) the right to receive information, including in relation to the unaudited and audited financial statements, business plans and material developments in relationships with employees and sub-contractors.

A debenture subscription and share purchase agreement dated June 20, 2018 was also entered into between Red Apple, Samar Retail, Jean Michel Jasserand and Goudhaman Balasubramanian pursuant to which certain equity shares of Red Apple were transferred by Jean Michel Jasserand and Goudhaman Balasubramanian to Samar Retail and certain compulsorily convertible debentures of Red Apple were issued to Samar Retail. These compulsorily convertible debentures have been converted into an equivalent number of equity shares. Further, Red Apple agreed to issue, in or

more tranches, additional compulsorily convertible debentures for a consideration of ₹170,016,000 to Samar Retail, which Samar Retail was required to subscribe to.

Pursuant to a deed of adherence dated October 31, 2019, executed by our Company, Jean Michel Jasserand, Goudhaman Balasubramanian, Samar Retail and Red Apple, our Company has acceded to the Red Apple SHA, the debenture subscription and share purchase agreement dated June 20, 2018. In the amendment letter dated January 19, 2021 and an amendment agreement dated January 20, 2021, our Company, Jean Michel Jasserand, Goudhaman Balasubramanian and Red Apple, agreed that the Company shall not be under any obligation to acquire any additional share capital of Red Apple (with effect from November 16, 2020).

Our Subsidiary, Red Apple, formed a partnership with Jean Michel Jasserand and Goudhaman Balasubramanian on February 3, 2014. Red Apple is entitled to 99.98% of the profits of this partnership. A single Italian restaurant is operated by Red Apple under this partnership under the brand name "La-Terrace."

*Restated shareholders agreement dated December 31, 2020 between our Company, SHL, SHKSL, Kayum Dhanani, Raoof Dhanani, Suchitra Dhanani, TPL, PPL, AAJVIT, Azhar Dhanani, Zuber Dhanani, Sanya Dhanani, Zoya Dhanani, Sadiya Dhanani, Saba Dhanani ("**Other Shareholders**"), Xponentia and Jubilant ("**Restated SHA**")*

Pursuant to the Xponentia SSA and the Jubilant SSA (both defined herein below), the parties agreed to restate the 2015 Restated SHA by entering into the Restated SHA setting out the revised and restated relationship among the parties thereto and their rights and obligations in relation to their shareholding in the Company.

In accordance with the Restated SHA, Kayum Dhanani, Suchitra Dhanani, Raoof Dhanani, SHL and SHKSL, TPL, PPL, Xponentia and Jubilant have the right to nominate director(s) on the Board subject to the following thresholds: (i) Kayum Dhanani, Suchitra Dhanani, Raoof Dhanani, SHL and SHKSL have the right to nominate four directors, one of whom at all times shall be Kayum Dhanani; (ii) TPL has the right to nominate two non-executive directors on the Board as long as TPL and PPL collectively hold not less than the same percentage of Equity Shares held by Jubilant in the issued share capital of the Company at the effective of date of the Restated SHA applicable to Jubilant on a fully diluted basis; (iii) TPL has the right to nominate one non-executive director on the Board as long as TPL and PPL collectively hold less than the same percentage of Equity Shares held by Jubilant in the issued share capital of the Company at the effective date of the Restated SHA applicable to Jubilant, but at least 5% of the issued share capital of the Company on a fully diluted basis except where its shareholding falls below 5% as a result of a primary issuance of shares by the Company; (iv) Xponentia has the right to nominate one non-executive director on the Board as long as Xponentia holds at least 4% of the issued share capital of the Company on a fully diluted basis except where its shareholding falls below 4% as a result of a primary issuance of shares by the Company; and (v) Jubilant has the right to nominate one non-executive director on the Board as long as Jubilant holds at least 5% of the issued share capital of the Company on a fully diluted basis except where its shareholding falls below 5% as a result of a primary issuance of shares by the Company.

Additionally, as per the Restated SHA, TPL, PPL, Xponentia and Jubilant have certain minority shareholder rights in the Company, in accordance with applicable law, including (i) TPL and Jubilant's right to nominate a person as an observer of the Board; (ii) TPL's right to nominate and maintain one member on the committees and the sub-committees of the Board; (iii) Jubilant's right to nominate and maintain one member on the audit committee and any sub-committee constituted by the Board for the purposes of a qualified initial public offering; (iv) pre-emptive and anti-dilution rights; (v) the right of first offer and tag along right against Kayum Dhanani, Suchitra Dhanani, Raoof Dhanani, SHL and SHKSL and other members of our promoter group; (vi) certain drag rights in respect of the Equity Shares of the Company; and (vii) the right to receive information, including in relation to the unaudited and audited financial statements, key operational performance indicators, business plans and capital expenditure budgets.

Further, pursuant to the Restated SHA, TPL, PPL, Xponentia, Jubilant and AAJVIT have affirmative rights in relation to certain reserved matters involving the Company and the Subsidiaries. Reserved Matters under the Restated SHA have been divided into two categories: (i) Fundamental reserved matters, which are required to be approved by the directors appointed by Xponentia, Jubilant and TPL and PPL (collectively) or adopted by the shareholders at a general meeting of the Company and / or Subsidiary without the prior written consent of each of Xponentia, Jubilant, TPL, PPL and AAJVIT ("**Fundamental Reserved Matters**"); and (ii) Operational reserved matters, which require the prior written approval of the shareholders holding at least 75% of the voting rights attached to the Equity Shares

("**Operational Reserved Matters**"). Fundamental Reserved Matters include, *inter alia*, (i) any increase or decrease in the share capital of the Company or any Subsidiary, including the reorganisation, restructuring or consolidation of share capital, if such increase in the share capital is pursuant to a subscription in the Company at a price which is less than 110% of the subscription price payable in the most recent round of preferential allotment undertaken by the Company; (ii) acquisition or investment (if the value exceeds ₹50,00,00,000) of any shares or substantial assets, business, business organisation or division, or creation of any legal entities, joint ventures or partnerships, mergers, de-mergers, spin-offs, consolidations or the creation of any new Subsidiaries; (iii) dissolution, winding-up or liquidation of the Company or any Subsidiary, or any restructuring or reorganisation that has a similar effect; and (iv) sale or transfer of the intellectual property rights owned or used by the Company or any Subsidiary except in the ordinary course of business or in any marketing, franchising, non-exclusive licensing or other business promotion activities. Operational Reserved Matters include, *inter alia*, (i) any increase or decrease in the share capital of the Company or any Subsidiary, including the reorganisation, restructuring or consolidation of share capital, if such increase in the share capital is pursuant to a subscription in the Company at a price which is least 10% higher than the subscription price payable in the most recent round of preferential allotment undertaken by the Company; (ii) acquisition or investment (if the value does not exceed ₹50,00,00,000) of any shares or substantial assets, business, business organisation or division, or creation of any legal entities, joint ventures or partnerships, mergers, de-mergers, spin-offs, consolidations or the creation of any new Subsidiaries; (iii) nomination, removal or replacement of any of independent directors; and (iv) any change in the registered office of the Company or any of its Subsidiaries.

Under the Restated SHA, the Company, Kayum Dhanani, Suchitra Dhanani, Raoof Dhanani, SHL and SHKSL are required to use their best efforts to conduct an underwritten initial public offering, with an offer size of at least ₹4,000 million, on or before December 31, 2022 or such other extended date as may be communicated in writing by each of TPL, PPL, Xponentia and Jubilant. In such offering, TPL, PPL, Xponentia and Jubilant are entitled to sell 100% of their respective Equity Shares in the Company.

Notwithstanding such obligation, TPL has the right to require the Company to complete an initial public offering at any time. Such right would also become available to Jubilant and Xponentia in the event that the Company is not able to complete an initial public offering by December 31, 2022. TPL, Jubilant and/or Xponentia, as the case may be, will have the right to require Kayum Dhanani, Suchitra Dhanani, Raoof Dhanani, SHL and SHKSL to join them in completing such initial public offering by contributing such number of Equity Shares as may be required for such purpose. In order to ensure the minimum size that is required under applicable law is offered to the public in the event of an such initial public offering, SHL is required, under the terms of the Restated SHA, to place Equity Shares representing 15.53% of the Company's share capital in escrow on or prior to July 31, 2021 with an escrow agent and under an escrow agreement pursuant to which such escrow agent shall be obligated to transfer such Equity Shares in accordance with TPL's instructions. A failure by Kayum Dhanani, Suchitra Dhanani, Raoof Dhanani, SHL and SHKSL to execute any documents necessary to complete an initial public offering as described above, would entitle TPL to certain drag along rights.

In case of a liquidation, merger, amalgamation or a change in control of SHL or in the event that the Sayaji Shareholders (as defined in the Restated SHA) hold less than 50% of SHL's share capital, Kayum Dhanani, Suchitra Dhanani, Raoof Dhanani, are required to use their best efforts to purchase all of SHKSL's Equity Shares in the Company. In the event that they are unable to purchase all such Equity Shares, TPL, PPL, AAJVIT, Xponentia and Jubilant will have the right to: (a) transfer all of their respective Equity Shares to Kayum Dhanani, Suchitra Dhanani, Raoof Dhanani, SHL and SHKSL and other members of our promoter group; or (b) acquire control of the Company by subscribing to the Company's Equity Shares.

The Restated SHA will terminate upon consummation of an initial public offering by the Company. The Xponentia SSA and the Jubilant SSA required certain amendments to the articles of association to reflect the terms of the Restated SHA to be approved at a general meeting of the Company on or prior to March 31, 2021. Pursuant to letters dated March 10, 2021 and March 11, 2021, Xponentia and Jubilant, respectively, have mutually agreed to extend such date to April 30, 2021. No amendments to the articles of association of the Company have been made as at the date of this Red Herring Prospectus to reflect such amendments as a consequence of the Restated SHA and any such amendment to the articles of association of the Company will only be adopted if the Offer is not completed on or prior to April 30, 2021.

Share Purchase Agreements with our Company

*Share purchase and subscription agreement dated March 26, 2013 executed between our Company, SHL, Kayum Dhanani, Blue Deebaj LLC, Azhar Yusuf Dhanani, Zuber Yusuf Dhanani, Sanya Dhanani, Zoya Dhanani, Sadiya Dhanani, Saba Dhanani and TPL ("**Tamara SPA**")*

Our Company entered into the Tamara SPA, whereby TPL agreed to purchase 415,000 Equity Shares from SHL for a consideration of ₹138,835,068 and agreed to purchase 1,378,495 Equity Shares from Blue Deebaj LLC for a consideration of ₹461,164,932, payable at the time of closing under the Tamara SPA.

*Share subscription agreement dated March 26, 2013 executed between our Company, SHL, Kayum Dhanani and AAJVIT ("**AAJVIT SPA 1**")*

Our Company entered into the AAJVIT SPA I, whereby AAJVIT agreed to subscribe to 65,104 Equity Shares for a consideration of ₹21,780,000 payable at the time of closing under the AAJVIT SPA I.

*Share purchase agreement dated May 18, 2015 executed between our Company, SHL, Kayum Dhanani, Blue Deebaj LLC and PPL ("**Pace SPA I**")*

Our Company entered into the Pace SPA I, whereby PPL agreed to purchase 1,421,505 Equity Shares from Blue Deebaj LLC for a consideration of ₹881,333,100 payable at the time of closing under the Pace SPA I.

*Share purchase agreement dated May 18, 2015 executed between our Company, SHL, Kayum Dhanani, Abdul Gani Sarfaraz Dhanani, Nasreen Dhanani, Sana Dhanani and PPL ("**Pace SPA II**")*

Our Company entered into the Pace SPA II, whereby PPL agreed to purchase 10,953 Equity Shares for a consideration of ₹6,790,860 from Abdul Gani Sarfaraz Dhanani, 105,105 Equity Shares for a consideration of ₹65,165,100 from Nasreen Dhanani and 150,150 Equity Shares for a consideration of ₹93,093,000 from Sana Dhanani payable at the time of closing under the Pace SPA II.

*Share purchase agreement dated May 18, 2015 executed between our Company, SHL, Kayum Dhanani, Abdul Gani Sarfaraz Dhanani and AAJVIT ("**AAJVIT SPA 2**")*

Our Company entered into the AAJVIT SPA 2, whereby AAJVIT agreed to purchase 34,092 Equity Shares from Abdul Gani Sarfaraz Dhanani for a consideration of ₹21,137,040 payable at the time of closing under the AAJVIT SPA 2.

Share sale and purchase agreement dated August 3, 2017 executed between our Company, Menu Private Limited and Kayum Dhanani

Our Company, Kayum Dhanani and Menu Private Limited entered into share sale and purchase agreement dated August 3, 2017, whereby Kayum Dhanani agreed to sell and the Menu Private Limited agreed to purchase from Kayum Dhanani 532,104 Equity Shares for a consideration of ₹315,005,036.

*Share subscription agreement dated December 9, 2020 executed between our Company, SHL, SHKSL, Kayum Dhanani, Raoof Dhanani, Suchitra Dhanani and Xponentia ("**Xponentia SSA**")*

Our Company entered into the Xponentia SSA, whereby Xponentia agreed to subscribe for 1,587,302 Equity Shares for an aggregate consideration of ₹400 million.

*Share subscription agreement dated December 31, 2020 executed between our Company, SHL, SHKSL, Kayum Dhanani, Raoof Dhanani, Suchitra Dhanani and Jubilant ("**Jubilant SSA**")*

Our Company entered into the Jubilant SSA, whereby Jubilant agreed to subscribe for 3,650,794 Equity Shares for an aggregate consideration of approximately ₹920 million, payable at the time of closing under the Jubilant SSA.

Agreements with Key Managerial Personnel, Director, Promoter or any other employee

There are no agreements entered into by a Key Managerial Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

OUR MANAGEMENT

Board of Directors

In terms of our Articles of Association, our Company is required to have not more than 15 Directors and not less than three Directors. As on the date of this Red Herring Prospectus, our Board comprises 9 Directors.

The following table sets forth details regarding our Board of Directors:

S. No.	Name, designation, address, date of birth, occupation, nationality, term and DIN	Age (years)	Other directorships
1.	**T Narayanan Unni** ***Designation:*** Chairman, Non-Executive, Independent Director ***Address:*** 303-B, YashRaj Regency, 10 Manorama Ganj, Meter No. 3190454, Indore 452001 Madhya Pradesh, India ***Date of birth:*** December 15, 1939 ***Occupation:*** Consultant ***Nationality:*** Indian ***Period and Term:*** Five years from August 12, 2019 ***DIN:*** 00079237	81	*Indian Companies* • Aries Hotels Private Limited • Malwa Hospitality Private Limited • Prime Gourmet Private Limited • Sayaji Hotels Limited • The Lake Shore Palace Hotel Private Limited
2.	**Kayum Dhanani** ***Designation:*** Managing Director ***Address:*** Van Goghs Garden, Unit No.0502, Kasturba Road Cross, Municipal No. 30, Ward No. 76, Bengaluru 560 001 Karnataka, India ***Date of birth:*** May 7, 1972 ***Occupation:*** Entrepreneur ***Nationality:*** Indian ***Period and Term:*** Three years from March 4, 2019 ***DIN:*** 00987597	48	*Indian Companies* • Brown House Baking Private Limited • Callidus Shoemakers Private Limited • Catwalk Worldwide Private Limited • Liberty Restaurent Private Limited • Red Apple Kitchen Consultancy Private Limited • Ruosh Retail Private Limited • Samar Lifestyle Private Limited • Samar Retail Private Limited • Sara Suole Private Limited • Sayaji Hotels (Pune) Limited • Sayaji Hotels Management Limited • Sayaji Housekeeping Services Limited • Iconium Leatherworks Private Limited *Foreign Companies* • Barbeque Nation (Malaysia) SDN. BHD. • Barbeque Nation (MENA) Holding Limited, Dubai • Barbeque Nation Holdings Pvt Ltd, Mauritius
3.	**Rahul Agrawal** ***Designation:*** Chief Executive Officer and Whole-time Director ***Address:*** Lauras A/21, Vatika City, Sector – 49, Sohna Road, Gurugram 122 018. Haryana, India ***Date of birth:*** August 8, 1982 ***Occupation:*** Professional ***Nationality:*** Indian ***Term:*** Five years from December 31, 2020	38	*Foreign Companies* • Barbeque Nation Holdings Pvt Ltd, Mauritius

S. No.	Name, designation, address, date of birth, occupation, nationality, term and DIN	Age (years)	Other directorships
	DIN: 07194134		
4.	**Raoof Dhanani** ***Designation:*** Non-Executive Director ***Address:*** Kalpataru Heights, Flat No. 281, 28th Floor, Dr. Anandrao Nair Road, Agripada, Mumbai 400 011 Maharashtra, India ***Date of birth:*** December 13, 1963 ***Occupation:*** Professional ***Nationality:*** Indian ***Term:*** Liable to retire by rotation ***DIN:*** 00174654	57	*Indian Companies* • Alisha Agrophos Private Limited • Aries Hotels Private Limited • Catwalk Worldwide Private Limited • Kshipra Restaurants Private Limited • Malwa Hospitality Private Limited • Prinite Hospitality Private Limited • Red Apple Kitchen Consultancy Private Limited • Saba Reality Private Limited • Sayaji Hotels (Pune) Limited • Sayaji Hotels (Vadodara) Limited • Sayaji Hotels Limited • Sayaji Hotels Management Limited • Sayaji Housekeeping Services Limited • Super Civiltech Private Limited *Foreign Companies* • Barbeque Nation (Malaysia) SDN. BHD. • Barbeque Nation (MENA) Holding Limited, Dubai • Barbeque Nation Holdings Pvt Ltd, Mauritius
5.	**Suchitra Dhanani** ***Designation:*** Non-Executive Director ***Address:*** Saaz, BF 8 &9, Scheme No. 74-C, Vijay Nagar, Indore 452 010, Madhya Pradesh, India ***Date of birth:*** July 13, 1964 ***Occupation:*** Professional ***Nationality:*** Indian ***Term:*** Liable to retire by rotation ***DIN:*** 00712187	56	*Indian Companies* • Ahilya Hotels Limited • Aries Hotels Private Limited • Alter Vegan Foods Private Limited • Malwa Hospitality Private Limited • Rama Buildcare Private Limited • Sayaji Hotels (Pune) Limited • Sayaji Hotels (Vadodara) Limited • Sayaji Hotels Limited • Sayaji Hotels Management Limited • Sayaji Housekeeping Services Limited
6.	**Tarun Khanna** ***Designation:*** Non-Executive, Nominee Director ***Address:*** B-9/21, Vasant Vihar, 2nd Floor, New Delhi 110 057, India ***Date of birth:*** March 16, 1971 ***Occupation:*** Professional ***Nationality:*** Indian ***Term:*** Liable to retire by rotation ***DIN:*** 02306480	50	*Indian Companies* • Sapphire Foods India Private Limited • Thalappakatti Hotels Private Limited *LLPs* • CX Advisors LLP
7.	**Devinjit Singh** ***Designation:*** Non-Executive Director ***Address:*** Flat No. 101, A Wing, Meher Apartments, Altamount Road, Mumbai 400 026	54	*Indian Companies* • Spoton Logistics Private Limited *LLPs* • Xponentia Capital Partners LLP

S. No.	Name, designation, address, date of birth, occupation, nationality, term and DIN	Age (years)	Other directorships
	Maharashtra, India ***Date of birth:*** June 26, 1966 ***Occupation:*** Investment Professional ***Nationality***: India ***Term:*** Liable to retire by rotation ***DIN:*** 02275778		• Xponentia Fund Partners LLP • Capri Xponentia Managers LLP • Capri Associates LLP
8.	**Abhay Chaudhari** ***Designation:*** Non-Executive, Independent Director ***Address:*** 906/907, RK Spectra, DSK Ranwara Road, Patil Nagar, Bavdhan BK, Pune 411 021 Maharashtra, India ***Date of birth:*** January 15, 1956 ***Occupation:*** Self employed ***Nationality:*** Indian ***Term:*** Five years from June 30, 2017 ***DIN:*** 06726836	65	*Indian Companies* • Sayaji Hotels Limited • Jadhao Gears Limited • Red Apple Kitchen Consultancy Private Limited *Foreign Companies* • Barbeque Nation (Malaysia) SDN. BHD. • Barbeque Nation (MENA) Holding Limited, Dubai • Barbeque Nation Restaurant LLC, Dubai • Barbeque Nation International LLC, Oman (member of supervisory board)
9.	**Natarajan Ranganathan** ***Designation:*** Non-Executive, Independent Director ***Address:*** D 609, Sobha Garnet Sarjapura Road Junction, Bengaluru South, HSR Layout, Bengaluru 560 102, Karnataka, India ***Date of birth:*** July 10, 1965 ***Occupation***: Professional ***Nationality:*** Indian ***Term:*** Five years from December 31, 2020 ***DIN:*** 00218008	55	*Indian Companies* • Venkata Narayana Active Ingredients Private Limited • Navi Technologies Private Limited • Udhyam Learning Foundation • Mlinda Sustainable Environment Private • Limited • Lifecell International Private Limited • Virtusa Consulting Services Private • Limited *LLPs* • Foundation Partners LLP • Schatz Consulting LLP

Relationship between our Directors

Except for Kayum Dhanani and Raoof Dhanani who are brothers and Suchitra Dhanani who is the sister-in-law of Kayum Dhanani and Raoof Dhanani, none of our Directors is related to each other.

Brief Biographies of Directors

T Narayanan Unni is the Chairman and a Non-Executive Director and Independent Director of our Company. He has been a Director of our Company since February 9, 2009. He holds a bachelor's degree in commerce from Vikram University, Ujjain and a bachelor's degree in law from University of Indore. He is a member of the Institute of Chartered Accountants of India and he has been a practising chartered accountant since July 1, 1975.

Kayum Dhanani is the Managing Director of our Company. He has been a Director of our Company since November 30, 2012. He holds a diploma in sole making from the Central Leather Research Institute, Chennai. He has been associated with Sara Suole Private Limited since 2005, which is involved in the business of manufacturing, processing and selling leather goods including, soles, shoes and other leather accessories.

Rahul Agrawal is the Whole-time Director and Chief Executive Officer of our Company. He has been a Director of our Company since December 31, 2020. He holds a bachelor's degree in commerce (honors) from Shri Ram College of Commerce, University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Bengaluru. Prior to joining our Company, he was associated with Ernst & Young Private Limited and Beacon BVM Advisors Private Limited. He was also associated with CX Advisors LLP from October 2009 to July 2017. He joined our Company on July 24, 2017. During the Financial Year 2020, he was paid a gross compensation of ₹15.15 million in his capacity as the Chief Executive Officer.

Raoof Dhanani is a Non-Executive Director of our Company. He has been a Director of our Company since July 1, 2015. He was a student of Vidyakunj High School, Vadodara in class XII. Prior to joining our Company, he was involved in the fertilizers business, which he divested in the year 2013. He joined the management of SHL in 2013 and is currently involved in managing the operations of SHL.

Suchitra Dhanani is a Non-Executive Director of our Company. She holds a bachelor's degree in home science with a major in clothing and textiles from the Maharaja Sayajirao University of Baroda and a master's degree in social work from the Maharaja Sayajirao University of Baroda. She was a director of our Company from November 2, 2006 until March 28, 2008. Thereafter she was appointed as a consultant from January 2012 to March 2012, and later as an employee of our Company until March 2013, for interior decorating and housekeeping related activities. She was subsequently appointed as a Director of our Company on July 1, 2015.

Tarun Khanna is a Non-Executive, Nominee Director of our Company appointed to our Board by our Shareholder, TPL. He has been a Director of our Company since April 12, 2013. He holds a bachelor's degree in science from the University of Maryland and a master's degree in business administration from the University of Baltimore. He was previously associated with Citibank NA for a period of five years and with Yes Bank Limited for a period of over three years. He has worked with GE Capital Transportation Financial Services Limited in the past. He joined CX Advisors LLP in February 2009 in the capacity of an investment principal and was inducted as a partner of the firm from March 2013. He is currently a partner of CX Advisors LLP.

Devinjit Singh is a Non-Executive Director of our Company appointed to our Board by our Shareholder, Xponentia. He has been a Director of our Company since January 23, 2020. He holds a bachelor's degree in Mathematics (honors) from the University of Delhi and a master's degree in business administration from the Duke University. He was previously associated with Carlyle Group for over nine years and with Citigroup N.A. and Citigroup Global Markets India Private Limited. He joined Xponentia Capital Partners in 2018 as the Founder and Managing Partner.

Abhay Chaudhari is an Independent Director of our Company. He has been a Director of our Company since February 28, 2017. He holds a master's degree in chemistry from Nagpur University and a diploma in business management from Nagpur University. He is a certified associate of the Indian Institute of Bankers. He joined State Bank of India on October 29, 1979. He was promoted to chief general manager and was deputed to SBI Capital Markets Limited, Mumbai from State Bank of India. He held the position of president and chief operating officer of SBI Capital Markets Limited, Mumbai from October 21, 2013 until January 31, 2016, and was involved with management, merger and advisory, private equity, equity and debt markets and credit and project advisory during his tenure in SBI Capital Markets Limited.

Natarajan Ranganathan is an Independent Director of our Company. He has been a Director of our Company since December 31, 2020. He holds a bachelor's degree in commerce from Madras University and is an associate member of the Institute of Cost Accountants of India. He was previously associated with Helion Advisors Private Limited and is currently a designated partner at Foundation Partners LLP and Schatz Consulting LLP.

Confirmations

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any of the stock exchanges during his/her tenure in the preceding five years.

Except as listed below, none of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during his/her tenure. Kayum Dhanani was a director on the board of Welterman International Limited, which was listed on the Ahmedabad Stock Exchange Limited, Madras Stock Exchange Limited and Vadodara Stock Exchange Limited ("**Erstwhile Stock Exchanges**") and is currently listed on the BSE. Due to the de-recognition of the Erstwhile Stock Exchanges pursuant to the SEBI orders dated May 14, 2015 and November 9, 2015, respectively, in light of the circulars issued by SEBI for the 'Exit Policy for De-recognized/ Non-operational Stock Exchanges', Welterman International Limited was delisted from the Erstwhile Stock Exchanges. Our Promoter and Managing Director, Kayum Dhanani was a director at Welterman International Limited until April 15, 2015.

Except as disclosed in the "*Outstanding Litigation and Other Material Developments*" on page 476, no proceedings/investigations have been initiated by SEBI against any company, the board of directors of which also comprise any of the Directors of our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

Terms of appointment of Executive Directors

Kayum Dhanani

Kayum Dhanani was appointed as our additional non-executive director pursuant to a Board resolution dated November 30, 2012. He was appointed as the Managing Director of our Company pursuant to a Shareholders resolution dated March 27, 2013. He was last re-appointed for a term of three years with effect from March 4, 2019 pursuant to a Board resolution dated February 4, 2019 and Shareholders resolution dated March 28, 2019. No remuneration is payable to Kayum Dhanani by our Company.

Rahul Agrawal

Rahul Agrawal was appointed as a whole-time director for a term of five years with effect from December 31, 2020 pursuant to a Board resolution dated December 31, 2020 and Shareholders resolution dated January 23, 2021. No sitting fees is payable to Rahul Agrawal for his role as a whole-time director of the Company. Rahul Agrawal is also the Chief Executive Officer of the Company. Pursuant to a Board resolution dated December 31, 2020, he is entitled to a fixed salary not exceeding approximately ₹16.51 million. He is entitled to a basic monthly salary of ₹0.13 million, and among others, house rent allowance, conveyance allowance, medical allowance, other allowances, incentives and insurance.

For further details, in relation to the remuneration payable to Rahul Agrawal, see "*Our Management – Brief Biographies of Directors*" on page 243.

Payment or benefit to Directors of our Company

The sitting fees/other remuneration paid to our Directors in Financial Year 2020 is as follows:

1. Remuneration to Executive Directors:

No compensation (including contingent or deferred compensation accrued but payable at a later date) was paid or benefits in kind granted on an individual basis to Kayum Dhanani in Financial Year 2020 by our Company for services in all capacities to the Company or was paid or is payable by any of our Subsidiaries or associate companies. For details of the remuneration paid to Rahul Agrawal, see "*Our Management – Brief Biographies of Directors*" on page 243.

2. Remuneration to Non-Executive Directors:

Our Company has pursuant to a Board resolution dated December 15, 2016 fixed the sitting fees payable to our Non-Executive and Independent Directors as ₹25,000 per meeting for attending the meetings of our Board and committees thereof.

Other than sitting fees as disclosed below, no compensation (including contingent or deferred compensation accrued but payable at a later date) was paid or benefits in kind granted on an individual basis to any of our Non-Executive Directors or Independent Directors in Financial Year 2020 by our Company for services in all capacities to the Company or was paid or is payable by any of our subsidiaries or associate companies.

Details of sitting fees paid to our Non-Executive Directors in Financial Year 2020 are set out below:

Sl. No.	Name of Director	Sitting fees paid (₹)
1.	T Narayanan Unni	150,000
2.	Raoof Dhanani	50,000
3.	Suchitra Dhanani	100,000
4.	Tarun Khanna	
5.	Abhay Chaudhari	150,000
	Total	450,000

Since, Devinjit Singh and Natarajan Ranganathan, were appointed in the current Financial Year 2021, no compensation including any sitting fees was paid to them in Financial Year 2020.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Tarun Khanna has been appointed to our Board by our Shareholder, TPL, pursuant to the terms of the 2015 Restated SHA, as amended by the Restated SHA. Devinjit Singh has been appointed to our Board by our Shareholder Xponentia, pursuant to the terms of Restated SHA. For further details, see "*History and Certain Corporate Matters*" on page 224.

Except as disclosed above, there is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our Directors was appointed on the Board or any member of the senior management of our Company was appointed.

Shareholding of Directors in our Company

Our Directors are not required to hold any qualification shares.

The shareholding of our Directors in our Company as of the date of filing this Red Herring Prospectus is set forth below:

Name of Director	Number of Equity Shares	Pre-Offer Percentage Shareholding (%)
Kayum Dhanani	522,846	1.54
Suchitra Dhanani	6	0.00*
Rahul Agrawal	100,000	0.29

**Negligible*

Shareholding of Directors in our Subsidiaries

None of our Directors holds any equity shares in our Subsidiaries.

Interest of Directors

Our Directors may be deemed to be interested to the extent of: (i) sitting fees payable to them for attending meetings of our Board or committees thereof payable under our Articles of Association; (ii) their shareholding in the Company, the payment of dividends on the Equity Shares held by them and other distributions in respect of the Equity Shares; (iii) their being directors on the board of directors and/or shareholders of our Subsidiaries, our Group Entities and, to the extent that our Group Entities have entered into transactions with our Company; and (iv) any interest held by them in any investor in the Company or sponsor or investment manager of such investor. For details of the interests of our Directors that are also our Promoters, see "*Our Promoters and Promoter Group*" on page 259.

Except as stated above and in "*Restated Consolidated Financial Information – Note 43 (Restated Consolidated Statement of Transactions with Related Parties and Balances)*" on page 348, our Directors do not have any other interest in our business.

Except as set out in "*Our Promoters and Promoter Group*" on page 259, our Directors have no interest in any property acquired by or from our Company or proposed to be acquired by or from our Company.

Further, except as set out in "*Our Promoters and Promoter Group*" on page 259, our Directors have no interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Other than Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani, who are our Promoters and are interested as disclosed in "*Our Promoters and Promoter Group*" on page 259, none of our Directors has any interest in the promotion of our Company other than in the ordinary course of business.

Other than the remuneration and benefits payable to Rahul Agrawal, who is the Chief Executive Officer, as disclosed in "*Our Management - Brief Biographies of Directors*" on page 243, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except sitting fees for meetings of the Board and committees thereof.

No loans have been availed by our Directors from our Company. Raoof Dhanani has given a loan of ₹20 million to the Company which has been repaid prior to the date of this Red Herring Prospectus. For details, see "*Financial Statements*" on page 278.

Except as disclosed in "*Restated Consolidated Financial Information – Note 43 (Restated Consolidated Statement of Transactions with Related Parties and Balances)*" on page 348, none of the beneficiaries of loans, advances and sundry debtors is related to the Directors of our Company.

Other than the remuneration including bonus payable to Rahul Agrawal, in his capacity as the Chief Executive Officer, none of our Directors is party to any bonus or profit-sharing plan of our Company.

Further, no officer of our Company, including our Directors and the Key Management Personnel, has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Changes in the Board in the last three years

Name	Date of Appointment/Change/ Cessation	Reason
Devinjit Singh	January 23, 2021	Appointment as director
Rahul Agrawal	December 31, 2020	Appointment as director
Natarajan Ranganathan	December 31, 2020	Appointment as independent director
Suchitra Dhanani	December 31, 2020	Re-appointment as director
T Narayanan Unni	July 23, 2019	Re-appointment as independent director

Name	Date of Appointment/Change/ Cessation	Reason
Tarun Khanna	July 23, 2019	Re-appointment as director
Kayum Dhanani	March 28, 2019	Re-appointment as managing director
Raoof Dhanani	June 4, 2018	Re-appointment as director

Borrowing Powers of Board

In accordance with the Articles of Association and pursuant to a resolution passed by the Shareholders of our Company on February 19, 2018, the Board and any committee thereof is authorised to borrow money, as and when required from any bank and/or other financial institution and/or authority or authorities, either in rupees or in such other foreign currencies as maybe permitted by law from time to time, as maybe deemed appropriate by the Board for an aggregate amount, not exceeding ₹3,000.00 million, including the amount already borrowed by our Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), which may exceed the aggregate of the paid up share capital of our Company and its reserves (excluding the reserves set apart for any specific purpose).

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares with the Stock Exchange. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team, constitution of the Board committees and formulation of policies, each as required under law, including the SEBI Listing Regulations. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance particularly in relation to constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations. Currently, our Board has nine Directors, headed by the Chairman who is a Non-executive and Independent Director. In compliance with the requirements of the SEBI Listing Regulations, we have two Executive Directors and seven Non-Executive Directors including three Independent Directors on our Board. Our Board also has one woman Director.

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides the Board of Directors detailed reports on its performance periodically.

Committees of the Board

In addition to the committees of our Board detailed below, our Board may from time to time, constitute committees for various functions.

Audit Committee

The members of the Audit Committee are:

1. T Narayanan Unni, Chairman;

2. Kayum Dhanani; and

3. Abhay Chaudhari.

The Audit Committee was constituted by a meeting of the Board of Directors held on March 24, 2008 and was re-constituted by a meeting of the Board of Directors on November 30, 2012 and thereafter on June 21, 2013. The Audit

Committee was last re-constituted by a meeting of the Board of Directors held on July 10, 2017. The terms of reference of the Audit Committee were last revised by a meeting of the Board of Directors on July 10, 2017. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013, Regulation 18 of the SEBI Listing Regulations and its terms of reference include the following:

a) Overseeing our 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) Reviewing and monitoring the auditor's independence and performance and the effectiveness of audit process;

d) Approving of payments to the statutory auditors for any other services rendered by statutory auditors;

e) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    i) Matters required to be stated in the Director's responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;

    ii) Changes, if any, in accounting policies and practices and reasons for the same;

    iii) Major accounting entries involving estimates based on the exercise of judgment by management;

    iv) Significant adjustments made in the financial statements arising out of audit findings;

    v) Compliance with listing and other legal requirements relating to financial statements;

    vi) Disclosure of any related party transactions; and

    vii) Qualifications and modified opinions in the draft audit report.

f) Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

g) Scrutinizing of inter-corporate loans and investments;

h) Evaluating internal financial controls and risk management systems;

i) Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

j) Approving or subsequently modifying transactions of our Company with related parties;

k) Evaluating undertakings or assets of our Company, wherever necessary;

l) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

m) Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;

n) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

o) Discussing with internal auditors on any significant findings and follow up thereon;

p) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

q) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

r) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

s) Approving appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

t) Reviewing the functioning of the whistle blower mechanism, in case the same is existing;

u) Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations and other applicable laws; and

v) Formulating, reviewing and making recommendations to the Board to amend the Audit Committee charter from time to time.

The powers of the Audit Committee include the following:

a) To investigate activity within its terms of reference;

b) To seek information from any employees;

c) To obtain outside legal or other professional advice; and

d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall mandatorily review the following information:

a) Management discussion and analysis of financial condition and result of operations;

b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

c) Management letters/letters of internal control weaknesses issued by the statutory auditors;

d) Internal audit reports relating to internal control weaknesses;

e) The appointment, removal and terms of remuneration of the chief internal auditor; and

f) Statement of deviations:

    i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

The Audit Committee is required to meet at least four times in a year under the SEBI Listing Regulations.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Abhay Chaudhari, Chairman;

2. Tarun Khanna; and

3. T Narayanan Unni

The Nomination and Remuneration Committee was constituted by a meeting of the Board of Directors held on March 30, 2015, pursuant to the provisions of the Companies Act, 2013. The Board adopted the nomination and remuneration policy on July 1, 2015. The Nomination and Remuneration Committee was last re-constituted by a meeting of the Board of Directors held on July 10, 2017. The terms of reference of the Nomination and Remuneration Committee were last revised by a meeting of the Board of Directors on July 10, 2017. The policy adopted by the Nomination and Remuneration Committee was last modified by a meeting of the Board of Directors held on September 7, 2018. Abhay Chaudhary was designated the Chairman of the Nomination and Remuneration Committee by a meeting of the Board of Directors held on January 14, 2020. The scope and functions of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and regulation 19 of the SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include the following:

a) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

b) Formulation of criteria for evaluation of independent directors and the Board;

c) Devising a policy on Board diversity;

d) Identifying persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance. Our Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

e) Analysing, monitoring and reviewing various human resource and compensation matters;

f) Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

g) Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

i) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

j) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

(i). The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or

(ii). The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;

k) Determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and

l) Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. T Narayanan Unni, Chairman

2. Abhay Chaudhari;

3. Tarun Khanna; and

4. Kayum Dhanani.

The Stakeholders' Relationship Committee was constituted by our Board of Directors at their meeting held on July 10, 2017. The scope and functions of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee were last revised by our Board of Directors on July 10, 2017 to include the following:

a) Redressal of grievances of shareholders, debenture holders and other security holders, including complaints related to the transfer of shares;

b) Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

c) Issue of duplicate certificates and new certificates on split/consolidation/renewal;

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

e) Carrying out any other function as prescribed under the SEBI Listing Regulations, Companies Act, 2013 and the rules and regulations made thereunder, each as amended or other applicable law.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. T Narayanan Unni, Chairman;

2. Kayum Dhanani;

3. Abhay Chaudhari;

4. Suchitra Dhanani; and

5. Tarun Khanna.

The Corporate Social Responsibility Committee was constituted by our Board of Directors at their meeting held on May 22, 2014 and was reconstituted on August 26, 2015. The Board adopted the corporate social responsibility policy of the Company on July 1, 2015. The Corporate Social Responsibility Committee was last re-constituted by a meeting of our Board of Directors on July 10, 2017. The terms of reference of the Corporate Social Responsibility Committee were last revised by our Board of Directors on July 10, 2017 to bring them in consonance with Section 135 of the Companies Act, 2013 and the applicable rules thereunder. The terms of reference of the Corporate Social Responsibility Committee include the following:

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;

b) Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

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;

d) Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required;

e) Delegating responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

f) Reviewing and monitoring the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and

g) Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company.

IPO Committee

The members of the IPO Committee are:

1. Kayum Dhanani;

2. Tarun Khanna; and

3. Abhay Chaudhari.

The IPO Committee was constituted by our Board of Directors on July 10, 2017. The decisions by the IPO Committee shall be taken with unanimous approval. The terms of reference of the IPO Committee include the following:

a) To make applications, where necessary, to the RBI and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;

b) 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;

c) To decide alongwith with the Selling Shareholders in consultation with the BRLMs on the size, 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;

d) To appoint and enter into and terminate arrangements alongwith 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, printers for the Offer, 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;

e) To negotiate, finalise and settle and to execute alongwith with the Selling Shareholders, where applicable, and deliver or arrange the delivery of the draft red herring prospectus, the red herring prospectus, the prospectus, registrar agreement, offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow agreement and all other documents, deeds, agreements and instruments as may be required or desirable in relation to the Offer;

f) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other applicable laws;

g) To approve any corporate governance requirements, policies, code of conduct for the Board, officers and other employees of the Company that may be considered necessary by the Board or the IPO Committee or as may be required under the SEBI Listing Regulations or any other applicable laws;

h) To seek, if required, the consent of the lenders to the Company and Subsidiaries, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in relation to the Offer or any actions connected therewith;

i) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

j) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

k) To authorize and approve alongwith the Selling Shareholders, where applicable, the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

l) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorize one or more officers of the Company to sign all or any of the aforestated documents;

m) To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;

n) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules;

o) To take all actions as may be necessary and authorized in connection with the Offer for Sale and to approve and take on record the transfer of Equity Shares in the Offer for Sale;

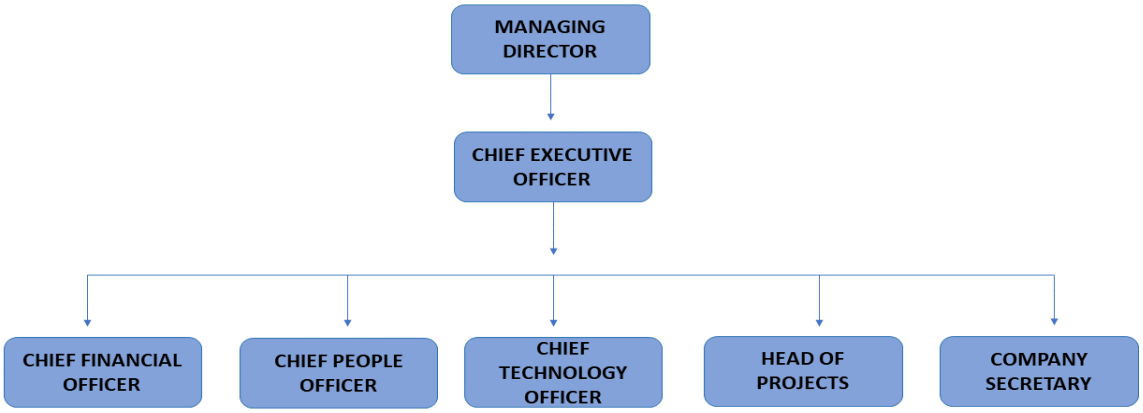
p) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the NSDL, the CDSL, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the aforestated documents;

q) To make applications for listing of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;

r) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment and matters incidental thereto as it may, in consultation with the Selling Shareholder, where applicable, deem fit and to delegate such of its powers as may be deemed necessary and permissible under applicable laws to the officials of the Company; and

s) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing. The IPO Committee has been authorized to approve and decide upon all activities in connection with the Offer, including, but not limited to, to approve the Draft Red Herring Prospectus, the Red Herring Prospectus, and the Prospectus, to decide the terms and conditions of the Offer, to appoint various intermediaries, negotiating and executing Offer related agreements and to submit applications and documents to relevant statutory and other authorities from time to time.

Management Organisation Chart



Key Management Personnel

The details of the Key Management Personnel are as follows:

Kayum Dhanani is the Managing Director of our Company. For further details, in relation to Kayum Dhanani, see "*Our Management – Brief Biographies of Directors*" on page 243.

Rahul Agrawal is the Chief Executive Officer and whole-time Director of our Company. For further details, in relation to Rahul Agrawal, see "*Our Management – Brief Biographies of Directors*" on page 243.

Amit V. Betala is the Chief Financial Officer of our Company. He holds a bachelor's degree in science from the University of Madras and a post graduate diploma in agribusiness management from the Indian Institute of

Management, Lucknow. He is also certified as a Financial Risk Manager by the Global Association of Risk Professionals (GARP). Prior to joining our Company, he has more than seven years of experience in various organisations including Clix Capital and Axis Bank. During Financial Year 2020, he was paid a gross compensation of ₹1.82 million.

Gulshan Chawla is the Chief People Officer of our Company. He holds a bachelor's degree in commerce from the Shri Ram College of Commerce, University of Delhi and a master's degree in business administration from MDI, Gurgaon where he specialized in HR. Prior to joining our Company, he worked for over 7 years in HR in HCL Technologies across India and USA. He also worked at Lava Mobiles as General Manager – Performance Management & Rewards and OYO Rooms, where he was Associate Vice President – Human Resources. During Financial Year 2020, he was paid a gross compensation of ₹2.72 million.

Ahmed Raza is the Chief Technology Officer of our Company. He holds a bachelor's degree in commerce from University of Mumbai. He also holds a certificate of proficiency in procourse, oracle 8/8i and visual basic 6.0 courses from Concourse Information Technology International Limited. Prior to joining our Company, he has worked with ShawMan Software Private Limited and with SHL as Head, Corporate Human Resources / Information Technology. Ahmed Raza joined our Company on April 1, 2012. During Financial Year 2020, he was paid a gross compensation of ₹5.46 million.

Mansoor Memon is the Head of Projects in our Company. He holds a bachelor's degree in mechanical engineering from MJCET Hyderabad Affiliated to Osmania University. Prior to joining our Company, worked with Chase Contracting LLC, Dubai, and comes with a rich experience in Operations and Project Management. Mansoor Memon began working with our Company in June 2007 as a consultant and joined our Company as a full time employee on March 1, 2019. During the Financial Year 2020, he was paid a gross compensation of ₹12.00 million.

Nagamani CY is the Company Secretary and Compliance Officer of our Company. She holds a bachelor's degree in commerce from the University of Mysore and a bachelor's degree in Law from Karnataka State Law University, Hubbali. She holds an MBA degree from Karnataka State Open University, Mysore. She has passed the final examination held by the Institute of Cost Accountants of India and she is an associate member of the Institute of Company Secretaries of India. Prior to joining our Company, she was associated with RSM Astute Consulting Plus Private Limited from July 19, 2010 to July 11, 2014. Nagamani CY joined our Company on July 21, 2014. During Financial Year 2020, she was paid a gross compensation of ₹1.42 million.

**The remuneration paid and attributable includes the (a) bonus; (b) gratuity; (c) provident fund contribution (d) provident fund contribution; and (e) medical insurance, and does not include ESOP benefits.*

Mansoor Memon is the nephew of our Directors, Kayum Dhanani and Raoof Dhanani. None of the other Key Management Personnel are related to each other.

All the Key Management Personnel are permanent employees of our Company.

Shareholding of Key Management Personnel

The details of Equity Shares held by our Key Management Personnel as of the date of this Red Herring Prospectus is as follows:

Name	Number of Equity Shares (on a fully diluted basis assuming exercise of all vested options)	Percentage Shareholding (%)
Kayum Dhanani	522,846	1.54
Rahul Agrawal	100,000	0.29
Nagamani CY	1,942*	0.01
Ahmed Raza	15,360**	0.05
Gulshan Kumar Chawla	52,000	0.15
Amit V. Betala	11,134	0.03

**Under ESOP 2015, Nagamani CY has 1,942 vested options which have not been exercised.*
*** Under ESOP 2015, Ahmed Raza has 15,360 vested options which have not been exercised.*

Bonus or profit-sharing plan of the Key Management Personnel

None of the Key Management Personnel is party to any bonus or profit-sharing plan of our Company other than the performance linked incentives given to each Key Management Personnel.

Interests of Key Management Personnel

Except as disclosed above in relation to the shareholding of our Managing Director, Rahul Agrawal, Amit V. Betala and Gulshan Chawla and in "*Capital Structure – Employee stock option scheme*" on page 118, the Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. For details of interest of our Managing Director, see "*Our Management – Interest of Directors*" on page 247.

Other than the remuneration as disclosed above, none of the Key Management Personnel was paid any compensation (including contingent or deferred compensation accrued but payable at a later date), benefits in kind or consideration of any nature on an individual basis during the Financial Year 2020, by our Company for services in all capacities to our Company.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Management Personnel was appointed.

Changes in the Key Management Personnel

The changes in the Key Management Personnel in the last three years are as follows:

Name	Designation	Date of change	Reason for change
Amit V. Betala	Chief Financial Officer	January 14, 2020	Appointment
Rahul Agrawal	Chief Executive Officer	January 14, 2020	Appointment
Rahul Agrawal	President and Chief Financial Officer	January 13, 2020	Resignation
Gulshan Chawla	Chief People Officer	December 3, 2019	Appointment
Sameer Bhasin	Chief Executive Officer	May 22, 2018	Resignation
Rahul Agrawal	President and Chief Financial Officer	May 21, 2018	Appointment
Mohankumar Ramamurthy	Chief Financial Officer	May 1, 2018	Resignation

Senior Management of Red Apple

Jean Michel Jasserand is an erstwhile promoter and chief executive officer of Red Apple. He has been a director of Red Apple from May 2008 onwards.

Goudhaman Balasubramanian is an erstwhile promoter and whole-time director of Red Apple. He has been a director of Red Apple from May 2005 onwards. He holds a diploma in Hotel Management & Catering Technology from Food Craft Institute (State Institute of Hotel Management and Catering Technology), Tiruchirapalli. Prior to joining Red Apple, he has worked at Leela Palace, Bengaluru and Madinat Jumeirah, Dubai.

Amit V. Betala, the Chief Financial Officer of the Company, has been appointed as the chief financial officer of Red Apple in November 2020. For further details, in relation to Amit V. Betala, see "*Our Management – Key Management Personnel*" on page 255.

Payment or Benefit to officers of our Company

Except as disclosed in this Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as an officer of our Company.

Employee Stock Option Plans

For details on the ESOP 2015, see "*Capital Structure*" on page 103.

OUR PROMOTERS AND PROMOTER GROUP

Sayaji Hotels Limited, Sayaji Housekeeping Services Limited, Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani are the Promoters of our Company.

Sayaji Hotels Limited

Corporate Information

SHL was incorporated as Monali Land and Housing Company Private Limited on April 5, 1982 at Ahmedabad as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Gujarat. Subsequently SHL was converted to a public limited company and its name was changed to Monali Land and Housing Company Limited, pursuant to a fresh certificate of incorporation consequent upon change of name dated May 1, 1987. Thereafter, the name was changed to Sayaji Hotels Limited pursuant to a fresh certificate of incorporation consequent upon change of name dated July 10, 1987. The registered office of SHL is F1 C2 Sivavel Apartment, 2 Alagappa Nagar, Zamin Pallavaram, Chennai, Tamil Nadu, 600 117 India.

SHL is engaged in the business of constructing and operating, *inter alia*, motels, hotels, bars, restaurants and clubs, providing lodging and boarding, eating houses, swimming pools and other facilities to the public, including tourists, visitors and delegates coming to India from foreign countries, and encouraging, carrying on and facilitating tourist trade in India, and there has been no change in the business of SHL since its incorporation.

SHL's equity shares have been listed on the BSE since October 1992.

Promoters of SHL

SHL is promoted by Kayum Dhanani, Raoof Dhanani, (late) Sajid Dhanani, Ahilya Hotels Limited, Suchitra Dhanani, Anisha Dhanani, Bipasha Dhanani, Shamim Sheikh, Mansoor Memon, Rafiqa Maqsood Merchant, Azhar Yusuf Dhanani, Saba Dhanani, Sadiya Dhanani, Sumera Dhanani, Akanksha Sara Dhanani, Zuber Dhanani and Sanya Dhanani. Ahilya Hotels Limited is promoted by Suchitra Dhanani, who holds 70.62% of the share capital of Ahilya Hotels Limited.

There has not been a change in control of SHL in the last three years from the date of this Red Herring Prospectus.

Board of directors of SHL

The board of directors of SHL as on the date of this Red Herring Prospectus are as set out below:

Sl. No.	Name	Designation
1.	T Narayanan Unni	Chairman, independent director
2.	Raoof Dhanani	Managing director
3.	Suchitra Dhanani	Whole time director
4.	Saquib Salim Abgoatwala	Independent director
5.	Isha Garg	Independent director
6.	Abhay Chaudhari	Additional Director

Shareholding pattern of SHL

The shareholding pattern of SHL as on December 31, 2020 is as follows:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								No of Voting Rights						No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class: Equity	Class: N/A	Total	Total as a % of (A+B+C)							
(A)	Promoter & Promoter Group	14	13122142	-	-	13122142	74.91	13122142	-	13122142	63.47	-	-	-	5913000	45.06	11834142
(B)	Public	3774	4395858	-	-	4395858	25.09	7551965	-	7551965	36.53	-	-	-		-	4184770
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
	Total	3788	17518000	-	-	17518000	100.00	20674107		20674107	100.00	-	-		5913000	33.75	16018912

Sayaji Housekeeping Services Limited

Corporate Information

SHKSL was incorporated as Sayaji Housekeeping Services Limited on March 16, 2016 at Bengaluru as a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the RoC. The registered office of SHKSL is F1 C2 Sivavel Apartment, 2 Alagappa Nagar, Zamin Pallavaram, Chennai, Tamil Nadu, 600 117 India.

SHKSL is engaged in the business of providing services and expertise for various cleaning and housekeeping requirements as per the needs of facilities, organisations and/or business houses in India or elsewhere, and carries on the business of providing, *inter alia*, manpower, machines and material connected with housekeeping and cleaning requirements. There has been no change in the business of SHKSL since its incorporation.

There has been no change in the control of SHKSL in the last three years from the date of this Red Herring Prospectus.

Promoters of SHKSL

SHKSL is promoted by SHL and the promoters of SHL. For details in relation to the board of directors of SHL, please see "*Our Promoters and Promoter Group – Board of Directors of SHL*" on page 259.

SHKSL acquired control of our Company in the last five years. Pursuant to share transfers dated March 28, 2016 and March 30, 2016, SHKSL acquired 6,310,558 Equity Shares of our Company. The acquisition was in compliance with the SEBI ICDR Regulations and SEBI Listing Regulations. For details of its current shareholding in the Company, see "*Capital Structure – History of the Equity Share Capital held by our Promoters*" on page 107.

Board of directors of SHKSL

The board of directors of SHKSL as on the date of this Red Herring Prospectus are as set out below:

Sl. No.	Name	Designation
1.	Raoof Dhanani	Director
2.	Suchitra Dhanani	Director
3.	Kayum Dhanani	Director

Shareholding pattern of SHKSL

The shareholding pattern of SHKSL as on the date of this Red Herring Prospectus is as follows:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								No of Voting Rights						No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class: Equity	Class: N/A	Total	Total as a % of (A+B+C)							
(A)	Promoter & Promoter Group	1*	6,365,000	0	0	6,365,000	100.00	6,365,000	0	6,365,000	100.00	-	0	0		0		0
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total	1	6,365,000	0	0	6,365,000	100.00	6,365,000	0	**6,365,000**	100.00	0	0	0		0		0

**1 equity share each is held by Raoof Dhanani, Saba Jameel Sayed, Sumera Rizwan Shaikh, Sadiya Dhanani, Anisha Dhanani and Kayum Dhanani on a beneficial basis on behalf of SHL*

*** 10,000 redeemable preference shares are held by SHL*

Kayum Dhanani

Kayum Dhanani, aged 48 years (date of birth: May 7, 1972), is a resident Indian national. He is a resident of Van Goghs Garden Unit No 0502, Kasturba Road Cross, Bengaluru, Karnataka, India. For further details of his educational qualifications, experience, positions and posts held in the past, other directorships and special achievements, see *"Our Management"* on page 241.

Other than, Brown House Baking Private Limited, Catwalk Worldwide Private Limited, Callidus Shoe Makers Private Limited, Liberty Restaurent Private Limited, Red Apple Kitchen Consultancy Private Limited, Ruosh Retail Private Limited, Sara Suole Private Limited, Samar Retail Private Limited, Samar Lifestyle Private Limited, Sayaji Hotels (Pune) Limited, SHKSL, and SHML and Iconium Leatherworks Private Limited he is not involved in any other ventures.

His permanent account number is ABWPD8293M. His aadhar card number is 744199336661. His driving license number is KA05 20090008336.

Raoof Dhanani

Raoof Dhanani, aged 57 years (date of birth: December 13, 1963), is a resident Indian national. He is a resident of Kalpataru Heights, Flat No. 281, 28th Floor, Dr. Anandrao Nair Road, Agripada, Mumbai 400 011, Maharashtra, India. For further details of his educational qualifications, experience, positions and posts held in the past, other directorships and special achievements, see *"Our Management"* on page 241.

Other than, Alisha Agrophos Private Limited, Aries Hotels Private Limited, Catwalk Worldwide Private Limited, Kshipra Restaurants Private Limited, Malwa Hospitality Private Limited, Prinite Hospitality Private Limited, Saba Reality Private Limited, SHKSL, SHL, SHML, Sayaji Hotels (Pune) Limited, Sayaji Hotels (Vadodara) Limited, Super Civiltech Private Limited and Red Apple Kitchen Consultancy Private Limited, he is not involved in any other ventures.

His permanent account number is ACTPD1157A. His aadhar card number is 8867 9163 3446. His driving license number is GJ0619820082885.

Suchitra Dhanani

Suchitra Dhanani aged 56 years (date of birth: July 13, 1964), is a resident Indian national. She is a resident of Saaz, BF 8 & 9, Scheme No. 74-C, Vijay Nagar, Indore 452 010, Madhya Pradesh, India. For further details of her educational qualifications, experience, positions and posts held in the past, other directorships and special achievements, see *"Our Management"* on page 241.

Other than, Ahilya Hotels Limited, Aries Hotels Private Limited, Alter Vegan Foods Private Limited, Malwa Hospitality Private Limited, Rama Buildcare Private Limited, SHKSL, SHL, SHML, Sayaji Hotels (Pune) Limited and Sayaji Hotels (Vadodara) Limited, she is not involved in any other ventures.

Her permanent account number is ACTPD1159Q. Her aadhar card number is 7643 2201 2297. She does not have a driving license.

Our Company confirms that the permanent account numbers, bank account numbers, the company registration numbers and addresses of the registrar of companies where our corporate Promoters, SHL and SHKSL are registered, have been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Our Company confirms that the permanent account numbers, bank account numbers and passport numbers of our individual Promoters, Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani have been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Interests of Promoters in promotion of our Company

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of their shareholding and the shareholding of their relatives in our Company and the dividend payable, if any and other distributions in respect of the Equity Shares held by them or their relatives; (iii) of being Directors of our Company and the sitting fees payable to them for attending meetings of our Board or committees thereof payable under our Articles of Association; (iv) of being subscribers to the Memorandum of Association; (v) that our Company or Subsidiaries have undertaken transactions or business arrangements with our Promoters, or their relatives or entities in which our Promoters hold shares or entities in which our Promoters are members of the board of directors or firms in which relatives of our Promoters hold interest; or (vi) that their relatives are employees of our Company and are paid remuneration by our Company. For details regarding the shareholding of our Promoters in our Company, see "*Capital Structure*", "*Our Management*" and "*Restated Consolidated Financial Information – Note 43 (Restated Consolidated Statement of Transactions and Balances with Related Parties)*" on pages 103, 241 and 348 respectively.

Interests of Promoters in property of our Company

For further details, see "*Special Purpose Restated Standalone Financial Information – Note 42 (Transactions with Related Parties and Balances)*" on page 423.

Agreement to Take Over Business dated November 19, 2018 executed among our Company and A.R. Hospitality, a partnership firm.

Our Company purchased the barbeque division of restaurants from A.R. Hospitality, as a going concern on a slump sale basis. Our Promoter Director, Raoof Dhanani, was interested in this transaction. For details of the agreement, see "*History and Certain Corporate Matters*" on page 224.

Except as stated above, our Promoters have no interest in any property acquired by our Company during the three years immediately preceding the date of this Red Herring Prospectus, or proposed to be acquired, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery. For details of interest of members of our Promoter Group, see "*Our Promoters and Promoter Group – Payment or benefits to our Promoters or our Promoter Group*" on page 265.

Business Interests

Except as disclosed below, our Promoters are not interested in our Company, our Subsidiaries and our Group Entities with which our Company transacts during the course of its operations. For details, see "*History and Certain Corporate Matters*", "*Our Group Entities*" and "*Our Management*" on pages 224, 268 and 241 respectively.

Kayum Dhanani is a director and / or shareholder of our Group Entities. Further our Promoter, Raoof Dhanani is a shareholder of our Group Entity, Sara Suole Private Limited. For details see "*Our Group Entities*" on page 268.

Our Promoters are not interested in our Subsidiaries, which are involved in activities similar to those conducted by our Company. There are common pursuits between our Company and our Subsidiaries.

We shall adopt necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise. For further details, see "*History and Certain Corporate Matters*", "*Our Group Entities*", "*Restated Consolidated Financial Information – Note 33 (Business combination)* and "*Restated Consolidated Financial*

Information – Note 43 (Restated Consolidated Statement of Transactions with Related Parties and Balances)" on pages 224, 268, 334 and 348, respectively.

Except the details of other ventures of our Promoters set out above, none of our Promoters is interested in the Company as a member of a firm or company. Further, no sum has been paid or agreed to be paid to any of our Promoters or to any such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise, for services rendered by such Promoter(s) or by such firm or company in connection with the promotion or formation of our Company.

Payment or benefits to our Promoters or our Promoter Group

Sanya Dhanani, daughter of one of our Promoters and Directors, Suchitra Dhanani was appointed as a Business Manager – Operational and Sales at Level 5 (T), on and with effect on October 1, 2017 with an annual fixed remuneration of ₹0.52 million and variable remuneration of ₹0.48 million (depending on performance). She was promoted on April 1, 2019 to the position of Business Manager – Level 5T. She was promoted from the position of Manager to Cluster Manager at Level 6 (T) on January 14, 2020 with annual remuneration of ₹1.30 million. Sanya Dhanani was subsequently promoted from the position of Cluster Manager to Senior Marketing Manager at Level 6 on October 1, 2020 with annual remuneration of ₹3.00 million.

Sujata Yadav, sister-in-law of one of our Promoters and Directors, Kayum Dhanani, was paid a consulting retainer fee for business development by the Company of ₹1.80 million and ₹0.24 million in Fiscal 2018 and 2019 respectively.

Our Company had executed a lease agreement dated March 25, 2010 with Y Supriya to lease certain premises situated at Banjara Hills, Hyderabad for operating a restaurant. Gulshanbanu Memon, a member of our promoter group, purchased the premises from Y Supriya pursuant to sale deed dated July 5, 2017. On account of this sale deed, the lease agreement executed between Y Supriya and our Company was attorned in favour of Gulshanbanu Memon pursuant to an attorment agreement dated July 10, 2017. Under the terms of the lease agreement, our Company has paid an interest free refundable security deposit of ₹1.94 million and pays a monthly rent of ₹0.36 million. The agreement is valid for a period an additional nine years from March 25, 2019 pursuant to an amendment to the lease agreement dated March 14, 2019.

A.R. Hospitality (Partnership Firm) received an aggregate of ₹0.50 million per month as rent from our Company for the lease of the assets of its restaurants situated at Mulund and Ghodbunder from December 1, 2015 for a period of three years.

Except as set out above, and except as stated in "*Restated Consolidated Financial Information – Note 43 (Restated Consolidated Statement of Transactions and Balances with Related Parties)*", "*Our Management*" and "*Our Group Entities*" on pages 348, 241 and 268 respectively, there has been no payment or benefits to our Promoters or Promoter Group during the two years preceding the filing of this Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group.

Material Guarantees

Our Promoters have not provided any material guarantees to any third party in respect of the obligations of the Company or its Subsidiaries as on the date of this Red Herring Prospectus.

Companies with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any company in the last three years preceding the date of this Red Herring Prospectus, other than Maan Tubes Limited as a result of divestment by one of our Promoters, Raoof Dhanani and certain members of the Promoter Group, of all of their shares in this company pursuant to transfers that commenced on 20 February 2020.

Our Promoter Group

A. Natural persons who are part of the Promoter Group

(i) Akanksha Sara Dhanani;
(ii) Akshay Udar;
(iii) Anisha Raoof Dhanani;
(iv) Arshad Memon;
(v) Azhar Dhanani;
(vi) Sunaina Yadav;
(vii) Gulshanbanu Memon;
(viii) Habibunisha Dhanani;
(ix) Kayyum Memon;
(x) Mehr Dhanani;
(xi) Nasim Desai;
(xii) Rabiabai Razak Dhanani;
(xiii) Rafiqunnisa Merchant;
(xiv) Rehman Memon;
(xv) Rohiniben Udar;
(xvi) Saba Jameel Sayed;
(xvii) Sadiya Dhanani;
(xviii) Samar Dhanani;
(xix) Sanya Dhanani;
(xx) Savita Devi Yadav;
(xxi) Shabana Darvesh;
(xxii) Shamim Sheikh;
(xxiii) Sujata Yadav;
(xxiv) Suman Agarwal;
(xxv) Sumera Rizwan Shaikh;
(xxvi) Sona Dhanani;
(xxvii) Yusuf Dhanani;
(xxviii) Zarinaben Memon;
(xxix) Zainab Darvesh;
(xxx) Zoya Dhanani; and
(xxxi) Zuber Dhanani.

B. Entities forming part of the Promoter Group

(i) A. R. Hospitality Limited;
(ii) A.R. Hospitality (Partnership Firm);
(iii) Ahilya Hotels Limited;
(iv) Alisha Agrophos Private Limited;
(v) Alter Vegan Foods Private Limited;
(vi) Aries Hotels Private Limited;
(vii) Bharat Equity Services Limited;
(viii) Blue Deebaj FZCO;
(ix) Blue Phosphate Limited;
(x) Brown House Baking Private Limited;
(xi) Callidus Shoe Makers Private Limited;
(xii) Catwalk Worldwide Private Limited;
(xiii) Concorde Enterprise;
(xiv) Fat Bean Hospitality Private Limited;
(xv) Haji Dawood Abdul Shakoor Trust;
(xvi) Iconium Leather Works Private Limited;
(xvii) Kruger Chemicals Limited;
(xviii) Kshipra Restaurants Private Limited;
(xix) Liberty Construction & Leasing Limited;
(xx) Liberty Fertilizers Limited;
(xxi) Liberty Restaurent Private Limited;

(xxii) Malwa Hospitality Private Limited;
(xxiii) Prinite Hospitality Private Limited;
(xxiv) Rampion Nirman Private Limited;
(xxv) Ruosh Retail Private Limited;
(xxvi) Saba Reality Private Limited;
(xxvii) Samar Lifestyle Private Limited;
(xxviii) Samar Retail Private Limited;
(xxix) Sana Reality Private Limited;
(xxx) Sara Suole Private Limited;
(xxxi) Sayaji Airways Limited;
(xxxii) Sayaji Hotels and Restaurants LLP;
(xxxiii) Sayaji Hotels Management Limited;
(xxxiv) Sayaji Hotels Pune Limited;
(xxxv) Sayaji Hotels Vadodara Limited;
(xxxvi) Super Civiltech Private Limited;
(xxxvii) Vicon Imperial (I) Private Limited;
(xxxviii) Welterman International Limited; and
(xxxix) Winner Hotels Private Limited.

OUR GROUP ENTITIES

Under the SEBI ICDR Regulations 2018, the definition of 'group companies' includes such companies (other than the promoters and subsidiaries) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and such other companies as are considered material by the Board. Pursuant to a Board resolution dated January 25, 2021, our Board formulated a policy with respect to companies which it considered material to be identified as group companies. Our Board has approved that: i) all companies with which the Company has entered into related party transactions (in accordance with Indian Accounting Standard (Ind AS) 24 issued by the Institute of Chartered Accountants of India) on the basis of the Restated Consolidated Financial Information to be included in the Offer Documents (with the exception of current promoters and subsidiaries of the Company); or (ii) all such companies with whom the Company has had transactions which would require disclosure in the Restated Consolidated Financial Information of the Company subsequent to the latest period for which restated consolidated financial information is included in the Offer Documents, as entities covered under Ind AS 24 (other than those companies already covered under Ind AS 24) are identified as Group Entities. Accordingly, Sara Suole Private Limited, Samar Retail Private Limited, Samar Lifestyle Private Limited, Sana Reality Private Limited and Liberty Restaurent Private Limited have been identified as our Group Entities, and other than these entities, there are no companies which are considered material by the Board to be identified as group companies.

Unless otherwise specified, all information in this section is as of the date of this Red Herring Prospectus.

Details of our Group Entities

Sara Suole Private Limited ("SSPL")

SSPL was incorporated on April 26, 2001 under the Companies Act, 1956 as a private limited company. SSPL is engaged, *inter alia*, in the business of manufacturing, processing, importing, exporting, distribution or acting as dealers or otherwise of leather, limitation leather, leather cloths and commodities of every kind and description made, manufactured or processed from such leather.

None of the securities of SSPL is listed on any stock exchange and SSPL has not made any public or rights issue of securities in the preceding three years.

Interest of our Promoters

Our Promoters, Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani, hold 6,662,856, 1,564,004 and 346,372 equity shares of face value of ₹10 each constituting 56.69%, 13.31% and 2.95%, respectively, of the issued and paid up share capital of SSPL.

Financial Information (on a standalone basis)

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2018	2019	2020
Equity capital	113.27	115.93	117.53
Reserves (excluding revaluation reserves)	1411.55	1650.55	1041.16
Net Revenue from Operations	5301.57	5578.54	4361.63
Profit/(Loss) after tax	124.70	74.41	(536.56)
Basic EPS (in ₹)	12.93	6.51	(45.75)
Diluted EPS (in ₹)	12.93	6.51	(45.75)
Net asset value	1524.82	1826.27	1158.68
Net asset value per share (in ₹)	134.62	157.53	98.59

Financial Information (on a consolidated basis)

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2017	2018	2019
Equity capital	56.63	113.27	115.93
Reserves (excluding revaluation reserves)	1520.43	1355.14	1597.44
Net Revenue from Operations	5207.37	5274.16	6280.33
Profit/(Loss) after tax after minority interest	198.17	104.75	77.70
Basic EPS (in ₹)	33.88	10.25	6.79
Diluted EPS (in ₹)	33.88	10.25	6.79
Net asset value	1577.06	1468.41	1713.37
Net asset value per share (in ₹)	278.46	129.64	147.79

Note: Fiscal 2020 financial statements are under audit as on the date of filing of this Red Herring Prospectus

Significant notes of auditors of SSPL for the last three Financial Years

Fiscal Year 2018 and Fiscal Year 2019

Except for the observation made by the auditors in the auditors' reports for the Financial Years ended March 31, 2019 and March 31, 2018 in relation to a pending income tax dispute for an amount of ₹75.82 million, there are no significant notes of the auditors for the last three Financial Years.

For Fiscal year 2020

Emphasis of matter:

(i). SSPL has sought confirmation of balances from sundry debtors and sundry creditors for the year ended March 31, 2020. However, confirmation of balances has not been obtained from some of its debtors and creditors. Pending receipt of such confirmations, the accounts are reviewed and finalized based on the available documents. Thus, any discrepancy therein is not ascertainable, and its impact is not quantifiable.

(ii). Due to the nationwide lockdown imposed on March 24, 2020 by Government of India, physical verification of inventory could not be carried out on March 31, 2020. The inventory as on March 31, 2020 is certified by the management of SSPL and any discrepancy therein is not ascertainable, and its impact is not quantifiable. Further, the company has carried out physical verification of inventory as on September 30, 2020 and no major discrepancy was identified.

The Auditors opinion is not modified in respect of the above matter

1) In relation to a pending income tax dispute for an amount of ₹136.28 million, there are no significant notes of the auditors.

2) The company has defaulted in repayment of loans or borrowings of ₹21.73 million.

Samar Retail Private Limited ("SRPL")

SRPL was incorporated on February 2, 2017 under the Companies Act, 2013 as a private limited company. SRPL is engaged, *inter alia*, in the business of dealing with organic and inorganic food products and consumable food items and collecting, storing and preserving milk and establishing and running dairy farms.

None of the securities of SRPL is listed on any stock exchange and SRPL has not made any public or rights issue of securities in the preceding three years.

Interest of our Promoters

Our Promoter, Kayum Dhanani, holds 30,000,843 equity shares of face value of ₹10 each constituting 75% of the issued and paid up share capital of SRPL.

Financial Information (on a consolidated basis)

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2018	2019	2020
Equity capital	40.00	40.00	40.00
Reserves (excluding revaluation reserves)	-3.33	-117.08	-179.12
Revenue from operations	19.26	777.16	367.09
Profit/(Loss) after tax and minority interest	-3.32	-113.74	-62.04
Basic EPS (in ₹)	-0.99	-2.94	-1.55
Diluted EPS (in ₹)	-0.99	-2.94	-1.55
Net asset value	36.67	-77.08	-139.12
Net asset value per share (in ₹)	0.92	-1.93	-3.48

Significant notes of auditors of SRPL for the last three Financial Years

There are no significant notes of the auditors for the last three Financial Years.

Samar Lifestyle Private Limited ("SLPL")

SLPL was incorporated on April 13, 2016 under the Companies Act, 2013 as a private limited company. SLPL is engaged in the business of trading shoes and accessories.

None of the securities of SLPL is listed on any stock exchange and SLPL has not made any public or rights issue of securities in the preceding three years.

Interest of our Promoters

Our Promoter, Kayum Dhanani, holds 1,245,005 equity shares of face value of ₹10 each constituting 99.98% of the issued and paid up share capital of SLPL.

Financial Information (on a standalone basis)

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2018	2019	2020
Equity capital	12.45	12.45	12.45
Reserves (excluding revaluation reserves)	-44.22	-131.64	-351.18
Revenue from operations	26.18	299.22	263.73
Profit/(Loss) after tax	-42.55	-87.41	-219.55
Basic EPS (in ₹)	-35.91	-70.20	-176.31
Diluted EPS (in ₹)	-35.91	-70.20	-176.31
Net asset value	-31.77	-119.18	-338.73

Particulars	For the Financial Year		
	2018	2019	2020
Net asset value per share (in ₹)	-25.51	-95.71	-272.02

Significant notes of auditors of SLPL for the last three Financial Years

For Fiscal year 2020

Emphasis of matter:

(i). The company has sought confirmation of balances from Sundry Debtors and Sundry Creditors for the year ended March 31, 2020. However, confirmation of balances has not been obtained from some of its Debtors and Creditors. Pending receipt of the same, accounts are reviewed and finalized based on the available documents. Thus, any discrepancy therein is not ascertainable and its impact is not quantifiable.

(ii). Due to the nationwide lockdown imposed on March 24, 2020 by Government of India, physical verification of inventory could not be carried out on March 31, 2020. The inventory as on March 31, 2020 is certified by the management of SLPL and any discrepancy therein is not ascertainable and its impact is not quantifiable. Further, the company has carried out physical verification of inventory as on September 30, 2020 and no major discrepancy was identified.

The Auditors opinion is not modified in respect of the above matter.

Sana Reality Private Limited ("Sana Reality")

Sana Reality was incorporated on November 25, 2009 under the Companies Act, 1965 as a private limited company. Sana Reality is engaged in the business of renting immovable property.

None of the securities of Sana Reality is listed on any stock exchange and Sana Reality has not made any public or rights issue of securities in the preceding three years.

Interest of our Promoters

Our Promoters do not hold any shares in Sana Reality, save and except as follows:

Relatives of one of the Promoter of the Company i.e., relatives of Mr. Raoof Dhanani hold shares in Sana Reality and the shareholding pattern of Sana Reality is as follows:

Sl. No.	Name of Shareholders	No. of share hold of Rs. 10 each	% of holding
1	Sumera Dhanani	20,00,000	40.00%
2	Nasreen Dhanani	12,50,000	25.00%
3	Abdul Gani Sarfaraz Yusuf Dhanani	12,47,500	24.95%
4	Anisha Dhanani	4,97,500	9.95%
5	Others	5,000	0.10%
	Total	**50,00,000**	**100.00%**

Financial Information (on a standalone basis)

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2018	2019	2020
Equity capital	50.00	50.00	50.00
Reserves (excluding revaluation reserves)	26.50	33.56	43.57
Revenue from operations	8.73	8.73	10.04
Profit/(Loss) after tax	7.92	7.05	10.01
Basic EPS (in ₹)	1.58	1.41	2.00
Diluted EPS (in ₹)	NA	NA	NA
Net asset value	76.50	83.56	93.57
Net asset value per share (in ₹)	15.30	16.71	18.71

Significant notes of auditors of Sana Reality for the last three Financial Years

There are no significant notes of the auditors for the last three Financial Years.

Liberty Restaurent Private Limited ("LRPL")

LRPL was incorporated on December 17, 2009 under the Companies Act, 1956 as a private limited company. LRPL is engaged, *inter alia*, in the business of acquiring, promoting, leasing, operating, constructing and developing hotels, heritage hotels, holiday resorts, motels, inns, restaurants, cafes, tea and coffee houses and bars.

None of the securities of LRPL is listed on any stock exchange and LRPL has not made any public or rights issue of securities in the preceding three years.

Interest of our Promoters

Our Promoter, Kayum Dhanani, holds 666,666 equity shares of face value of ₹10 each constituting 14.89% of the issued and paid-up share capital of LRPL.

Financial Information (on a standalone basis)

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2017	2018	2019
Equity capital	44.77	44.77	44.77
Reserves (excluding revaluation reserves)	37.21	37.45	27.52
Net Revenue from Operations	10.86	11.61	1.08
Profit/(Loss) after tax after minority interest	(0.15)	0.23	(9.93)
Basic EPS (in ₹)	-0.03	0.05	(2.22)
Diluted EPS (in ₹)	N.A	N.A	N.A
Net asset value	81.98	82.22	72.29
Net asset value per share (in ₹)	18.31	18.37	16.15

Note: Fiscal 2020 financials statements are under audit as on the date of filing of this Red Herring Prospectus

Significant notes of auditors of LRPL for the last three Financial Years

There are no significant notes of the auditors for the last three Financial Years.

Nature and Extent of Interest of our Group Entities

(a) ***In the promotion of our Company***

Our Group Entities do not have any interest in the promotion or other interests in our Company.

Except as in "*Restated Consolidated Financial Information - Note 43 (Restated Consolidated Statement of Transactions and Balances with Related Parties)*" on page 348, our Group Entities do not have any business interest in our Company.

(b) ***In the properties acquired by our Company in the past three years before filing the Red Herring Prospectus with SEBI or proposed to be acquired***

1) A lease agreement dated May 19, 2017 amended pursuant to an amendment agreement dated October 10, 2017, and a lease agreement dated October 1, 2017 were executed between SSPL and the Company, pursuant to which the Company had acquired leasehold rights in the premises of the Registered and Corporate Office from SSPL. The lease deed dated May 19, 2017 was terminated by the Company and the lease deed dated October 1, 2017 has expired. The Company also entered into a common area maintenance agreement dated May 24, 2017 with SSPL for the lease and maintenance of the premises of the Registered and Corporate Office.

2) A sub-lease agreement dated November 2, 2019 between SSPL and our Company pursuant to which our Company had acquired leasehold rights in the premises of our Registered and Corporate Office located at Sy. No. 62, Site No. 13, 6th Cross, N.S. Palya, B.T.M. Layout, Bengaluru 560 076. This sub-lease agreement was effective for a period of 60 months from November 1, 2019 until October 31, 2024. This sub-lease agreement has become ineffective since the termination of the principal lease agreement entered into between SSPL and LRPL.

3) The Company has entered into a lease agreement dated August 31, 2020 with LRPL pursuant to which the Company has acquired leasehold rights in the premises of the Registered and Corporate Office of the Company located at Sy. No. 62, Site No. 13, 6th Cross, N.S. Palya, B.T.M. Layout, Bengaluru 560 076. This lease agreement is effective for a period of 51 months from August 1, 2020 until October 31, 2024. In addition, Red Apple, a subsidiary of the Company, has also entered into a lease agreement dated October 23, 2020 with LRPL pursuant to which Red Apple has acquired leasehold rights in the premises of the Registered and Corporate Office of the Company. This lease agreement is effective for a period of 51 months from August 1, 2020.

4) A sub-lease agreement dated May 24, 2019 between Samar Retail Private Limited (SRPL) and the Company pursuant to which SRPL has sub-leased commercial office space on the first floor of the former registered and corporate office located at Prestige Zeenath, Municipal No. 8, Residency Road, Richmond Town, Bangalore 560025 to the Company. This sub-lease agreement is effective for a period of three years from February 1, 2019 until January 31, 2022 and was terminated on October 2019.

5) Our Company had acquired leasehold rights in respect of the property located at Unit no.1, 1st Floor, Beverly Park, Plot No. 20, Sector 6, Nerul, Navi Mumbai from Sana Reality for the purpose of our business and paid a refundable security deposit of ₹3.00 million to Sana Reality. Further in Fiscals 2020, 2019 and 2018, we have paid ₹10.04 million (gross rent: ₹11.84 million), ₹8.72 million (gross rent: ₹10.30 million) and ₹8.72 million (gross rent: ₹10.21 million), respectively, as rent to Sana Reality.

(c) ***In transactions for acquisition of land, construction of building and supply of machinery, etc.***

Except as disclosed below, our Group Entities are not interested in any transactions for the acquisition of land, construction of building or supply of machinery, etc.

1) Our Company had acquired leasehold rights in respect of the property located at Unit no.1, 1st Floor, Beverly Park, Plot No. 20, Sector 6, Nerul, Navi Mumbai from Sana Reality for the purpose of our business and paid a refundable security deposit of ₹3.00 million to Sana Reality. Further in Fiscals 2020, 2019 and 2018, we have paid ₹10.04 million (gross rent: ₹11.84 million), ₹8.72 million (gross rent: ₹10.30 million) and ₹8.72 million (gross rent: ₹10.21 million), respectively, as rent to Sana Reality.

2) The Company has entered into a lease agreement dated August 31, 2020 with LRPL pursuant to which the Company has acquired leasehold rights in the premises of the Registered and Corporate Office of the Company located at Sy. No. 62, Site No. 13, 6th Cross, N.S. Palya, B.T.M. Layout, Bengaluru 560 076. This lease agreement is effective for a period of 51 months from August 1, 2020 until October 31, 2024. In addition, Red Apple, a subsidiary of the Company, has also entered into a lease agreement dated October 23, 2020 with LRPL pursuant to which Red Apple has acquired leasehold rights in the premises of the Registered and Corporate Office of the Company. This lease agreement is effective for a period of 51 months from August 1, 2020.

Common Pursuits amongst the Group Entities and our Company

Our Promoter, SHL, is engaged in the business of constructing and operating hotels, bars, restaurants and clubs. For further details, please see section "*Risk Factors – Some of our Promoters and Directors operate or control entities engaged in a similar line of business as our Company, which may lead to competition with these entities and could potentially result in a loss of business opportunity for our Company*." on page 44.

Related Business Transactions within the Group Entities and significance on the financial performance of our Company

There are no other related business transactions between the Group Entities and our Company except as disclosed in "*Financial Statements – Note 43 (Restated Consolidated Statement of Transactions with Related Parties and Balances)*" on page 348.

Business Interest of our Group Entities

Except as disclosed below, our Group Entities do not have any business interest in our Company:

LRPL has received rent of ₹3.48 million from our Company and ₹0.21 million from Red Apple.

Defunct Group Entities

Our Group Entities are not and have never been defunct and no application has been made to the concerned RoC for striking off the name of any of our Group Entities during the five years preceding the date of filing of this Red Herring Prospectus with SEBI.

Information Regarding Significant Adverse Factors Related to the Group Entities

Except as stated below, our Group Entities do not fall under the definition of sick companies under SICA and are neither under winding up / insolvency proceedings under the Insolvency and Bankruptcy Code, 2016:

Certain applications for initiating the corporate insolvency resolution process have been filed by operational creditors of two of our Group Entities, SSPL and SLPL. These applications have not been admitted by the National Company Law Tribunal and accordingly the 'insolvency commencement date' (as defined in the Insolvency and Bankruptcy Code, 2016) has not occurred in respect of such applications. Applications for initiating the corporate insolvency resolution process have been filed by operational creditors of a member of our Promoter Group that is not a Group Entity. Some of these applications have been admitted and accordingly the 'insolvency commencement date' (as defined in the Insolvency and Bankruptcy Code, 2016), in respect of this member of our Promoter Group has occurred.

Loss making Group Entities

The following table sets forth the details of our Group Entities which have incurred losses in the last Fiscal and profit/loss made by them in the last three Fiscals:

(in ₹ million)

Name of the Group Entity	Fiscal 2020	Fiscal 2019	Fiscal 2018
SLPL	(219.55)	(87.41)	(42.55)
SRPL	(62.04)	(113.74)	(3.32)
SSPL (Standalone)	(536.56)	74.41	124.70

(in ₹ million)

Name of the Group Entity	Fiscal 2019	Fiscal 2018	Fiscal 2017
LRPL	(9.93)	(0.23)	(0.15)

***** *Fiscal 2020 financial numbers are under audit as on the date of this Red Herring Prospectus.*

Litigation

Except as disclosed below, there are no legal proceedings involving the Group Entities which may have a material impact on our Company:

a) Income tax demands under section 156 of the Income Tax Act, 1961 have been made against SSPL.

Nature of the Proceedings	Assessment Year	Amount involved (in ₹ million)
Demand under 156 of the Income Tax Act, 1961 dated December 30, 2019	2018-19	23.15
	2017-18	10.18
	2016-17	9.44
	2015-16	11.47
	2014-15	82.80
	2013-14	2.37
	2012-13	1.87

SSPL has preferred an appeal before the Appellate Tribunal.

b) SSPL has received a notice under section 143(1) of the Income Tax Act, 1961 with a demand for payment of ₹36.50 million for the Assessment Year 19-20 and the same is pending for payment as on date.

c) Llyod Shoes, GmbH, Germany has filed a trademark infringement suit under section 151 of the Civil Procedure, 1908 against SSPL in October 2019. The matter has been adjudicated by the High Court of Delhi and liability of SSPL has been quantified as ₹14.96 million out of which, SSPL has made a payment of ₹3.94 million as on date. The amount payable by SSPL is currently ₹11.02 million.

d) Income tax demands under section 143(3) of the Income Tax Act, 1961 have been made against Catwalk Worldwide Private Limited, a subsidiary of SSPL for the following assessment year:

Nature of the Proceedings	Assessment Year	Amount involved (in ₹ million)
Demand under 143(3) of the Income Tax Act, 1961 dated December 27, 2019	2017-18	150.33

Catwalk Worldwide Private Limited has preferred an appeal before the Appellate Tribunal.

e) Demands under the Central Excise Act, 1944 have been made against Catwalk Worldwide Private Limited, a subsidiary of SSPL for the following assessment year:

Nature of the Proceedings	Assessment Year	Amount involved (in ₹ million)
Demand under the Central Excise Act, 1944	2006-2011	54.72

Catwalk Worldwide Private Limited has preferred an appeal before the Custom, Excise & Service Tax Appellate Tribunal.

f) Clover Technologies Private Limited had leased a property for an Onesta outlet at Phoenix Market City, Pune in November 2017. Brown House Baking Private Limited, the subsidiary of SRPL that operates the Onesta restaurants, decided to shut down the outlet in December 2018. Clover Technologies Private Limited has raised a demand of ₹8.64 million to recover the rent for the period up to June 30, 2021, the date of expiry of the lock in period under the leave and license agreement entered into by Clover Technologies Private Limited. The matter is being heard at the Small Causes Court, Pune. During the proceedings, Brown House Baking Private Limited has sought for the matter to be referred for arbitration in accordance with the terms of the leave and licence agreement entered into by Clover Technologies Private Limited. The matter is currently pending.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association, the Companies Act and other applicable laws. The dividend, if any, will depend on a number of factors, including but not limited to the future expansion plans and capital requirements, profit earned during the financial year, capital requirements, and surpluses, contractual restrictions, liquidity and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements that our Company has entered into, or may enter into, to finance our fund requirements for our business activities. For further details, see "*Financial Indebtedness*" on page 433. Our Company may also pay interim dividends from time to time. Our Company does not have a formal dividend policy as on the date of this Red Herring Prospectus.

The details of dividends on the Equity Shares paid by our Company are as follows:

Particulars	**Financial Year 2018**	**Financial Year 2019**	**Financial Year 2020**	**Eight-month period ended November 30, 2020**	**December 1, 2020 - the date of this Red Herring Prospectus**
No. of Equity Shares	27,984,014	27,984,014	27,991,788	27,991,788	33,942,920
Face value of Equity Shares (in ₹)	5.00	5.00	5.00	5.00	5.00
Dividend per Equity Share (in ₹)	1.00	1.00	Nil	Nil	Nil
Rate of dividend on Equity Shares of (%)	20	20	Nil	Nil	Nil
Total dividend on Equity Shares (in ₹ million)[(1)]	33.73	33.73	Nil	Nil	Nil
Total dividend excluding dividend distribution tax (in ₹ million)	27.98	27.98	Nil	Nil	Nil
Mode of payment of dividend	RTGS	IFT/NEFT/RTGS	Not applicable	Not applicable	Not applicable

[(1)]*This includes dividend distribution tax*

Dividends that are announced in relation to a particular financial year are paid in the subsequent financial year.

The amount paid as dividends in the past is not necessarily indicative of our dividend policy or dividend amount, if any, in the future and there is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risk involved, see "*Risk Factors – Our Company may not be able to pay dividends in the future.*" on page 72.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Barbeque-Nation Hospitality Limited

Dear Sirs,

1. We have examined, as appropriate (refer paragraph 6 below), the attached Restated Consolidated Financial Information of Barbeque-Nation Hospitality Limited (the "Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group"), comprising the Restated Consolidated Statement of Assets and Liabilities as at November 30, 2020 and as at March 31, 2020, 2019 and 2018, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the eight month period ended November 30, 2020 and for the years ended March 31, 2020, 2019 and 2018, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on January 25, 2021 for the purpose of inclusion in the Addendum to the Draft Red Herring Prospectus ("Addendum"), Red Herring Prospectus (RHP) and Prospectus (Addendum, RHP and Prospectus collectively referred as the "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

    a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Karnataka at Bengaluru in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 2 to the Restated Consolidated Financial Information. The responsibility of the respective board of directors of the companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective board of directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration:

    a) The terms of reference and terms of our engagement agreed upon with you in

accordance with our engagement letter dated January 15, 2020, read with addendum thereto dated January 04, 2021, in connection with the proposed IPO;

b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

a) audited special purpose interim consolidated financial statements of the Group as at and for the eight month period ended November 30, 2020 prepared in accordance with recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the “Special Purpose Interim Consolidated Financial Statements”) which have been approved by the Board of Directors at their meeting held on January 25, 2021.

b) audited consolidated financial statements of the Group as at and for the years ended March 31, 2020, 2019 and 2018, prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (the Consolidated Financial Statements”), which have been approved by the Board of Directors at their meetings held on November 03, 2020, May 28, 2019 and May 21, 2018 respectively.

5. For the purpose of our examination, we have relied on:

a) Auditor’s report issued by us dated January 25, 2021, on the Special Purpose Interim Consolidated Financial Statements of the Group as at and for the eight month period ended November 30, 2020 as referred in Paragraph 4(a) above, which includes the following Emphasis of Matter paragraphs (also refer Note 2 of the Restated Consolidated Financial Information):

(i) We draw attention to Note 2.2 to the Special Purpose Interim Consolidated Financial Statements, which describes the impact of COVID 19 pandemic on the Group’s operations. Further, the current liabilities, exceeded its current assets by Rs. 3,101.24 Million as of November 30, 2020. The Board of Directors of the Company have approved the preparation of these Special Purpose Interim Consolidated Financial Statements on a going concern basis for the reasons stated in Note 2.2 mentioned above.

(ii) We also draw attention to Note 36 to the Special Purpose Interim Consolidated Financial Statements which describes significant management estimates and assumptions involved in assessing the financial impact of COVID 19 pandemic. Based on such assessment, the Management has concluded that the Group will

recover the carrying amount of its assets as on November 30, 2020. However, given the uncertainty regarding the duration, extent and eventual outcome of the impact of the COVID-19 pandemic, the Group cannot estimate with any precision the impact on its prospective financial performance and the eventual outcome of the impact could be different than that estimated as at the date of approval of these Special Purpose Interim Consolidated Financial Statements.

Our opinion is not modified in respect of the matters stated in (i) and (ii) above.

b) Auditor's report issued by us dated November 03, 2020, May 28, 2019 and May 21, 2018 on the consolidated financial statements of the Group as at and for the years ended March 31, 2020, 2019 and 2018, respectively, as referred in Paragraph 4(b) above. The auditors' report on the consolidated financial statements of the Group as at and for the year ended March 31, 2020 includes the following Emphasis of Matter paragraph (also refer Note 2 of the Restated Consolidated Financial Information):

(i) We draw attention to Note 2.2 to the consolidated financial statements, which describes the impact of COVID 19 pandemic on the Group's operations. Further, the current liabilities, exceeded its current assets by Rs. 2,031.99 Million as of March 31, 2020.

As stated in the aforesaid note, the board of directors have approved management's detailed business plan (including cash flows) for the Group which interalia envisages (i) cost savings and continuing revenue growth through various initiatives, (ii) extension of moratorium for repayment of loan and interest by its lenders (iii) raising adequate funding through incremental debt and fresh equity infusion and after duly considering the aforesaid business plan and the continued financial support expected to be received from the Promoters of the Parent Company as stated in Note 2.2, have approved the preparation of the consolidated financial statements on a going concern basis.

(ii) We also draw attention to Note 36 to the consolidated financial statements which describes significant management estimates and assumptions involved in assessing the financial impact of COVID 19 pandemic. Based on such assessment, the Management has concluded that the Group will recover the carrying amount of its assets as on March 31, 2020. However, given the uncertainty regarding the duration, extent and eventual outcome of the impact of the COVID-19 pandemic, the Group cannot estimate with any precision the impact on its prospective financial performance and the eventual outcome of the impact could be different than that estimated as at the date of approval of these consolidated financial statements.

Our opinion is not modified in respect of the matters stated in (i) and (ii) above.

6. We did not audit the financial statements of certain subsidiaries as at and for the eight month period ended November 30, 2020 and as at and for the years ended March 31, 2020, 2019, and 2018 whose share of total assets, total revenues and net cash inflows / (outflows) included in the Restated Consolidated Financial Information, for the relevant years is tabulated below:

(Rs in million)

Particulars	As at/ for the eight month period ended November 30, 2020	As at/ for the year ended March 31, 2020	As at/ for the year ended March 31, 2019	As at/ for the year ended March 31, 2018
Total assets	410.89	443.86	119.85	486.93
Total revenue	104.87	112.34	55.89	163.92
Net cash inflow/ (outflows)	(2.16)	(3.86)	(1.82)	68.51

The financial information of these subsidiaries included in these Restated Consolidated Financial Information, is based on such financial statements audited by the other auditors and have been restated by the management of the Issuer to comply with Ind AS and the basis set out in Note 2 to the Restated Consolidated Financial Information. The Ind AS and restatement adjustments made to such financial statements to comply with Ind AS and the basis set out in Note 2 to the Restated Consolidated Financial Information, have been audited by us.

7. Based on our examination and according to the information and explanations given to us and as per the reliance placed on the reports of other auditors on their audit of financial statements of certain subsidiaries mentioned in paragraph 6 above, we report that the Restated Consolidated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2020, 2019 and 2018 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the eight month period ended November 30, 2020;

   b) do not require any adjustment for modification as there is no modification in the underlying audit reports. There are items relating to emphasis of matter (refer paragraph 5 above), which do not require any adjustment to the Restated Consolidated Financial Information; and

   c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim consolidated financial statements and the consolidated financial statements mentioned in paragraph 5 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Karnataka at Bengaluru in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

Sathya P Koushik
Partner
(Membership No. 206920)
UDIN: 21206920AAAABD9027

Place: Bengaluru
Date: January 27, 2021

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Restated Consolidated Statement of Assets and Liabilities

Particulars	Note reference	As at			
		30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
ASSETS					
Non-current assets					
Property, plant and equipment	**4**	3,033.80	3,321.93	3,032.36	2,247.50
Right-of-use assets	**5**	3,734.63	4,014.71	3,546.34	2,939.15
Capital work-in-progress		50.78	108.92	158.86	185.18
Goodwill	**6**	722.97	722.97	189.66	229.97
Other intangible assets	**7**	55.87	67.25	54.87	61.96
Financial Assets					
Loans	**8**	303.60	289.15	232.39	212.06
Other financial assets	**9**	13.17	21.59	15.25	11.60
Deferred tax assets (net)	**32**	534.61	277.90	304.53	262.23
Other non-current assets	**10**	49.87	57.24	33.30	172.57
Total Non-current assets [A]		**8,499.30**	**8,881.66**	**7,567.56**	**6,322.22**
Current assets					
Inventories	**11**	158.63	149.25	192.73	189.80
Financial assets					
Investments	**12**	-	-	-	0.01
Trade receivables	**13**	40.99	21.51	48.99	55.95
Cash and cash equivalents	**14**	76.72	146.96	119.81	436.22
Other financial assets	**15**	16.38	41.89	10.08	3.03
Other current assets	**16**	293.83	313.31	251.68	224.37
Total current assets [B]		**586.55**	**672.92**	**623.29**	**909.38**
Total assets [A+B]		**9,085.85**	**9,554.58**	**8,190.85**	**7,231.60**
EQUITY AND LIABILITIES					
Equity					
Equity share capital	**17**	139.96	139.96	139.92	138.00
Other equity	**18**	(289.20)	(80.80)	1,176.36	1,311.89
Equity attributable to owners of the Company [C]		**(149.24)**	**59.16**	**1,316.28**	**1,449.89**
Non-controlling interest	**19**	**33.03**	**52.31**	**-**	**-**
Total equity [D]		**(116.21)**	**111.47**	**1,316.28**	**1,449.89**
Liabilities					
Non-current liabilities					
Financial Liabilities					
Borrowings	**20**	1,355.08	1,650.64	1,092.96	854.35
Lease liability	**21**	4,073.55	4,327.99	3,621.91	3,013.16
Other financial liabilities	**22**	-	674.25	-	-
Provisions	**23**	85.64	85.32	114.07	87.29
Other non-current liabilities	**24**	-	-	-	1.71
Total Non-current liabilities [E]		**5,514.27**	**6,738.20**	**4,828.94**	**3,956.51**
Current liabilities					
Financial Liabilities					
Borrowings	**20**	378.31	414.66	157.10	185.12
Lease liability	**21**	502.19	487.74	577.76	494.18
Trade payables	**25**				
total outstanding dues of micro enterprises and small enterprises		27.54	8.67	1.03	-
total outstanding dues of creditors other than micro enterprises		1,576.54	1,116.46	767.27	673.29
Other financial liabilities	**26**	905.33	488.47	389.29	320.38
Other current liabilities	**27**	218.03	115.59	79.94	66.84
Provisions	**28**	55.54	62.71	33.54	32.25
Current tax liabilities (Net)	**29**	24.31	10.61	39.70	53.14
Total current liabilities [F]		**3,687.79**	**2,704.91**	**2,045.63**	**1,825.20**
Total liabilities [G= [E+F]]		**9,202.06**	**9,443.11**	**6,874.57**	**5,781.71**
Total equity and liabilities [G+D]		**9,085.85**	**9,554.58**	**8,190.85**	**7,231.60**

See accompanying notes to restated consolidated financial information Note 1 to 46

In terms of our report attached.
For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Sathya P Koushik
Partner

Kayum Dhanani
Managing Director
DIN No: 00987597

Rahul Agrawal
Chief Executive Officer &
Whole Time Director
DIN No: 07194134

T.N Unni
Director
DIN No: 00079237

Amit V Betala
Chief Financial Officer

Nagamani C Y
Company Secretary

Bengaluru, January 27, 2021

Bengaluru, January 25, 2021

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Restated Consolidated Statement of Profit and Loss

Particulars	Note reference	For the eight month period ended	For the year ended		
		30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
REVENUE					
Continuing operations					
Revenue from operations	**30A**	2,010.03	8,469.70	7,390.16	5,863.37
Other income	**31**	356.05	38.24	35.25	41.11
Total [A]		**2,366.08**	**8,507.94**	**7,425.41**	**5,904.48**
EXPENSES					
Cost of food and beverages consumed	**30B**	764.30	2,921.99	2,476.25	1,978.41
Employee benefits expenses	**30C**	712.66	1,975.08	1,679.80	1,256.88
Other operating expenses	**30D**	763.21	1,930.48	1,775.49	1,265.51
Total [B]		**2,240.17**	**6,827.55**	**5,931.54**	**4,500.80**
Earnings before exceptional items, finance costs, depreciation and amortisation, as restated [EBITDA] [C] = [A-B]		**125.91**	**1,680.39**	**1,493.87**	**1,403.68**
Finance costs [D]	**30E**	591.35	755.92	564.01	535.66
Depreciation and amortisation expense [E]	**30F**	820.20	1,339.63	895.36	702.70
Profit / (loss) before tax and exceptional items, as restated [F] = [C-D-E]		**(1,285.64)**	**(415.16)**	**34.50**	**165.32**
Exceptional items [G]	**30G**	(20.67)	(163.80)	102.72	(26.31)
Profit / (loss) before tax, as restated [H] = [F-G]		**(1,264.97)**	**(251.36)**	**(68.22)**	**191.63**
Tax expense / (benefit):	**32**				
Current tax		-	49.35	184.36	154.46
Deferred tax		(258.49)	(56.63)	(40.56)	(30.62)
Deferred tax impact on account of change in effective tax rate		-	85.20	-	-
Net tax expense / (benefit) [I]		**(258.49)**	**77.92**	**143.80**	**123.84**
Profit/(loss) after tax from continuing operations, as restated [J] = [H-I]		**(1,006.48)**	**(329.28)**	**(212.02)**	**67.79**
Discontinued operations					
Loss from discontinued operations	**33 II (iv)**	-	-	(226.70)	(125.79)
Tax benefit / (expense) of discontinued operations		-	-	54.86	-
Profit/(loss) after tax from discontinued operations, as restated [K]		**-**	**-**	**(171.84)**	**(125.79)**
Profit/(loss) for the year / period, as restated [L] = [J+K]		**(1,006.48)**	**(329.28)**	**(383.86)**	**(58.00)**
Other Comprehensive Income / (Losses), as restated [M]					
Items that will not be reclassified to Statement of profit and loss					
Remeasurements of the defined benefit plans		7.82	(7.70)	(4.99)	(6.45)
Income tax on the above		(1.78)	1.94	1.74	2.25
Items that may be reclassified to Statement of profit and loss					
Exchange differences in translating the financial statements of foreign operations		14.89	(20.73)	(20.08)	(3.05)
Total comprehensive income / (loss) for the year / period, as restated [L + M]		**(985.55)**	**(355.77)**	**(407.19)**	**(65.25)**
Profit / (loss) for the year / period, as restated attributable to:					
Owners of the company		(987.20)	(323.91)	(383.86)	(58.00)
Non Controlling interests		(19.28)	(5.37)		-
Other comprehensive income / (loss) for the year / period, as restated attributable to:					
Owners of the company		20.93	(26.49)	(23.33)	(7.25)
Non Controlling interests		-	-	-	-
Total Other comprehensive income / (loss) for the year / period, as restated attributable to:					
Owners of the company		(966.27)	(350.40)	(407.19)	(65.25)
Non Controlling interests		(19.28)	(5.37)	-	-

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Restated Consolidated Statement of Profit and Loss

Particulars	Note reference	For the eight month period ended	For the year ended		
		30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Earnings per share	**40**				
From continuing operations					
Basic (in Rs.) (Face value of Rs.5 each)		(35.96)	(11.77)	(8.31)	2.14
Diluted (in Rs.) (Face value of Rs.5 each)		(35.96)	(11.77)	(8.31)	2.14
From discontinued operations					
Basic (in Rs.) (Face value of Rs.5 each)		-	-	(6.14)	(4.65)
Diluted (in Rs.) (Face value of Rs.5 each)		-	-	(6.14)	(4.65)
From continuing operation and discontinued operations					
Basic (in Rs.) (Face value of Rs.5 each)		(35.96)	(11.77)	(14.45)	(2.51)
Diluted (in Rs.) (Face value of Rs.5 each)		(35.96)	(11.77)	(14.45)	(2.51)

See accompanying notes to restated consolidated financial information Note 1 to 46

In terms of our report attached.

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Sathya P Koushik
Partner

Kayum Dhanani
Managing Director
DIN No: 00987597

Rahul Agrawal
Chief Executive Officer &
Whole Time Director
DIN No: 07194134

T.N Unni
Director
DIN No: 00079237

Amit V Betala
Chief Financial Officer

Nagamani C Y
Company Secretary

Bengaluru, January 27, 2021

Bengaluru, January 25, 2021

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Restated Consolidated Statement of Changes in Equity

(a) Equity share capital

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Opening balance	139.96	139.92	138.00	135.12
Changes in equity share capital during the year / period				
Issue of the equity share during the year / period	-	0.04	1.92	2.88
Closing balance	**139.96**	**139.96**	**139.92**	**138.00**

(b) Other equity

Particulars	Reserves and Surplus						
	Securities premium	Share based payment reserve	Retained earnings	Other Comprehensive Income / (Losses)	Equity attributable to equity holders of the Company	Non-controlling interests	Total other equity
	(A)	(B)	(C)	(D)	(E=A+B+C+D)	(F)	(G= E+F)
Balance as at 01 April 2017	**864.80**	**9.62**	**50.84**	**(0.19)**	**925.07**	**-**	**925.07**
Loss for the year	-	-	(58.00)	-	(58.00)	-	**(58.00)**
Remeasurements of the defined benefit plans (net of tax)	-	-	(4.20)	-	(4.20)	-	**(4.20)**
Foreign currency translation	-	-	-	(3.05)	(3.05)	-	**(3.05)**
Premium received on shares issued during the year (net)	465.63	-	-	-	465.63	-	**465.63**
Share based compensation to employees for the year	-	18.96	-	-	18.96	-	**18.96**
Dividend and tax thereon	-	-	(32.52)	-	(32.52)	-	**(32.52)**
Balance as at 31 March 2018	**1,330.43**	**28.58**	**(43.88)**	**(3.24)**	**1,311.89**	**-**	**1,311.89**
Balance as at 01 April 2018	**1,330.43**	**28.58**	**(43.88)**	**(3.24)**	**1,311.89**	**-**	**1,311.89**
Loss for the year	-	-	(383.86)	-	(383.86)	-	**(383.86)**
Remeasurements of the defined benefit plans (net of tax)	-	-	(3.25)	-	(3.25)	-	**(3.25)**
Foreign currency translation	-	-	-	(20.08)	(20.08)	-	**(20.08)**
Premium received on shares issued during the year (net)	297.99	-	-	-	297.99	-	**297.99**
Share based compensation to employees for the year	-	7.40	-	-	7.40	-	**7.40**
Dividend and tax thereon	-	-	(33.73)	-	(33.73)	-	**(33.73)**
Balance as at 31 March 2019	**1,628.42**	**35.98**	**(464.72)**	**(23.32)**	**1,176.36**	**-**	**1,176.36**
Balance as at 01 April 2019	**1,628.42**	**35.98**	**(464.72)**	**(23.32)**	**1,176.36**	**-**	**1,176.36**
Loss for the period	-	-	(323.91)	-	(323.91)	(5.37)	**(329.28)**
Pursuant to business combination (Refer note 19)	-	-	-	-	-	57.68	**57.68**
Remeasurements of the defined benefit plans (net of tax)	-	-	(5.76)	-	(5.76)	-	**(5.76)**
Foreign currency translation	-	-	-	(20.73)	(20.73)	-	**(20.73)**
Premium received on shares issued during the year	2.59	-	-	-	2.59	-	**2.59**
Transfer on exercise of options	-	(1.61)	-	-	(1.61)	-	**(1.61)**
Transfer on forfeiture of options	-	(0.18)	0.18	-	-	-	**-**
Share based compensation to employees for the year	-	13.12	-	-	13.12	-	**13.12**
Dividend and tax thereon	-	-	(33.73)	-	(33.73)	-	**(33.73)**
Gross obligation towards put option given to non-controlling interests	-	-	(887.13)	-	(887.13)	-	**(887.13)**
Balance as at 31 March 2020	**1,631.01**	**47.31**	**(1,715.07)**	**(44.05)**	**(80.80)**	**52.31**	**(28.49)**
Balance as at 01 April 2020	**1,631.01**	**47.31**	**(1,715.07)**	**(44.05)**	**(80.80)**	**52.31**	**(28.49)**
Loss for the period	-	-	(987.20)	-	(987.20)	(19.28)	**(1,006.48)**
Remeasurements of the defined benefit plans (net of tax)	-	-	6.04	-	6.04	-	**6.04**
Foreign currency translation	-	-	-	14.89	14.89	-	**14.89**
Transfer to retained earnings on account of forfeiture / replacement	-	(56.80)	56.80	-	-	-	**-**
Share based compensation to employees for the period	-	39.37	-	-	39.37	-	**39.37**
De-recognition of gross obligation towards put option given to non-controlling interests (Refer note 22)	-	-	718.50	-	718.50	-	**718.50**
Balance as at 30 November 2020	**1,631.01**	**29.88**	**(1,920.93)**	**(29.16)**	**(289.20)**	**33.03**	**(256.17)**

See accompanying notes to restated consolidated financial information Note 1 to 46

In terms of our report attached.

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Sathya P Koushik
Partner

Kayum Dhanani
Managing Director
DIN No: 00987597

Rahul Agrawal
Chief Executive Officer & Whole Time Director
DIN No: 07194134

T.N Unni
Director
DIN No: 00079237

Amit V Betala
Chief Financial Officer

Nagamani C Y
Company Secretary

Bengaluru, January 27, 2021

Bengaluru, January 25, 2021

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Restated Consolidated Statement of Cash Flows

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
A. Cash flow from operating activities				
Profit / (loss) before tax				
From continuing operations	**(1,264.97)**	**(251.36)**	**(68.22)**	**191.63**
From discontinued operations	-	-	**(226.70)**	**(125.79)**
Adjustments for:				
Depreciation and amortisation	820.20	1,339.63	1,021.63	753.31
Net (profit)/ loss relating to relocation of restaurant units	(51.87)	22.37	102.72	(7.09)
Loss on disposal of subsidiary during the year (Refer Note 33)	-	-	89.68	-
Write back of gross obligation to acquire non-controlling interests in Red Apple Kitchen Consultancy Private Limited	-	(236.17)	-	-
Impairment of goodwill	-	50.00	-	-
Interest expense on borrowings	161.27	172.77	98.12	111.31
Interest expense on gross obligation	44.25	23.29	-	-
Interest expenses on provision for asset retirement obligations	2.88	3.56	9.08	8.94
Interest on lease liabilities	340.85	481.33	398.93	367.93
Interest income	(22.59)	(22.21)	(17.96)	(16.17)
Rent Concession due to COVID-19 pandemic	(327.43)	-	-	-
Income from government grant	-	-	(4.71)	(2.07)
Profit on sale of investments in mutual funds	-	-	-	(2.83)
Expense on employee stock option scheme	39.37	13.12	7.40	18.96
IPO expenses written off	5.32	-	-	-
Expense on phantom option scheme	-	-	-	17.17
Provision no longer required	(3.98)	(9.00)	-	(20.50)
Provision for doubtful receivables and advances	11.34	10.86	12.16	3.77
Net unrealised exchange (gain) / loss	-	-	-	0.63
Operating profit before working capital changes	**(245.36)**	**1,598.19**	**1,422.13**	**1,299.20**
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(9.38)	43.48	(2.93)	(29.08)
Trade receivables	(19.48)	16.62	(5.20)	(19.00)
Other assets (financial & non financial)	(1.95)	(74.13)	(176.90)	(77.82)
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	478.95	343.27	98.10	243.09
Non-current provisions	7.46	(28.75)	15.95	(1.59)
Current provisions	(7.17)	34.61	1.29	5.54
Other liabilities	102.44	(44.32)	13.04	(0.22)
Cash generated from operations	**305.51**	**1,888.97**	**1,365.48**	**1,420.12**
Net income tax (paid) / refunds	15.48	(78.44)	(142.94)	(144.64)
Net cash flow from / (used in) operating activities (A)	**320.99**	**1,810.53**	**1,222.54**	**1,275.48**
B. Cash flow from investing activities				
Capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances	(35.57)	(840.59)	(1,299.82)	(1,010.73)
Proceeds from sale of property, plant and equipment	0.08	0.68	1.03	1.22
Acquisition of subsidiary	-	(674.87)	-	-
Proceeds from sale of investment in subsidiary	-	-	0.50	-
Deposits placed for margin money	-	(36.44)	(9.86)	-
Deposits held as margin money released	33.52	-	-	13.69
Interest received	22.59	22.21	17.12	0.17
Sale of investment in mutual fund	-	-	0.01	2.83
Net cash flow from / (used in) investing activities (B)	**20.62**	**(1,529.01)**	**(1,291.02)**	**(992.82)**

Barbeque-Nation Hospitality Limited
Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Restated Consolidated Statement of Cash Flows

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
C. Cash flow from financing activities				
Proceeds from issue of equity shares	-	1.02	320.31	478.41
Share issue expenses / Expenses towards offer for sale of shares	(1.90)	(61.10)	(22.70)	(67.39)
Proceeds from long-term borrowings	112.14	943.88	827.09	791.70
Proceeds from loan from director	20.00	-	-	-
Repayment of long-term borrowings	(55.60)	(325.50)	(497.08)	(536.93)
Net increase / (decrease) in working capital borrowings	(56.35)	257.56	(28.02)	150.67
Dividend paid (including dividend tax)	-	(33.73)	(33.73)	(32.52)
Payments of interest portion of lease liabilities	(300.61)	(481.29)	(398.93)	(367.93)
Payments of principal portion of lease liabilities	-	(393.43)	(311.25)	(228.57)
Interest paid	(129.53)	(172.77)	(103.13)	(114.47)
Net cash flow from financing activities (C)	**(411.85)**	**(265.36)**	**(247.44)**	**72.97**
Net increase in cash and cash equivalents (A+B+C)	**(70.24)**	**16.16**	**(315.92)**	**355.63**
Cash and cash equivalents at the beginning of the year / period	146.96	119.81	436.23	80.60
Add: Cash and bank balances on acquisition of subsidiary during the year / period	-	10.99	-	-
Less: Cash and bank balances pursuant to disposal of subsidiary during the year / period	-	-	(0.50)	-
Cash and cash equivalents at the end of the year / period	**76.72**	**146.96**	**119.81**	**436.23**
Reconciliation of cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet	76.72	146.96	119.81	436.22
Add: Current investments considered as part of Cash and cash equivalents in the Cash Flow Statements.	-	-	-	0.01
Cash and cash equivalents at the end of the year / period	**76.72**	**146.96**	**119.81**	**436.23**

See accompanying notes to restated consolidated financial information Note 1 to 46

In terms of our report attached.

For Deloitte Haskins & Sells
Chartered Accountants

Sathya P Koushik
Partner

Bengaluru, January 27, 2021

For and on behalf of the Board of Directors

Kayum Dhanani
Managing Director
DIN No: 00987597

Rahul Agrawal
Chief Executive Officer & Whole Time Director
DIN No: 07194134

T.N Unni
Director
DIN No: 00079237

Amit V Betala
Chief Financial Officer

Nagamani C Y
Company Secretary

Bengaluru, January 25, 2021

1. Corporate information

Barbeque-Nation Hospitality Limited (the 'Company') and its subsidiaries (collectively referred to as the 'Group'), are primarily engaged in the business of operating casual dining restaurant chain. The registered office of the Company is situated at Survey No. 62, Site No. 13, 6th cross, NS Palya, Stage 2, BTM Layout, Bengaluru - 560 076, Karnataka, India.

2. Basis of preparation and presentation:

The Restated Consolidated Financial Information of the Group comprises the Restated Consolidated Statement of Assets and Liabilities as at November 30, 2020 and as at March 31, 2020, 2019 and 2018, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the eight month period ended November 30, 2020 and for the years ended March 31, 2020, 2019 and 2018, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on January 25, 2021 for the purpose of inclusion in the Addendum to the Draft Red Herring Prospectus ("Addendum"), Red Herring Prospectus (RHP) and Prospectus (Addendum, RHP and Prospectus collectively referred as the "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

The Restated Consolidated Financial Information have been compiled by the Management from:

a) audited special purpose interim Consolidated financial statements of the Group as at and for the eight month period ended November 30, 2020 prepared in accordance with recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "special purpose interim consolidated financial statements") which have been approved by the Board of Directors at their meeting held on January 25, 2021.

b) audited consolidated financial statements of the Group as at and for the years ended March 31, 2020, 2019 and 2018, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on November 03, 2020, May 28, 2019 and May 21, 2018 respectively.

The Restated Consolidated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended

March 31, 2020, 2019 and 2018 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the eight month period ended November 30, 2020.

b) do not require any adjustment for modification as there is no modification in the underlying audit reports.

I. The auditor's report dated January 25, 2021 on the special purpose interim consolidated financial statements as at and for the eight month period ended November 30, 2020 includes the following Emphasis of Matter paragraphs (also refer Note 3.1 and 30H of the Restated Consolidated Financial Information):

(i) We draw attention to Note 2.2 to the special purpose interim consolidated financial statements, which describes the impact of COVID 19 pandemic on the Group's operations. Further, the current liabilities, exceeded its current assets by Rs. 3,101.24 Million as of November 30, 2020. The Board of Directors of the Company have approved the preparation of these special purpose interim consolidated financial statements on a going concern basis for the reasons stated in Note 2.2 mentioned above.

(ii) We also draw attention to Note 36 to the special purpose interim consolidated financial statements which describes significant management estimates and assumptions involved in assessing the financial impact of COVID 19 pandemic. Based on such assessment, the Management has concluded that the Group will recover the carrying amount of its assets as on November 30, 2020. However, given the uncertainty regarding the duration, extent and eventual outcome of the impact of the COVID-19 pandemic, the Group cannot estimate with any precision the impact on its prospective financial performance and the eventual outcome of the impact could be different than that estimated as at the date of approval of these special purpose interim consolidated financial statements.

Our opinion is not modified in respect of the matters stated in (i) and (ii) above.

II. The auditor's report dated November 03, 2020 on the consolidated financial statements as at and for the year ended March 31, 2020 includes the following Emphasis of Matter paragraphs:

(i) We draw attention to Note 2.2 to the consolidated financial statements, which describes the impact of COVID 19 pandemic on the Group's operations. Further, the current liabilities, exceeded its current assets by Rs. 2,031.99 Million as of March 31, 2020.

As stated in the aforesaid note, the board of directors have approved management's detailed business plan (including cash flows) for the Group which interalia envisages (i) cost savings and continuing revenue growth through various initiatives, (ii) extension of moratorium for repayment of loan and interest by its lenders (iii) raising adequate funding through incremental debt and fresh equity infusion and after duly considering the aforesaid business plan and the continued financial support expected to be received from the Promoters of the Parent Company as stated in Note 2.2, have approved the preparation of the consolidated financial statements on a going concern basis.

(ii) We also draw attention to Note 36 to the consolidated financial statements which describes significant management estimates and assumptions involved in assessing the financial impact of COVID 19 pandemic. Based on such assessment, the Management has concluded that the Group will recover the carrying amount of its assets as on March 31, 2020. However, given the uncertainty regarding the duration, extent and eventual outcome of the impact of the COVID-19 pandemic, the Group cannot estimate with any precision the impact on its prospective financial performance and the eventual outcome of the impact could be different than that estimated as at the date of approval of these consolidated financial statements.

Our opinion is not modified in respect of the matters stated in (i) and (ii) above.

The above emphasis of matters do not require any adjustment to the Restated Consolidated Financial Information.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting on the Special Purpose Interim Consolidated Financial Statements / consolidated financial statements mentioned above.

3. Summary of significant accounting policies

The Restated Financial Information have been prepared in accordance with the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

(a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

(b) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

(c) Level 3 inputs are unobservable inputs for the asset or liability.

3.1 Assessment of Going Concern assumption pursuant to the impact on account of the COVID-19 pandemic:

Assessment of Going Concern assumption in preparation of the special purpose interim consolidated financial statements for the eight month period ended November 30, 2020:

The impact of the COVID-19 pandemic and the measures put in place to control the spread of virus by the jurisdictional regulatory authorities, have triggered significant disruptions to the Group's operations during the eight month period ended November 30, 2020. Further, its current liabilities exceeded its current assets by Rs. 3,101.24 Million as of November 30, 2020.

Due to the restrictions placed by the jurisdictional regulatory authorities, the Group's restaurant outlets were closed temporarily commencing from latter part of March 2020 and pursuant to the reduced level of operations, the Group has incurred operating losses during the period of closure. The Group has resumed its operations in a phased manner depending on easing of lockdown restrictions and its evaluation of operating scenarios at respective store locations. As on date of approval of these financial statements, the Group had opened substantially all of its outlets and commenced operations.

In order to address the matter of having adequate liquidity in the Group to ensure that the Group can meet all its obligations in the normal course of business, the management of the Group has taken various measures which include the following:

- A number of cash conservation measures, including a (i) significant reduction in the level of capital expenditure in the short term, (ii) limiting the outflows to only outlets which the Group intends to operationalise, compliance and health and safety related spend, (iii) pausing all non-essential discretionary and variable spending, (iv) payroll cost reductions through store manpower rationalisation and salary cuts, and (v) extended credit with suppliers and lessors, reduction in lease rentals etc.

- Continuing focus on outdoor catering and sourcing of customers from third party platforms, its various initiatives to comply with sanitization and social distancing protocols, minimal contact experience through non-touch alternatives and strict adherence to hygiene norms.

- Raising adequate funding through incremental debt from banks with 1 year moratorium for repayment of principal and interest and fresh equity infusion. Subsequent to November 30, 2020, the Company has received funding aggregating to Rs. 1,499.69 Million towards issue of 5,951,132 equity shares of Rs. 5 each.

The Board of directors of the Company have approved the aforesaid business plan and in their assessment, based on due consideration of the business plan, the Group will be able to meet all its obligations in the normal course of business. Accordingly, the Board of directors of the Company have approved the preparation of the Special Purpose Interim Consolidated Financial Statements on a going concern basis.

The Special Purpose Interim Consolidated Financial Statements do not therefore incorporate adjustments, if any, that may be required in respect of recoverability and classification of asset carrying amounts or the amounts and classification of liabilities, should the Group not continue as a going concern.

Assessment of Going Concern assumption in preparation of the financial statements for the year ended March 31, 2020:

The impact of the COVID-19 pandemic and the measures put in place to control the spread of virus by the jurisdictional regulatory authorities, have triggered disruptions to the Group's operations at the balance sheet date. Further, its current liabilities exceeded its current assets by Rs. 2,031.99 Million as of March 31, 2020.

Due to the restrictions placed by the jurisdictional regulatory authorities, the Group's restaurant outlets were closed temporarily commencing from latter part of March 2020 and pursuant to the reduced level of operations, the Group has incurred operating losses during the period of closure and in the period subsequent to March 31, 2020. The Group has resumed its operations in a phased manner depending on easing of lockdown restrictions and its evaluation of operating scenarios at respective store locations. As on date of approval of these financial statements, the Group had opened substantially all of its outlets and commenced operations.

In order to address the matter of having adequate liquidity in the Group to ensure that the Group can meet all its obligations in the normal course of business, the management of the Group has taken various measures which include the following:

- A number of cash conservation measures, including a (i) significant reduction in the level of capital expenditure in the short term, (ii) limiting the outflows to only outlets which the Group intends to operationalise, compliance and health and safety related spend, (iii) pausing all non-essential discretionary and variable spending, (iv) payroll cost reductions through store manpower rationalisation and salary cuts, and (v) extended credit with suppliers and lessors, reduction in lease rentals etc.

- Continuing focus on outdoor catering and sourcing of customers from third party platforms, its various initiatives to comply with sanitization and social distancing protocols, minimal contact experience through non-touch alternatives and strict adherence to hygiene norms along with gradual easing of regulatory restrictions are expected to help the Group to achieve its pre-COVID level of operations and profitability by April 2021.

- The Group has approached its lenders requesting for moratorium for payment of interest across all the loan facilities till March 31, 2021 and repayment of principal for all its loans till August 31, 2022.

- Raising adequate funding through incremental debt from banks with 1 year moratorium for repayment of principal and interest and fresh equity infusion.

The Promoters of the Group have committed to the Parent Company, financial support, if any required to ensure that the Group shall be able to meet all its obligations in the normal course of business for a period of not less than one year from the date of approval of these financial statements.

The Board of directors of the Parent Company have approved the aforesaid business plan and in their assessment, based on due consideration of the business plan and the Promoters' undertaking referred above, the Group will be able to meet all its obligations in the normal course of business. Accordingly, the Board of directors have approved the preparation of the consolidated financial statements on a going concern basis.

The consolidated financial statements do not therefore incorporate adjustments, if any, that may be required in respect of recoverability and classification of asset carrying amounts or the amounts and classification of liabilities, should the Group not continue as a going concern.

3.2 The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

(a) has power over the investee;
(b) is exposed, or has rights, to variable returns from its involvement with the investee; and
(c) has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

The Restated Consolidated Financial Information of the Group include subsidiaries in the table below:

Name of the entity	**Country of incorporation**	**As at**			
		30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Prime Gourmet Private Limited (Refer note 33)	India	-	-	-	100%
Barbeque Nation Mena Holding Limited	Dubai	100%	100%	100%	100%
Barbeque-Nation Restaurant LLC	Dubai	49%	49%	49%	49%
Barbeque Nation (Malaysia) SDN. BHD.	Malaysia	100%	100%	100%	100%
Barbeque Nation International LLC	Oman	49%	49%	49%	NA
Barbeque Nation Holdings Private Limited	Mauritius	100%	100%	100%	100%
Barbeque Holdings Private Limited	Mauritius	-	-	100%	100%
Barbeque Nation Kitchen LLC	Dubai	49%	49%	49%	N/A

Red Apple Kitchen Consultancy Private Limited (Refer note 33)	India	61.35%	61.35%	N/A	N/A

3.3 Revenue recognition

Revenue is recognized at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer.

Revenue from sale of food and beverages is recognized at the time of underlying sale to the customer. Revenue is presented net of discounts given to the customers and any taxes collected from customers for remittance to the government. In case of discount to customers in the form of gift voucher, the value of such discount is determined based on the percentage of redemption in the past. Customer purchases of gift cards are recognized as sales upon redemption of gift card or upon expiry.

Revenue from displays and sponsorships are recognized in the period in which the products or the sponsor's advertisements are promoted/displayed.

Royalty arrangements based on sales are recognised at the time the underlying sales occur.

Government incentives are accrued for based on fulfilment of eligibility criteria for availing the incentives and when there is no uncertainty in receiving the same. These incentives include estimated realisable values/benefits from special import licenses and benefits under Serve From India Scheme.

3.4 Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3.5 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange of control of the acquiree. Acquisition-related costs are generally recognised in Statement of profit and loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. The difference, if any, between the amount recorded as share

capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve.

3.6 Non-current assets held for sale and discontinued operations:

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.
When the group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and: (a) represents a separate major line of business or geographical area of operations, (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or (c) is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss

3.7 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to the Group's cash-generating units.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss.

3.8 Property, Plant and Equipment

Property, Plant and Equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined

as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of profit and loss.

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation on tangible assets have been provided on the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The useful life of assets is given below:

Leasehold improvements	Amortised over the period of the lease
Furniture and fittings	10 Years
Plant & machinery	15 Years
Service equipments	10 Years
Computer equipments	3-6 Years
Vehicles	8 Years

3.9 Intangible assets

Acquired Intangible Assets - Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Liquor licenses with perpetual term purchased for restaurant chain business: Amortised over the lease term of the respective restaurants	
Software and other licenses	3 Years
Brand name	Indefinite useful life

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in Statement of profit and loss when the asset is derecognised.

3.10 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Cost of inventories include all costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3.11 Financial Instruments

Financial assets and financial liabilities:
Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement:
Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

Subsequent measurement:

Financial assets at amortised cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at fair value through other comprehensive Income: Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss: Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

Financial liabilities

Financial liabilities are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Equity Instrument

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Group are recognised at the proceeds received net off direct issue cost.

Impairment of financial assets (other than at fair value)

The Group assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured though a loss allowance. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in Statement of profit and loss if such gain or loss would have otherwise been recognised in Statement of profit and loss on disposal of that financial asset.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of profit and loss.

3.12 Share issue expense

The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction.

3.13 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.14 Foreign Currency transactions and translations

The functional currency of the Company is Indian Rupee (Rs.).
Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

3.15 Employee Benefits

Defined Contribution Plan

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are recognised as an expense when employees have rendered service entitling them to the contributions.

Defined Benefit Plan

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. Remeasurement, comprising actuarial gains and losses is recognised in other comprehensive income in the period in which they occur.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are

recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

3.16 Share based payment transaction

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

The Company had formulated Phantom Option Scheme (POS) under which eligible members are granted phantom shares entitling them to receive cash payments for the amounts measured as a difference between market value of share and the exercise price after the completion of specified period from the date of grant. Fair value of such cash-settled options is measured at every reporting date and is recognised as expense to the Statement of Profit and loss over the remaining vesting period on a straight-line basis with a corresponding adjustment recognised as liability.

3.17 Borrowing Costs

Borrowing costs include:

(a) interest expense calculated using the effective interest rate method,

(b) finance charges in respect of finance leases, and

(c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in Statement of profit and loss in the period in which they are incurred.

3.18 Leases

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the date of commencement of the lease, the Group recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group

recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

For arrangements entered into prior to the date of transition to Ind AS, the Group has determined whether the arrangement contains lease on the basis of facts and circumstances existing on the date of transition.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Further, in respect of lease contracts of its outlet premises, the Group has elected not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

Measurement of the right-of use asset:

At the commencement date, the right-of-use asset is measured at cost and comprises:

- the amount of the initial measurement of the lease liability, to which is added, if applicable, any lease payments made at or before the commencement date, less any lease incentives received;
- where relevant, any initial direct costs incurred by the lessee for the conclusion of the contract. These are incremental costs which would not have been incurred if the contract had not been concluded;
- estimated costs for restoration and dismantling of the leased asset according to the terms of the contract, through a return obligation liability or provision determined as a discounted amount of the restoration and dismantling costs.

Following the initial recognition, the right-of-use asset is depreciated from the commencement date on a straight-line basis over the lease term. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Measurement of the lease liability

At the commencement date, the lease liability is recognized for an amount equal to the present value of the lease payments over the lease term.

Amounts involved in the measurement of the lease liability are:

- fixed payments (including in-substance fixed payments; meaning that even if they are variable in form, they are in-substance unavoidable);
- variable lease payments that depend on an index or a rate, initially measured using the index or the rate in force at the lease commencement date;
- amounts expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently measured based on a process similar to the amortized cost method using the discount rate:

- the liability is increased by the accrued interests resulting from the discounting of the lease liability, at the beginning of the lease period;
- less payments made. The interest cost for the period as well as variable payments, not taken into account in the initial measurement of the lease liability and incurred over the relevant period are recognized as costs.

In addition, the lease liability may be remeasured in the following situations:

- change in the lease term,
- modification related to the assessment of the reasonably certain nature (or not) of the exercise of an option,
- remeasurement linked to the residual value guarantees,
- adjustment to the rates and indices according to which the rents are calculated when rent adjustments occur.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Group has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24th July 2020 on Ind AS 116 for all rent concessions which are granted due to COVID-19 pandemic. As per requirements of MCA notification, rent concessions confirmed for the period ended November 30, 2020 of Rs.327.43 million have been accounted as Other Income.

3.19 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax. Income tax expense for the interim period is recognised based on the best estimate of the weighted average annual income tax rate expected for the full financial year 2020-21.

Current tax: The tax currently payable is based on taxable profit for the year. Taxable profit differs from ‘profit before tax’ as reported in the Consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax: Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the period

Current and deferred tax are recognised in Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

3.20 Provisions and Contingent Liabilities

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

3.21 Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax

discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3.22 Earnings per share (EPS)

Basic earnings per share are computed by dividing statement of profit and loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

3.23 Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.24 Use of estimates and judgements

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgement in applying accounting policies

Determining control over certain subsidiaries:
The Company’s wholly-owned subsidiary, Barbeque Nation Mena Holding Limited, Dubai ('BNHL, Dubai') has 49% stake in following entities:

Name of the entity	Country of incorporation	As at			
		30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Barbeque-Nation Restaurant LLC	Dubai	49%	49%	49%	49%
Barbeque Nation International LLC	Oman	49%	49%	49%	NA
Barbeque Nation Kitchen LLC	Dubai	49%	49%	49%	N/A

Although BNHL, Dubai holds less than half of the voting power in these entities, pursuant to its unilateral control over the relevant activities of these entities, these are considered subsidiaries of BNHL, Dubai.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives.

Useful lives of property, plant and equipment

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Provision for site restoration obligations

The Group has recognised provision for site restoration obligation associated with the stores opened. In determining the value of the provision, assumptions and estimates are made in respect of the expected cost to dismantle and remove the furniture/fixtures from the stores and the expected timing of those costs.

Uncertain tax positions

The Company's current tax provision relates to management's assessment of the amount of tax payable on open tax positions where the liabilities remain to be agreed with relevant tax authorities. Uncertain tax items for which a provision is made relate principally to the interpretation of tax legislation applicable to arrangements entered into by the Company. Due to the uncertainty associated with such tax items, it is possible that, on conclusion of open tax matters at a future date, the final outcome may differ significantly.

Standards issued and effective

The new and amended standards that are notified and are effective, up to the date of issuance of the Company's financial statements are disclosed below.

(i) Amendments to Ind AS 103 Business Combinations:

The amendments to the definition of a business in Ind AS 103 help entities determine whether an acquired set of activities and assets is a business or not. They clarify the minimum requirements for a business, remove the assessment of whether market participants are capable of replacing any missing elements, add guidance to help entities assess whether an acquired process is substantive, narrow the definitions of a business and of outputs, and introduce an optional fair value concentration test.

These amendments are applicable to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after the 1 April 2020 and to asset acquisitions that occur on or after the beginning of that period. These amendments are not applicable to the Group's Restated Consolidated Financial Information.

(ii) Amendments to Ind AS 1 and Ind AS 8: Definition of Material:

The amendments to Ind AS 1 Presentation of Financial Statements and Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors align the definition of 'material' across the standards and clarify certain aspects of the definition. The new definition states that, 'Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity. The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements.

A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

These amendments are applicable prospectively for annual periods beginning on or after the 1 April 2020. The amendments to the definition of material do not have a significant impact on the Group's Restated Consolidated Financial Information.

(iii) Amendments to Ind AS 107 and Ind AS 109: Interest Rate Benchmark Reform

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

The amendments to Ind AS 107 prescribe the disclosures which entities are required to make for hedging relationships to which the reliefs as per the amendments in Ind AS 109 are applied. These amendments are applicable for annual periods beginning on or after the 1 April 2020. These amendments are not applicable to the Group's Restated Consolidated Financial Information.

Note No.

4 Restated Consolidated Statement of Property, plant and equipment

Gross carrying value

Particulars	**Tangible assets (owned, unless otherwise stated)**						
	Leasehold improv ements	**Furniture and fixtures**	**Plant and equipments**	**Service Equipments**	**Computer equipments**	**Vehicles**	**Total**
Balance as at 01 April 2017	565.80	599.25	399.71	399.36	44.43	3.06	2,011.61
Additions	312.42	166.29	192.48	136.36	29.83	3.53	840.91
Deletions	(7.57)	(0.34)	(7.48)	(1.40)	(0.07)	(0.23)	(17.09)
Forex (net)	0.64	0.10	0.12	-	0.02	-	0.88
Closing balance as at 31 March 2018	**871.29**	**765.30**	**584.83**	**534.32**	**74.21**	**6.36**	**2,836.31**
Balance as at 01 April 2018	871.29	765.30	584.83	534.32	74.21	6.36	2,836.31
Additions	617.44	261.03	180.13	235.24	69.93	0.44	1,364.21
Deletions	(63.89)	(8.28)	(4.96)	(14.19)	(1.01)	-	(92.33)
Disposal of subsidiary (Refer Note 33)	(55.94)	(16.95)	(56.61)	(7.17)	(5.64)	-	(142.31)
Forex (net)	10.18	2.14	-	4.32	0.39	0.20	17.23
Closing balance as at 31 March 2019	**1,379.08**	**1,003.24**	**703.39**	**752.52**	**137.88**	**7.00**	**3,983.11**
Balance as at 01 April 2019	1,379.08	1,003.24	703.39	752.52	137.88	7.00	3,983.11
Additions	279.48	192.73	179.01	148.08	47.77	4.60	851.67
Additions through Business combinaton	132.71	28.82	19.60	61.59	3.49	3.58	249.79
Deletions	(0.51)	(0.51)	(4.44)	(0.79)	(1.40)	(0.32)	(7.97)
Forex (net)	29.51	4.79	4.43	6.53	0.99	0.30	46.55
Closing balance as at 31 March 2020	**1,820.27**	**1,229.07**	**901.99**	**967.93**	**188.73**	**15.16**	**5,123.15**
Balance as at 01 April 2020	1,820.27	1,229.07	901.99	967.93	188.73	15.16	5,123.15
Additions	63.77	24.37	27.14	14.22	4.01	1.46	134.97
Deletions	-	-	-	(0.01)	(0.04)	(0.06)	(0.11)
Forex (net)	(5.29)	(0.94)	(0.91)	(1.29)	(0.16)	(0.07)	(8.66)
Closing balance as at 30 November 2020	**1,878.75**	**1,252.50**	**928.22**	**980.85**	**192.54**	**16.49**	**5,249.35**
Accumulated depreciation							
Balance as at 01 April 2017	41.83	67.76	26.93	99.48	15.34	0.49	251.83
Depreciation charge	120.22	81.43	44.56	80.71	19.52	0.66	347.10
Disposals/ discards	(5.30)	(0.18)	(3.33)	(1.27)	(0.07)	(0.05)	(10.20)
Forex (net)	0.04	0.02	0.02	-	-	-	0.08
Closing balance as at 31 March 2018	**156.79**	**149.03**	**68.18**	**178.92**	**34.79**	**1.10**	**588.81**
Balance as at 01 April 2018	156.79	149.03	68.18	178.92	34.79	1.10	588.81
Depreciation charge	185.53	114.05	90.39	92.85	28.41	1.52	512.75
Disposals/ discards	(6.06)	(0.86)	(1.04)	(2.82)	(0.22)	-	(11.00)
Disposal of subsidiary (Refer Note 33)	(55.94)	(16.95)	(56.61)	(7.17)	(5.64)	-	(142.31)
Forex (net)	1.15	0.57	-	0.61	0.14	0.03	2.50
Closing balance as at 31 March 2019	**281.47**	**245.84**	**100.92**	**262.39**	**57.48**	**2.65**	**950.75**
Balance as at 01 April 2019	281.47	245.84	100.92	262.39	57.48	2.65	950.75
Depreciation charge	343.85	145.19	69.97	136.37	44.97	2.06	742.41
Depreciation charge on acquisition through Business combination	49.34	15.45	5.67	24.12	2.00	2.24	98.82
Disposals/ discards	(0.49)	(0.29)	(2.59)	(0.48)	(1.38)	(0.21)	(5.44)
Forex (net)	9.98	1.69	1.01	1.36	0.50	0.14	14.68
Closing balance as at 31 March 2020	**684.15**	**407.88**	**174.98**	**423.76**	**103.57**	**6.88**	**1,801.22**
Balance as at 01 April 2020	684.15	407.88	174.98	423.76	103.57	6.88	1,801.22
Depreciation charge	141.63	103.05	56.11	83.45	33.35	1.77	419.36
Disposals/ discards	-	-	-	-	(0.04)	(0.02)	(0.06)
Forex (net)	(3.60)	(0.46)	(0.29)	(0.44)	(0.13)	(0.05)	(4.97)
Closing balance as at 30 November 2020	**822.18**	**510.47**	**230.80**	**506.77**	**136.75**	**8.58**	**2,215.55**
Net carrying amount as at							
31-Mar-18	714.50	616.27	516.65	355.40	39.42	5.26	2,247.50
31-Mar-19	1,097.61	757.40	602.47	490.13	80.40	4.35	3,032.36
31-Mar-20	1,136.12	821.19	727.01	544.17	85.16	8.28	3,321.93
30-Nov-20	1,056.57	742.03	697.42	474.08	55.79	7.91	3,033.80

Note No.

5 Right-of-use assets

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Cost				
Opening balance	**6,688.57**	**5,559.92**	**4,526.57**	**3,492.37**
Acquired on business combination	-	364.02	-	-
Additions	91.38	1,037.68	1,236.80	1,125.56
Adjustment due to modification	88.53	(45.04)	-	-
Deletions	(213.42)	(261.30)	(229.96)	(95.19)
Forex	(7.24)	33.29	26.51	3.83
Closing balance	**6,647.82**	**6,688.57**	**5,559.92**	**4,526.57**
Accumulated depreciation				
Opening balance	**2,673.86**	**2,013.58**	**1,587.42**	**1,255.43**
Additions	389.01	587.12	483.59	407.71
Acquired on business combination	-	144.56	-	-
Deletions	(147.53)	(83.07)	(62.24)	(75.83)
Forex	(2.15)	11.67	4.81	0.11
Closing balance	**2,913.19**	**2,673.86**	**2,013.58**	**1,587.42**
Net carrying value as at the end of the year / period	**3,734.63**	**4,014.71**	**3,546.34**	**2,939.15**

Note No.

6 Goodwill

A reconciliation of the carrying amount of goodwill at the beginning and end of the reporting period

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Cost or deemed cost	722.97	722.97	189.66	229.97
Total	**722.97**	**722.97**	**189.66**	**229.97**

Movement of Goodwill: Cost or deemed cost

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Opening balance	722.97	189.66	229.97	229.97
Additional amounts recognised from business combinations / derecognised on account of discontinued operations (Refer note 33)	-	583.31	(40.31)	-
Impairment of goodwill pertaining to Red Apple Kitchen Consultancy Private Limited	-	(50.00)	-	-
Closing balance	**722.97**	**722.97**	**189.66**	**229.97**

Allocation of goodwill to cash generating units:

For the purpose of impairment testing, goodwill has been allocated to cash-generating units in the following manner.

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Cash generating units				
Outlets operating with the brand name				
Johny Rocket	-		-	40.31
Barbeque-Nation	189.66	189.66	189.66	189.66
Toscano / Café Toscano	583.31	583.31	-	-
Total	**772.97**	**772.97**	**189.66**	**229.97**

The recoverable amount of the above cash generating units have been determined based on a value in use approach by considering cash flow projections approved by the management. For its impairment assessment as at March 31, 2020 and November 30, 2020, the management has assessed the impact of the Covid-19 pandemic on the operations and forecasted cash flows. The following inputs have been used for arriving the said recoverable amount.

Outlets operating with the brand name "Johny Rocket"

Particulars	As at
	31-Mar-18
Input considered	
Discount rate	17.23%
Growth rate	5.00%

Outlets operating with the brand name "Barbeque-Nation" and "Toscano" / "Café Toscano"

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Input considered				
Discount rate	18.00%	18.00%	13.00%	12.00%
Growth rate	2.00%	2.00%	4.00%	5.00%

In respect of restaurant outlets acquired and operating with the brand name Barbeque-Nation, an analysis of the sensitivity of the computation to a change in key parameters based on reasonably probable assumptions, did not identify any probable scenario in which the value-in use would decrease below the carrying amount.

In respect of restaurant outlets operating with the brand name "Toscano" / "Café Toscano", the above assessment resulted in impairment of goodwill amounting Rs. 50 for the year ended March 31, 2020 and Rs. Nil for the eight month period ended November 30, 2020.

As explained in note no 30H, given the uncertainty regarding the duration, extent and ultimate impact of the COVID-19 pandemic, the Group cannot estimate with any precision the impact on its prospective financial performance and accordingly the impact may be different from that estimated as at the date of approval of these restated financial statements.

Note No. 7 **Restated Consolidated Statement of Other Intangible assets**

Particulars	Other Intangible assets			
	Liquor licenses	Software and licenses	Brand name	Total
Balance as at 01 April 2017	33.04	12.58	29.48	75.10
Additions	-	8.14	-	8.14
Deletions	-	-	-	-
Forex (net)	-	(0.20)	-	(0.20)
Closing balance as at 31 March 2018	**33.04**	**20.52**	**29.48**	**83.04**
Balance as at 01 April 2018	33.04	20.52	29.48	83.04
Additions	0.50	17.85	-	18.35
Deletions	-	(0.28)	-	(0.28)
Disposal of subsidiary (Refer Note 33)	(24.72)	(0.30)	-	(25.02)
Forex (net)	-	0.08	-	0.08
Closing balance as at 31 March 2019	**8.82**	**37.87**	**29.48**	**76.17**
Balance as at 01 April 2019	8.82	37.87	29.48	76.17
Additions	0.60	19.62	-	20.22
Additions through Business combinaton	2.25	-	-	2.25
Deletions	-	-	-	-
Forex (net)	-	0.13	-	0.13
Closing balance as at 31 March 2020	**11.67**	**57.62**	**29.48**	**98.77**
Balance as at 01 April 2020	11.67	57.62	29.48	98.77
Additions	-	-	0.45	0.45
Deletions	-	-	-	-
Forex (net)	-	(0.03)	-	(0.03)
Closing balance as at 30 November 2020	**11.67**	**57.59**	**29.93**	**99.19**
Accumulated amortisation				
Balance as at 01 April 2017	7.30	2.92	-	10.22
Depreciation charge	5.57	5.29	-	10.86
Disposals/ discards	-	-	-	-
Forex (net)	-	-	-	-
Closing balance as at 31 March 2018	**12.87**	**8.21**	**-**	**21.08**
Balance as at 01 April 2018	12.87	8.21	-	21.08
Depreciation charge	18.52	6.77	-	25.29
Disposals/ discards	-	(0.09)	-	(0.09)
Disposal of subsidiary (Refer Note 33)	(24.72)	(0.30)	-	(25.02)
Forex (net)	-	0.04	-	0.04
Closing balance as at 31 March 2019	**6.67**	**14.63**	**-**	**21.30**
Balance as at 01 April 2019	6.67	14.63	-	21.30
Depreciation charge	0.16	9.94	-	10.10
Disposals/ discards				-
Forex (net)	-	0.12	-	0.12
Closing balance as at 31 March 2020	**6.83**	**24.69**	**-**	**31.52**
Balance as at 01 April 2020	6.83	24.69	-	31.52
Depreciation charge	3.38	8.00	0.45	11.83
Disposals/ discards	-	-	-	-
Forex (net)	-	(0.03)	-	(0.03)
Closing balance as at 30 November 2020	**10.21**	**32.66**	**0.45**	**43.32**
Net carrying value as at				
31-Mar-18	20.17	12.31	29.48	61.96
31-Mar-19	2.15	23.24	29.48	54.87
31-Mar-20	4.84	32.93	29.48	67.25
30-Nov-20	1.46	24.93	29.48	55.87

Note No.

8 Restated Consolidated Statement of Loans (non-current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Carried at amortised cost				
Security deposits				
Considered good	303.60	289.15	232.39	212.06
Credit impaired	30.59	30.94	-	-
Less: Allowance for doubtful deposits- credit impaired	(30.59)	(30.94)	-	-
Total	**303.60**	**289.15**	**232.39**	**212.06**

9 Restated Consolidated Statement of Other financial assets (non-current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Carried at amortised cost				
Deposit with related parties	-	-	0.21	0.21
Balances held as margin money or security	13.17	21.59	15.04	11.39
Total	**13.17**	**21.59**	**15.25**	**11.60**

The above includes deposit with a private company in which a director of the Company is a member or director:

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Sara Suole Private Limited	-	-	0.21	0.21
Purpose: The above fund is given as a security deposit towards lease of buildings				

10 Restated Consolidated Statement of Other non-current assets

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Unsecured, considered good:				
Capital advances	-	-	6.24	151.32
Amounts paid to statutory authorities under protest	30.10	29.77	10.62	9.62
Other security deposits	19.77	27.47	16.44	11.63
Total	**49.87**	**57.24**	**33.30**	**172.57**

11 Restated Consolidated Statement of Inventories

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
(At lower of cost and net realisable value)				
Food & beverages	138.24	133.79	139.82	151.15
Stores & consumables	20.39	15.46	52.91	38.65
Total	**158.63**	**149.25**	**192.73**	**189.80**

During the year ended March 31, 2020, the cost of inventories recognised as an expense includes Rs. 36.67 in respect of write-downs of inventory to net realisable value pursuant to temporary lockdown of restaurant outlets on account of COVID-19 pandemic.

12 Restated Consolidated Statement of Investments (current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Investments carried at fair value through profit or loss				
Investment in mutual funds (quoted)				
SBI PLFReg Plan Daily dividend				
Cost of investment	-	-	-	0.01
Number of mutual fund units	-	-	-	2.46
Total	**-**	**-**	**-**	**0.01**
Aggregate net asset value of quoted investments in mutual funds	**-**	**-**	**-**	**0.01**

Note No.

13 Restated Consolidated Statement of Trade Receivables

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Trade receivables (unsecured) consist of following				
Considered good	40.99	21.51	48.99	55.95
Credit impaired	1.68	1.65	14.68	2.52
	42.67	**23.16**	**63.67**	**58.47**
Less: Allowance credit loss	(1.68)	(1.65)	(14.68)	(2.52)
Total	**40.99**	**21.51**	**48.99**	**55.95**

The Group's business is predominantly retail in nature on 'cash and carry' basis which is largely through cash and credit card collections. The credit risk on such credit card collections is minimal, since they are primarily owned by card issuing banks. The Group also has certain receivables from corporates on credit terms ranging upto 60 days.

The Group uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward-looking estimates are analysed.

Movement in allowance for doubtful debts is as follows:

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Opening balance	1.65	14.68	2.52	2.48
Movement in expected credit loss (ECL) allowance on trade receivables at lifetime ECL	-	-	12.16	2.50
Written-off during the period / year	0.03	(13.03)	-	(2.46)
Closing balance	**1.68**	**1.65**	**14.68**	**2.52**

14 Restated Consolidated Statement of Cash and cash equivalents

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Cash on hand	20.76	2.50	18.39	11.77
Balances with banks :				
In current accounts	55.88	144.46	101.42	366.15
In deposit accounts	0.08	-	-	58.30
Cash and cash equivalents as per restated consolidated statement of assets and liabilities	**76.72**	**146.96**	**119.81**	**436.22**
Add: Investments in liquid mutual funds in the nature of "Cash and cash equivalents" (Refer note 12)	**-**	**-**	**-**	**0.01**
Cash and cash equivalents as per restated consolidated statement of cash flows	**76.72**	**146.96**	**119.81**	**436.23**

15 Restated Consolidated Statement of other financial assets (current)

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Balances held as margin money or security	11.00	36.10	6.21	-
Interest accrued on fixed deposits	5.38	5.79	3.87	3.03
Total	**16.38**	**41.89**	**10.08**	**3.03**

Note No.

16 **Restated Consolidated Statement of Other current assets**

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Advance to employees	30.46	27.69	5.97	14.41
Less: Allowance for bad and doubtful advances	(3.10)	-	-	-
Prepaid expenses	64.89	72.54	115.48	96.62
Advances paid for supply of materials / rendering of services				
Unsecured, considered good	58.90	65.95	50.40	22.13
Doubtful	18.17	9.93	9.96	11.23
	77.07	75.88	60.36	33.36
Less: Allowance for bad and doubtful advances	(18.17)	(9.93)	(9.96)	(11.23)
	58.90	**65.95**	**50.40**	**22.13**
Balance with Government authorities	9.92	10.95	4.75	18.43
Unamortised share issue expenses *	132.76	136.18	75.08	72.78
Total	**293.83**	**313.31**	**251.68**	**224.37**

***** The Company has incurred expenses towards proposed Initial Public Offering of its equity shares. The Company expects to recover certain amounts from the shareholders and the balance amount would be charged-off to securities premium account in accordance with Section 52 of the Companies Act, 2013 upon the shares being issued.

Movement in allowance for bad and doubtful advances

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Opening balance	9.93	9.96	9.96	9.96
Additional provision during the year	11.34	5.95	-	-
Written-off during the year	-	(5.98)	-	-
Closing balance	**21.27**	**9.93**	**9.96**	**9.96**

Note No.

17 Restated Statement of Share Capital

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Authorised capital				
Equity shares of Rs.5/- each, with voting rights				
Number of shares	6,00,00,000	6,00,00,000	6,00,00,000	6,00,00,000
Amount	300.00	300.00	300.00	300.00
Issued, subscribed and paid-up capital				
Equity shares of Rs.5/- each, fully paid-up, with voting rights				
Number of shares	2,79,91,788	2,79,91,788	2,79,84,014	2,75,99,014
Amount	139.96	139.96	139.92	138.00
Total paid-up capital	**139.96**	**139.96**	**139.92**	**138.00**

Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the year

Particulars	Number of shares	Amount
Outstanding at the 1 April 2017	**2,70,24,014**	**135.12**
Add: Issued during the year #	5,75,000	2.88
Outstanding at the 31 March 2018	**2,75,99,014**	**138.00**
Add: Issued during the year #	3,85,000	1.92
Outstanding at the 31 March 2019	**2,79,84,014**	**139.92**
Add: Issued during the period #	7,774	0.04
Outstanding at the 31 March 2020	**2,79,91,788**	**139.96**
Add: Issued during the period #	-	-
Outstanding at the 30 November 2020	**2,79,91,788**	**139.96**

#
(i) 7,774 equity shares of Rs. 5 each were issued to employees pursuant to Employee stock options scheme
(ii) 385,000 equity shares of Rs.5 each were issued to Partner Reinsurance Europe SE at a premium of Rs.827 per share on April 12, 2018
(iii) 575,000 equity shares of Rs. 5 each were issued to Alchemy India Long-term Fund Ltd at a premium of Rs. 827 per share on March 29, 2018.

Terms & Rights attached to each class of shares:

The Company has only one class of equity share having a par value of Rs.5/- each. Holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. However, as on date no such preferential amount exists. The distribution will be in proportion to number of equity shares held by the shareholders.

Details of shares held by each shareholder holding more than 5% shares

Name of shareholders	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Sayaji Housekeeping Services Limited				
Number of equity shares of Rs. 5 each	1,26,21,116	1,26,21,116	1,26,21,116	1,26,21,116
Percentage of holding (%)	45.09%	45.09%	45.10%	45.73%
Tamara Private Limited				
Number of equity shares of Rs. 5 each	60,78,402	60,78,402	60,78,402	60,78,402
Percentage of holding (%)	21.71%	21.71%	21.72%	22.02%
Pace Private Limited				
Number of equity shares of Rs. 5 each	31,82,964	31,82,964	31,82,964	31,82,964
Percentage of holding (%)	11.37%	11.37%	11.37%	11.53%
Kayum Razak Dhanani				
Number of equity shares of Rs. 5 each	12,98,684	12,98,684	13,98,684	13,98,684
Percentage of holding (%)	4.64%	4.64%	5.00%	5.07%

Number of equity shares reserved for issuance

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Equity shares of Rs. 5/- each to eligible employees under Employee Stock Option Scheme	9,24,706	9,24,706	5,32,480	5,32,480

Note no.

18 Restated Consolidated Statement of Reserves and Surplus

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Securities premium account				
Opening balance	1,631.01	1,628.42	1,330.43	864.80
Add: Premium on shares issued during the year / period	-	-	318.39	475.53
Add: Premium received on exercise of stock options	-	2.59	-	-
Less: Share issue expenses	-	-	(20.40)	(9.90)
Closing balance [A]	**1,631.01**	**1,631.01**	**1,628.42**	**1,330.43**
Share based payment reserve				
Opening balance	47.31	35.98	28.58	9.62
Add: Charge for the year	39.37	13.12	7.40	18.96
Less: Transfer to securities premium on account of exercise	-	(1.61)	-	-
Less: Transfer to retained earnings on account of forfeiture / replacement	(56.80)	(0.18)	-	-
Closing balance [B]	**29.88**	**47.31**	**35.98**	**28.58**
Foreign currency translation reserve				
Opening balance	(44.05)	(23.32)	(3.24)	(0.19)
Add: Additions during the year / period	14.89	(20.73)	(20.08)	(3.05)
Closing balance [C]	**(29.16)**	**(44.05)**	**(23.32)**	**(3.24)**
Retained earnings				
Opening balance, as restated	(1,715.07)	(464.72)	(43.88)	50.84
Add: Transfer on forfeiture of options	56.80	0.18	-	-
Less: Gross obligation towards put option given to non-controlling interests	-	(887.13)		
Less: De-recognition of gross obligation towards put option given to non-controlling interests (Refer note 22)	718.50	-	-	-
Add: Restated profit for the year / period	(987.20)	(323.91)	(383.86)	(58.00)
Add/(Less) : Remeasurement gain/(loss) recognised in Other comprehensive Income (net of tax)	6.04	(5.76)	(3.25)	(4.20)
Less: Dividend on equity shares	-	(27.98)	(27.98)	(27.02)
Less: Dividend distribution tax	-	(5.75)	(5.75)	(5.50)
Closing balance [D]	**(1,920.93)**	**(1,715.07)**	**(464.72)**	**(43.88)**
Grand total [A+B+C+D]	**(289.20)**	**(80.80)**	**1,176.36**	**1,311.89**

Nature and purpose of other reserves

Securities premium account : Securities premium account is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Share based payment reserve: The fair value of the equity-settled share based payment transactions with employees is recognised in statement of profit and loss with corresponding credit to employee stock options outstanding account. The amount of cost recognised is transferred to share premium on exercise of the related stock options.

Foreign currency translation reserve: The translation reserve comprise all foreign currency differences arising from the translation of the financial statements of foreign operations, as well as the effective portion of any foreign currency differences arising from hedges of a net investment in a foreign operation.

Retained earnings : Retained earnings are the profit / loss that the Group has earned / incurred till date, less any transferes to other reserves, dividends or other distributions paid to its equity shareholders.

19 Non-controlling interests

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Balance at beginning of year / period	52.31	-	-	-
Non-controlling interests arising on the acquisition of Red Apple Kitchen Consultancy Private Limited (Refer Note 33)	-	57.68	-	-
Share of profit / (loss)	(19.28)	(5.37)	-	-
Balance at end of year / period	**33.03**	**52.31**	**-**	**-**

Note No.

20 Restated Consolidated Statement of Borrowings

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Secured loans				
Term loans from banks (Refer Note 20(i))	1,593.45	1,561.05	1,420.47	1,089.83
Vehicle loans	4.01	1.32	0.99	1.62
Term loans from financial institutions	494.05	472.60	-	-
Working capital loans (Refer Note 20(ii))	150.11	149.42	50.06	35.12
Unsecured loans				
Commercial paper with IndusInd Bank	-	-	-	150.00
Unsecured loan from director	20.00	-	-	-
Working capital loans (Refer Note 20(iii))	208.20	265.24	107.04	-
Total Borrowings	**2,469.82**	**2,449.63**	**1,578.56**	**1,276.57**
Total borrowings represented by:				
Non-current borrowings	1,355.08	1,650.64	1,092.96	854.35
Current borrowings	378.31	414.66	157.10	185.12
Current maturities of non-current borrowings from banks (included in other financial liabilities)	504.53	293.87	328.50	237.10
Current maturities of non-current borrowings from financial institutions (included in other financial liabilities)	231.90	90.46	-	-
Total	**2,469.82**	**2,449.63**	**1,578.56**	**1,276.57**

Barbeque-Nation Hospitality Limited
Notes to Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Consolidated Statement of Secured Loans, as restated

Note No. 20 (i) **Principal Terms and Conditions of Long Term Borrowings as at November 30, 2020:**

No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
1	Navi Finserv Private Limited	253.65	14%	In 33 defined monthly installments	27	1)Second paripassu charge over all current assets and moveable fixed assets of the Company, both present and future. 2) General lien and second raking paripassu set off right on all the assets of the Company, both current and future 3) Exclusive pledge over 35% of the aggregate share capital of Red Apple Kitchen Consultancy Private Limited (on a fully diluted basis) acquired by the Company.
2	Vivriti Capital Private Limited	240.40	14%	In 36 defined monthly installments	32	1)Second paripassu charge over all current assets and moveable fixed assets of the Company, both present and future 2) General lien and second raking paripassu set off right on all the assets of the Company, both current and future. 3) Exclusive pledge over the shares of Red Apple Kitchen Consultancy Private Limited acquired by the Company in proportion to the loan availed towards the acqusition of such shares.
3	ICICI Bank Ltd	304.38	1 Year MCLR plus spread, to be reset annually (current rate - 9.25%)	In 60 defined monthly installments after a moratorium of six months	44	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
4	ICICI Bank Ltd	1.54	1 Year MCLR plus spread, to be reset annually (current rate - 9.25%)	In 7 equal monthly installments starting from Sep 2020 to March 2021	5	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future 2.The Brand of the Company
5	ICICI Bank Ltd	1.70	1 Year MCLR plus spread, to be reset annually (current rate - 9.25%)	In 7 equal monthly installments starting from Sep 2020 to March 2021	5	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
6	HDFC Car Loan1	0.46	8.75%	Repayable in 36 equated monthly installments	27	Hypothecation of underlying vehicle in favor of lender
7	HDFC Car Loan2	0.60	8.75%	Repayable in 36 equated monthly installments	27	Hypothecation of underlying vehicle in favor of lender

Barbeque-Nation Hospitality Limited
Notes to Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Consolidated Statement of Secured Loans, as restated

Note No. 20 (i) **Principal Terms and Conditions of Long Term Borrowings as at November 30, 2020:**

No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
8	HDFC Car Loan3	0.79	8.75%	Repayable in 36 equated monthly installments	35	Hypothecation of underlying vehicle in favor of lender
9	HDFC Car Loan4	1.52	8.50%	Repayable in 36 equated monthly installments	26	Hypothecation of underlying vehicle in favor of lender
10	Yes Bank Limited	20.00	1 Year MCLR plus 155 bps (current rate - 9.70%)	In 20 equal quarterly installments	8	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
11	Yes Bank Limited	0.05	1 Year MCLR plus 155 bps (current rate - 9.70%)	In 9 equal quarterly installments	8	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
12	Yes Bank Limited	2.02	1 Year MCLR plus 155 bps (current rate - 9.70%)	In 9 equal quarterly installments	8	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
13	Yes Bank Limited	21.05	1 Year MCLR plus 155 bps (current rate - 9.70%)	In 19 defined quarterly installments	8	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
14	Axis Bank Limited	340.00	1 Year MCLR plus 0.40% (current rate - 9.25%)	In 60 equal monthly installments after a moratium of six months	51	Paripassu first charge by way of hypothecation on entire current assets and movable fixed assets of the Company (both present and future), along with other term lenders.
15	Axis Bank Limited Foreign Currency Term Loan - (USD)	12.34	6 month LIBOR plus 450 bps (current rate - 7.39%	In 60 equal monthly instalments	13	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company

Barbeque-Nation Hospitality Limited
Notes to Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Consolidated Statement of Secured Loans, as restated

Note No. 20 (i) **Principal Terms and Conditions of Long Term Borrowings as at November 30, 2020:**

No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
16	Axis Bank Limited (USD)	12.63	6 month LIBOR plus 450 bps (current rate - 6.62%	In 60 equal monthly instalments	13	Paripassu first charge along with other term lenders on Barbeque Nation Hospitality Ltd 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
17	Axis Bank Limited	61.50	12 month MCLR plus 1% (current rate - 9.70%)	In 60 equal monthly instalments	41	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
18	Axis Bank Limited	243.68	1 Y MCLR plus 0.85% (current rate - 9.40%)	54 defined monthly installments after a moratarium of six months.	53	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
19	Axis Bank Limited	19.32	12 month MCLR plus 1% (current rate - 9.70%)	In 42 defined monthly instalments	16	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company

Barbeque-Nation Hospitality Limited
Notes to Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Consolidated Statement of Secured Loans, as restated

Note No. 20 (i) **Principal Terms and Conditions of Long Term Borrowings as at November 30, 2020:**

No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
20	Axis Bank Limited	1.43	8.50%	In 6 equal monthly instalments	5	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
21	Axis Bank Limited	2.93	8.50%	In 41 monthly instalments	40	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
22	Axis Bank Limited	0.91	8.50%	In 16 monthly instalments	15	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
23	Axis Bank Limited	15.57	8.50%	In 50 monthly instalments	49	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company

Barbeque-Nation Hospitality Limited
Notes to Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Consolidated Statement of Secured Loans, as restated

Note No. 20 (i) **Principal Terms and Conditions of Long Term Borrowings as at November 30, 2020:**

No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
24	Axis Bank Limited	11.79	8.50%	In 53 monthly instalments	52	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
25	Axis Bank Limited	0.83	8.50%	In 5 monthly instalments	5	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
26	Axis Bank Limited	38.64	Agreegate of the applicable :-6 months LIBOR and Margin	In 10 defined half yearly installments from May 2018 to December 2022	5	letter of credit issued By Axis bank Limited ,India
27	Yes Bank Limited	468.35	6 Month LIBOR plus 300 bps	24 equal quarterly installments from February 2019 to November 2024	19	First pari passu charge 1) On all current assets, movable fixed assets (present and future) including security deposits of BBQ India; 2) On BBQ India brand and other intangible assets and 3) Irrevocable, unconditional corporate guarantee of BBQ India (BR Backed).
28	Bank of Baroda car loan 1	0.20	3.25%	Monthly installments	5	Personal guarantee of Mr.Mansoor Mohmed ismail memon
29	Bank of Baroda car loan 2	0.22	3.25%	Monthly installments	16	Personal guarantee of Mr.Mansoor Mohmed ismail memon
30	Bank of Baroda car loan 3	0.22	3.25%	Monthly installments	16	Personal guarantee of Mr.Mansoor Mohmed ismail memon
31	HDFC Bank Ltd	2.79	12.00%	In 18 equal monthly instalments starting from January 2020 to June 2021 including 6 months of COVID moratorium	7	Nil

Barbeque-Nation Hospitality Limited
Notes to Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Consolidated Statement of Secured Loans, as restated

Note No. 20 (i) **Principal Terms and Conditions of Long Term Borrowings as at November 30, 2020:**

No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
32	Bank of India	10.00	RBLR (6.85%)+ spread of 1.5%	In 35 equal monthly instalments starting from January 2021 to Nov 2023	35	Hypothecation on Stock and debtors
		2,091.51				

Barbeque-Nation Hospitality Limited
Notes to Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Restated Consolidated Statement of Working capital loans , as restated

Note No. 20 **Principal Terms and Conditions of working capital loans as at November 30, 2020**

Secured borrowings

(ii)

No	Name of Lender	Amount outstanding as at Nov 30, 2020	Rate of Interest (p.a)	Repayment terms	No. of Instalments outstanding as at Nov 30, 2020	Prepayment Charges	Security
1	Axis Bank Limited	50.00	9.15% (1M MCLR +0.65%)	On Demand	Not Applicable	NA	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
2	ICICI Bank Limited	100.11	9.25% (6M MCLR +0.25%)	On Demand	Not Applicable	NA	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
	Total	**150.11**					

Unsecured borrowings

(iii)

No	Name of Lender	Amount outstanding as at Nov 30, 2020	Rate of Interest (p.a)	Repayment terms
1	Indusind Bank Limited	127.47	1Y MCLR +0.15 BPS (9%)	On Demand
2	Bank of India	0.17	RBLR (8.00%)+BSP (0.30)+ spread of 1.5%	Hypothecation on Stock & debtors
3	"A" Treds	44.44	As per bank Bid	On Demand
4	Raoof Dhanani, Director	20.00	Nil	On Demand
5	Axis bank credit card	36.12	As per bank Bid	Repayable in fifty two days credit period
	Total	**228.20**		

Note No.

21 Lease liabilities

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Opening balance	**4,815.73**	**4,199.67**	**3,507.34**	**2,707.10**
Acquired on business combination	-	216.67	-	-
Addition	86.55	1,016.77	1,168.80	1,084.34
Adjustment due to modification	84.35	(45.04)	-	-
Accretion of interest	340.85	481.29	398.93	367.93
Payments	(300.61)	(874.72)	(710.18)	(596.50)
Rent concessions (Refer note 31)	(327.43)	-	-	-
Deletion	(117.77)	(211.39)	(190.64)	(59.43)
Forex	(5.93)	32.48	25.42	3.90
Closing balance	**4,575.74**	**4,815.73**	**4,199.67**	**3,507.34**
Current	502.19	487.74	577.76	494.18
Non-current	4,073.55	4,327.99	3,621.91	3,013.16

Maturity analysis: Contractual undiscounted cash flows

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Less than one year	950.90	969.09	842.82	721.94
One to five years	3,309.23	4,063.70	3,345.09	3,483.54
More than five years	2,657.59	2,417.59	3,435.75	4,326.15
Total	**6,917.72**	**7,450.38**	**7,623.66**	**8,531.63**

Note No.

22 Other financial liabilities
(Classified under non-current liabilities)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Gross obligation towards put option given to non-controlling interests	674.25	887.13	-	-
Add: Accreation of interest	44.25	23.29	-	-
Less: Write back of gross obliagtion (Refer note below)	-	(236.17)	-	-
Less: De-recognition of gross obligation (Refer note below)	(718.50)			
Total	**-**	**674.25**	**-**	**-**

Refer note 33 for details of acquisition of Red Apple Kitchen Consultancy Private Limited ("Red Apple")
Note:
The non-controlling interests in Red Apple were entitled for put options to sell their equity shares in accordance with the terms of underlying agreement with shareholders. Should the option be exercised, the Company had to settle such liability by payment of cash. As at the acquisition date, the amount that may become payable on the exercise of option was recognised as a financial liability at its present value with a corresponding charge directly to the shareholders' equity. The amount so recognised on acquisition date was determined by the managenent based on information available as at such date. The finance cost on such gross obligation recognised as financial liability was computed at 10.5% per annum from the date of acquisition.

As at March 31, 2020, the management had re-estimated the gross obligation that may become payable due to significant changes in the business and economic conditions pursuant to COVID-19 pandemic. Based on such revised estimate, the carrying value of gross obligations as at March 31, 2020 required reduction by Rs. 236.17 which was recognised under exceptional items for the year ended March 31, 2020.

Pursuant to the terms of understanding entered into between the Group and put option holders on November 16, 2020, put option stands cancelled and accordingly, the carrying value of the gross obligation amounting Rs. 718.50 as on this date has been derecognised and the corresponding credit has been adjusted in retained earnings

23 Restated Consolidated Statement of Provisions (non-current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Provision for employee benefits:				
Compensated absences	7.83	7.95	24.03	12.23
Gratuity	37.41	38.65	31.93	27.78
Provision for asset retirement obligations	40.40	38.72	58.11	47.28
Total	**85.64**	**85.32**	**114.07**	**87.29**

24 Restated Consolidated Statement of Other non-current liabilities

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Deferred Government grant	-	-	-	1.71
Total	**-**	**-**	**-**	**1.71**

25 Restated Consolidated Statement of Trade Payables

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Other than Acceptances				
Total outstanding dues of micro enterprises and small enterprises	27.54	8.67	1.03	-
Total outstanding dues of creditors other than micro enterprises	1,576.54	1,116.46	767.27	673.29
Total	**1,604.08**	**1,125.13**	**768.30**	**673.29**

Disclosure required under section 22 of the micro, small and Medium Enterprises Development Act, 2006:

	As at			
Particulars	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year / period	24.84	8.67	1.03	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year / period	2.70	-	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-	-	-
(iv) The amount of interest due and payable for the year / period	-	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year / period	-	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-	-

Note: The Micro and Small Enterprises have been identified on the basis of information available with the Company and this has been relied upon by the auditors.

Note No.

26 Restated Consolidated Statement of Other financial liabilities (current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Current maturities of long-term borrowings				
From banks	504.53	293.87	328.50	237.10
From financial institutions	231.90	90.46	-	-
Interest accrued but not due on borrowings	40.00	8.26	3.39	3.44
Other payables				
Payables on purchase of property, plant and equipment	128.90	95.88	57.40	79.84
Total	**905.33**	**488.47**	**389.29**	**320.38**

27 Restated Consolidated Statement of Other current liabilities

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Payable towards statutory remittances	188.61	81.53	60.26	44.36
Contract liability				
Gift card liability (Refer note below)	29.42	34.06	19.68	19.48
Deferred government grant	-	-	-	3.00
Total	**218.03**	**115.59**	**79.94**	**66.84**

Note:
The Company recognised revenue from contractual liability in the statement of profit and loss in the following year / period

28 Restated Consolidated Statement of Provisions (current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Provision for employee benefits:				
Compensated absences	21.17	22.44	15.73	20.63
Gratuity	30.99	34.01	14.81	8.62
Provision for asset retirement obligations	3.38	6.26	3.00	3.00
Total	**55.54**	**62.71**	**33.54**	**32.25**

29 Restated Consolidated Statement of Current tax liabilities

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Provision - Others:				
Income tax (net of advance income tax)	24.31	10.61	39.70	53.14
Total	**24.31**	**10.61**	**39.70**	**53.14**

Barbeque-Nation Hospitality Limited
Notes to Restated Consolidated Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Note No. 30 **Restated Consolidated Statement of Operational Income and Expenses**

	Particulars	For the eight month period ended	For the year ended		
		30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
A	**Revenue from operations**				
	Sale of food & beverages	2,007.48	8,453.34	7,358.90	5,815.67
	Other operating revenues				
	Revenue from displays and sponsorships	0.09	2.43	6.56	24.27
	Share of profits and income from royalty	0.48	5.31	16.09	16.36
	Sale of scrap	0.84	2.23	3.07	2.49
	Other receipts from outdoor catering	-	1.96	-	3.29
	Others	1.14	4.43	5.54	1.29
	Total	**2,010.03**	**8,469.70**	**7,390.16**	**5,863.37**
	Expenses				
B	**Cost of food and beverages consumed (excluding figures relating to discontinued operations)**				
	Opening stock	133.79	139.82	148.35	113.23
	Add: Stock acquisition during the year / merged during the year	-	11.09	-	3.26
	Add: Purchases	768.75	2,904.87	2,467.72	2,010.27
		902.54	3,055.78	2,616.07	2,126.76
	Less Closing stock	(138.24)	(133.79)	(139.82)	(148.35)
	Total	**764.30**	**2,921.99**	**2,476.25**	**1,978.41**
C	**Employee benefits expense**				
	Salaries and wages	529.51	1,415.11	1,189.19	929.39
	Contributions to provident fund	33.45	77.13	50.41	42.35
	Gratuity expenses	9.58	18.11	9.48	7.22
	Expense on employee stock option scheme	13.49	13.12	7.40	18.96
	Staff welfare expenses	126.63	451.61	423.32	258.96
	Total	**712.66**	**1,975.08**	**1,679.80**	**1,256.88**
D	**Other operating expenses**				
	Consumption of stores & operating supplies	96.97	181.49	138.50	81.82
	Power and fuel	217.77	659.38	584.99	445.07
	Rent including lease rentals	111.85	162.03	146.87	44.79
	Repairs and maintenance:				
	Buildings	2.68	4.74	8.31	7.50
	Machinery	9.65	33.51	30.39	23.52
	Others	14.66	31.16	36.27	27.31
	House keeping services	19.74	140.72	180.42	150.05
	Water charges	13.26	45.33	38.10	30.09
	Insurance	11.37	15.19	16.02	10.62
	Rates and taxes	51.35	90.02	70.32	61.68
	Communication	22.38	42.99	42.69	30.89
	Travelling and conveyance	20.11	53.79	39.91	41.68
	Printing and stationery	9.95	41.65	36.42	23.48
	Laundry expenses	2.18	18.45	17.37	12.84
	Security service charges	5.38	19.86	23.87	21.72
	Recruitment expenses	0.07	2.35	4.19	2.14
	Business promotion	31.86	174.28	174.37	99.34
	Vehicle hiring charges	4.18	11.31	11.05	10.87
	Legal and professional	26.66	50.98	55.09	54.03
	Expense on phantom stock option scheme	-	-	-	17.17
	Payments to auditors (Refer details below)	5.62	7.67	7.40	5.21
	Parking charges	1.65	7.31	8.29	7.80
	Corporate social responsibility	-	0.20	5.60	2.16
	Provision for doubtful receivables and advances	11.34	10.86	12.16	2.50
	Loss on sale of property, plant and equipment (net)	-	1.85	-	-
	Miscellaneous expenses	72.53	123.36	86.89	51.23
	Total	**763.21**	**1,930.48**	**1,775.49**	**1,265.51**
	Payment to auditors:				
	(Excluding Rs. Nil for the eight month period ended November 30, 2020 Rs. 8.85 for the year ended March 31, 2020, Rs. 2.60 for the year ended March 31, 2019 and Rs. 7.36 for the year ended March 31, 2018, which are considered as unamortised share issue expenses under other current assets)				
	For statutory audit and quarterly reviews	3.93	4.50	3.50	3.05
	For statutory audit of subsidiaries (paid to other auditor)	1.69	1.86	2.92	1.37
	Reimbursement of expenses	-	0.50	0.30	0.20
	Taxes thereon	-	0.81	0.68	0.59
		5.62	**7.67**	**7.40**	**5.21**
E	**Finance costs**				
	Interest expense on:				
	Borrowings	161.27	172.77	98.12	111.31
	Provision for asset retirement obligations	2.88	3.56	4.12	3.62
	Interest on lease liabilities	340.85	481.33	394.32	350.73
	Gross obligation	44.25	23.29	-	-
	Others	20.27	0.33	0.82	-
	Receivable discounting charges	10.36	57.35	54.10	59.35
	Other bank charges	11.47	17.29	12.53	10.65
	Total	**591.35**	**755.92**	**564.01**	**535.66**

Note No.

30 Restated Consolidated Statement of Operational Income and Expenses

F Depreciation and amortisation

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Depreciation on property, plant and equipment	419.36	742.41	512.75	347.10
Depreciation on Right-of-use assets	389.01	587.12	483.59	407.71
Amortisation of intangible assets	11.83	10.1	25.29	10.86
Less : Accelerated depreciation considered under exceptional items	-	-	-	(12.36)
Total	**820.20**	**1,339.63**	**1,021.63**	**753.31**
from continuing operations	820.20	1,339.63	895.36	702.70
from discontinued operations	-	-	126.27	50.61

G EXCEPTIONAL ITEMS:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Net (gain)/ losses incurred on restaurant outlets closed/relocated (Refer note below)	(51.87)	22.37	102.72	(26.31)
Write back of gross obligation to acquire non-controlling interests in Red Apple (Refer note 22)	-	(236.17)	-	-
Expenses towards accelerated vesting of employee stock options surrendered	25.88	-	-	-
Offer document filing fees written off	5.32	-	-	-
Impairment of goodwill (Refer note 6)	-	50.00	-	-
Total	**(20.67)**	**(163.80)**	**102.72**	**(26.31)**

Note:
Includes additional payouts to lessor amounting Rs. 98.63 due to the termination of lease contracts during the year ended March 31, 2019.

H As explained in Note 3, the impact of the COVID-19 pandemic and the measures put in place to control the spread of virus, have triggered significant disruptions to the Group's operations and has resulted in material uncertainty that cast significant doubt on the Group's ability to continue as a going concern. The management has considered external and internal information in assessing the impact of COVID - 19 pandemic on its financial statements, including recoverability of its assets as at the Balance Sheet date. Given the uncertainty regarding the duration, extent and ultimate impact of the COVID-19 pandemic, the Group cannot estimate with any precision the impact on its prospective financial performance and accordingly the impact may be different from that estimated as at the date of approval of restated consolidated financial information. The Group will continue to closely monitor any material changes to future economic conditions.

Note No.

31 Restated Consolidated Statement of Other Income

Particulars	**For the eight month period ended**	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Other Income	356.05	38.24	35.25	41.11
Break-up of Other Income:				
Interest income on fixed deposits with banks	3.45	5.14	3.15	2.40
Interest income from other financial assets at amortised cost	19.14	17.07	14.81	12.25
Income from government grant	-	-	4.71	2.07
Provision no longer required	3.98	9.00	-	20.50
Net gain on fair value / sale of investments in mutual funds	-	-	-	2.83
Foreign exchange gain (net)	2.05	6.33	12.58	1.06
Others	-	0.70	-	-
Rent Concession due to COVID 19 (Refer note below)	327.43	-	-	-
Total	**356.05**	**38.24**	**35.25**	**41.11**

Note:
The Group has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24th July 2020 on IND- AS 116 for all rent concessions which are granted due to COVID-19 pandemic. Accordingly, these rent concessions confirmed for the period ended November 30, 2020 of Rs. 327.43 have been accounted as Other Income.

Note No.

32 Tax expense / (benefit):

Tax expenses recognised in Statement of Profit and Loss

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Continuing operations				
Current tax	-	49.35	184.36	154.46
Deferred tax	(258.49)	(56.63)	(40.56)	(30.62)
Deferred tax impact due to change in tax rate	-	85.20	-	-
Total	**(258.49)**	**77.92**	**143.80**	**123.84**
Discontinuing operations				
Current tax	-	-	(54.86)	-
Total	**-**	**-**	**(54.86)**	**-**
Total tax expense	**(258.49)**	**77.92**	**88.94**	**123.84**

The reconciliation between the income tax expense and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Profit before tax				
From continuing operations	(1,264.97)	(251.36)	(68.22)	191.63
From discontinued operations	-	-	(226.70)	(125.79)
Total operations	**(1,264.97)**	**(251.36)**	**(294.92)**	**65.84**
Add: Losses of foreign subsidiaries in non-taxable jurisdictions	113.87	323.46	455.61	133.25
Profit before tax of Indian Group Companies subject to Income Tax	**(1,151.10)**	**72.10**	**160.69**	**199.09**
Enacted income tax rate in India	25.17%	25.17%	34.94%	34.61%
Computed expected tax expense	**(289.71)**	**18.15**	**56.15**	**68.90**
Income tax effect on:				
Non-recognition of deferred tax asset on carry forward losses in subsidiaries	-	-	-	43.53
Change in tax rate (Refer note below)	-	85.20	-	-
Deduction u/s 80JJAA of Income tax Act, 1961	-	(12.42)	-	-
Tax impact on finance cost relating to gross obligation to acquire non-controlling interests in Red Apple	15.63	5.86	-	-
Tax impact on write back of gross obligation to acquire non-controlling interests in Red Apple	-	(59.44)	-	-
Impairment of goodwill	-	12.58	-	-
Expenses relating to closed outlets	-	8.95	-	-
Disallowance of loss on disposal of investments in subsidiary	-		31.28	-
Other non-deductible expenses under income tax	7.01	4.87	5.27	6.73
Adjustments recognised in respect of changes in tax WDV	3.26	6.12	-	-
Others	5.32	8.05	(3.76)	4.68
Income tax expense recognised in Statement of profit and loss	**-258.49**	**77.92**	**88.94**	**123.84**

Note:

The Government of India vide ordinance No 15 of 2019 dated September 20, 2019 amended the income tax provision by inserting section 115BAA. As per amended provisions, the Company has opted to pay tax at rate of 22% plus applicable surcharge and cess subject to the condition mentioned under the amendment provisions and recognised the effect of change by revising the annual effective income tax rate. Due to the reduced tax rate, the Company has re-measured its Net Deferred Tax Assets as at April 01, 2019 and the impact of this change has been recognized in the Statement of Profit and Loss for the year ended March 31, 2020 under "Tax Expense".

Movement in deferred tax balances

Particulars	For the eight month period ended 30-November-2020			
	Opening balance	Recognised in profit and Loss	Recognised in Other Comprehensive Income	Closing balance
Tax effect of items constituting deferred tax assets				
On business loss and unabsorbed depreciation	-	231.86	-	231.86
Property, Plant and Equipment	3.94	29.14	-	33.08
Lease liability (net of right-of-use asset)	210.60	4.72	-	215.32
Provision towards asset retirement obligations	11.33	(0.30)	-	11.03
Employee Benefits and other provisions	35.60	4.42	(1.78)	38.24
Others	16.43	(11.35)	-	5.09
Net deferred tax asset / (liabilities)	**277.90**	**258.49**	**(1.78)**	**534.61**

Note No.

32 **continued...**

Movement in deferred tax balances

Particulars	For the year ended 31-Mar-20				
	Opening balance	Impact due to reduction in tax rate	Recognised in profit and Loss	Recognised in Other Comprehensive Income	Closing balance
Tax effect of items constituting deferred tax liabilities					
Property, Plant and Equipment	(32.37)	9.06	27.25	-	3.94
Tax effect of items constituting deferred tax assets					
Lease liability (net of right-of-use asset)	262.96	(73.57)	21.21	-	210.60
Provision towards asset retirement obligations	19.76	(5.53)	(2.90)	-	11.33
Employee Benefits and other provisions	46.13	(12.91)	0.44	1.94	35.60
Others	8.05	(2.25)	10.63	-	16.43
Net deferred tax asset / (liabilities)	**304.53**	**(85.20)**	**56.63**	**1.94**	**277.90**

Particulars	For the year ended 31-Mar-19			
	Opening balance	Recognised in profit and Loss	Recognised in Other Comprehensive Income	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, Plant and Equipment	(20.44)	(11.93)	-	(32.37)
Tax effect of items constituting deferred tax assets				
Lease liability (net of right-of-use asset)	223.70	39.26	-	262.96
Provision towards asset retirement obligations	14.73	5.03	-	19.76
Employee Benefits and other provisions	37.85	6.54	1.74	46.13
Others	6.39	1.66	-	8.05
Net deferred tax asset / (liabilities)	**262.23**	**40.56**	**1.74**	**304.53**

Movement in deferred tax balances

Particulars	For the year ended 31-Mar-18			
	Opening balance	Recognised in profit and Loss	Recognised in Other Comprehensive Income	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, Plant and Equipment	(18.97)	(1.47)	-	(20.44)
Tax effect of items constituting deferred tax assets				
Lease liability (net of right-of-use asset)	198.18	25.52	-	223.70
Provision towards asset retirement obligations	11.07	3.66	-	14.73
Employee Benefits and other provisions	33.34	2.26	2.25	37.85
Others	5.74	0.65	-	6.39
Net deferred tax asset / (liabilities)	**229.36**	**30.62**	**2.25**	**262.23**

Note No.

33 Business combination

(IA) Subsidiary acquired during the financial year 2019-20

On October 31, 2019, the Company entered into a Securities Purchase Agreement ("SPA") with Samar Retail Private Limited, a related party which is controlled by the Managing Director of the Company, to purchase securities of Red Apple Kitchen Consultancy Private Limited ("Red Apple") representing 61.35% stake on a fully diluted basis and additional acquisition rights in Red Apple, for a total consideration of Rs. 674.87. Red Apple is engaged in the business of operating restaurants in India under the brand names "Toscano" and "Café Toscano". Pursuant to the approval of the Company's board of directors, shareholders and audit committee, this acquisition was completed on December 31, 2019. The Group has consolidated this subsidiary in these consolidated financial statements with effect from January 1, 2020.

(a) The fair value of assets acquired and the liabilities assumed are given below:

Particulars	Amount	
Non-current assets	390.97	
Current assets	58.46	
Total assets		**449.43**
Non-current liabilities	187.43	
Current liabilities	112.76	
Total liabilities		**300.19**

The Group also had an obligation for further payment of consideration in respect of the above acquisition if the EBITDA (EBITDA = Profit after tax + interest expense and finance charges for any bank loans + Tax on the income of the Company + all amounts provided for depreciation and amortisation) of Red Apple for financial year ended March 31, 2020 exceeds Rs. 110. As at the acquisition date, the EBITDA of Red Apple for the said period was not expected to exceed the specified threshold and accordingly, no contingent consideration was recorded.

(b) Goodwill arising on acquisition

Particulars	Amount
Consideration transferred (In cash)	674.87
Add: Non-controlling interests (Refer note (c) below)	57.68
Less: Fair value of identifiable net assets acquired	(149.24)
Goodwill arising on acquisition	**583.31**

(c) Non-controlling interests

On the date of acquisition, non-controlling interest held stake of 38.65% in Red Apple. The group has recognised non-controlling interests in Red Apple at the non controlling interest's proportionate share of the acquired entity's net identifiable assets. The non-controlling interests in Red Apple are entitled for put options to sell their equity shares in accordance with the terms of underlying agreement with shareholders. Should the option be exercised, the Company has to settle such liability by payment of cash. As at the acquisition date, the amount that may become payable on the exercise of option is recognised as a financial liability at its present value with a corresponding charge directly to the shareholders' equity. The amount so recognised on acquisition date was determined by the managenent based on information available as at such date. Details of intial recognition of such gross obligation has been given in the below table:

Particulars	Amount
Consolidated Balance sheet	
Initial recognition of gross obligation under Other financial liabilities (non-	887.13

(d) Net cash outflow on acquisition

Particulars	Amount
Consideration paid in cash	674.87
Less: Cash and cash equivalents acquired	(10.99)
Net cash outflow on acquisition	**663.88**

(e) Impact of acquisitions on the results of the Group

Results from continuing operations for the year ended March 31, 2020 includes the following revenue and loss from the acquisition of Red Apple:

Particulars	Amount
Revenue	112.34
Loss for the period	(15.50)

The above excludes impact of unwinding of discount on gross obligation towards written put options given to non controlling interests.

Had these business combinations been effected at April 1, 2019, the proforma revenue and the profit for the year from the respective businesses acquired would have been as below:

Particulars	Amount
Revenue	460.68
Profit for the year	8.17

Note No.

II Discontinued operations:

PGPL, acquired during the year 2016-17, was operating Johnny Rockets Restaurants pursuant to the terms of International Master Development Agreement (IMDA) with Johnny Rockets Licensing LLC. During the year ended 31 March 2019, the parties terminated the IMDA. The Board of Directors of the Company, in their meeting held on 19 November 2018 approved for disposal of its investments in PGPL. The disposal was completed on December 4, 2018 on which date control passed to the acquirer.

The details of assets and liabilities disposed off, and the resultant profit or loss on disposal, are as below:

(i) Carrying value of assets (other than goodwill) and liabilities as at the date of disposal:

Particulars	Amount
Non-current assets	162.27
Current assets	0.51
Total assets [A]	**162.78**
Non-current liabilities	179.22
Current liabilities	7.19
Total liabilities [B]	**186.41**
Net assets /(liabilities) [C] =[A-B]	**(23.63)**

(ii) Loss on disposal

Particulars	Amount
Consideration received	0.50
Net liabilities disposed off	23.63
Goodwill	(40.31)
Write-down of balances recoverable from disposed entity	(73.50)
Loss on disposal	**(89.68)**

(iii) Net cash on disposal

Particulars	Amount
Consideration received in cash and cash equivalents	0.50
Less: Cash and cash equivalents balances disposed off	(0.50)
Net cash inflow on disposal	**-**

Note No.

(iv) Impact of the above disposal on the results of the Company:

Particulars	**For the year ended**	
	31-Mar-19	**31-Mar-18**
Revenue from operations	40.42	112.07
Other income	-	1.52
Total revenue [A]	**40.42**	**113.59**
Cost of food and beverages consumed	11.85	37.47
Employee benefits expenses	12.55	39.27
Occupancy cost and other operating expenses	17.20	70.29
Total [B]	**41.60**	**147.03**
Loss before exceptional items, finance costs, depreciation and amortisation [C] = [A-B]	**(1.18)**	**(33.44)**
Finance costs [D]	9.57	22.52
Depreciation and amortisation expense [E]	126.27	50.61
Loss before exceptional items and tax [F] = [C-D-E]	**(137.02)**	**(106.57)**
Exceptional Items [G]	-	19.22
Loss before tax [H] = [F-G]	**(137.02)**	**(125.79)**
Loss on disposal [I] (Refer note ((ii)) above)	89.68	-
Loss from discontinued operations before tax [J] = [H-I]	**(226.70)**	**(125.79)**

(v) Cash flows from discontinued operations:

Particulars	**For the year ended**	
	31-Mar-19	**31-Mar-18**
Net cash inflows / (outflows) from operating activities	(211.72)	(41.94)
Net cash inflows / (outflows) from investing activities	-	(95.19)
Net cash inflows / (outflows) from financing activities	207.26	140.66
Total	**(4.46)**	**3.53**

Note No.

34 Contingent liabilities and commitments (to the extent not provided for)

	Particulars	As at			
		30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
A	**Contingent liabilities**				
	Claims against the Company not acknowledged as debt on account of:				
	Indirect tax matters #	169.22	493.78	18.56	18.05
	Direct tax matters	420.36	420.36	1.42	1.42
	Customs duties saved against imports under EPCG scheme	-	-	0.65	0.65
B	**Commitments**				
	Estimated amount of contracts remaining to be executed on capital account and not provided for tangible assets	50.50	102.60	75.92	126.82

The Company was subject to Anti-profiteering investigation for the period Nov 15, 2017 to Mar 31, 2019 by Director General of Anti-Profiteering (DGAP). During the year ended March 31, 2020, DGAP has conducted the investigation and submitted the report to National Anti-Profiteering Authority (NAA) with a demand amounting Rs. 325.88 and the Group has disclosed such demand as contingent liability as of March 31, 2020. Subsequently, during the eight month period ended November 30, 2020, NAA has examined this report and ruled that methodology adopted by DGAP while arriving at the demand is incorrect and directed to conduct further investigation. Accordingly, the demand of Rs. 325.88 has been excluded from contingent liability as of November 30, 2020 as the investigation is under process.

35 Employee benefit plans

Defined contribution plans

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Contribution to Provident Fund and Employee State Insurance Scheme	39.13	103.65	78.39	68.82

Defined benefit plans

The Company offers gratuity, a defined employee benefit scheme to its employees. The said plan typically exposes the company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk

Investment risk

The fund has invested 100% of the funds in 'Schemes of insurance - conventional products' which are risk averse as whole of the risk is borne by the Insurance company.

Interest risk

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Longevity risk

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Gratuity: The principal assumptions used for the purposes of the actuarial valuations were as follows:

Actuarial assumptions	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Discount rate	3.85%	5.00%	6.80%	6.80%
Salary escalation	5.00%	5.00%	8.00%	8.00%
Attrition rate	53.00%	53.00%	40.00%	40.00%
Retirement age	58 years	58 years	58 years	58 years
Mortality	As per IALM (2012-14) ultimate		As per IALM (2006-08) ultimate	

Note No.

Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Service cost				
Current service cost	7.18	14.66	7.16	5.31
Net interest on net defined benefit liability / (asset)	2.40	3.45	2.32	1.91
Components of defined benefit costs recognised in profit or loss	**9.58**	**18.11**	**9.48**	**7.22**
Remeasurement on the net defined benefit liability:				
Return on plan assets [excluding amounts included in net interest expense] (excess) / Short return	-	(0.02)	(0.02)	-
Actuarial (gains) / losses arising from changes in demographic assumptions	-	(2.62)	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	1.30	(2.45)	0.22	0.95
Actuarial (gains) / losses arising from experience adjustments	(9.12)	12.79	4.79	5.50
Components of defined benefit costs recognised in other comprehensive income	**(7.82)**	**7.70**	**4.99**	**6.45**
Total	**1.76**	**25.81**	**14.47**	**13.67**

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss. The remeasurernent of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Present value of funded defined benefit obligation	65.96	70.43	48.83	38.34
Fair value of plan assets	(2.33)	(2.25)	(2.09)	(1.94)
Funded status	**63.63**	**68.18**	**46.74**	**36.40**
Restrictions on asset recognised	-	-	-	-
Net liability arising from defined benefit obligation	**63.63**	**68.18**	**46.74**	**36.40**
Current	30.99	34.01	14.81	8.62
Non-current	32.64	34.17	31.93	27.78

Movements in the present value of the defined benefit obligation are as follows:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Opening defined benefit obligation	**70.43**	**48.83**	**38.34**	**27.17**
Add/(Less) on account of acquisitions /business transfers	-	3.49	(0.56)	-
Expenses recognised in the statement of profit and loss				
Current service cost	7.18	14.66	7.16	5.31
Interest cost	2.40	3.45	2.45	2.06
Remeasurement (gains)/losses recognised in other comprehensive income:				
Actuarial gains and losses arising from changes in demographic assumptions	-	(2.62)	-	-
Actuarial gains and losses arising from changes in financial assumptions	1.30	(2.45)	0.22	0.95
Actuarial gains and losses arising from experience adjustments	(9.12)	12.79	4.79	5.50
Benefits paid	(6.23)	(7.72)	(3.57)	(2.65)
Closing defined benefit obligation	**65.96**	**70.43**	**48.83**	**38.34**

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Opening fair value of the assets	2.25	2.09	1.94	1.79
Interest income on plan assets	0.07	0.14	0.13	0.15
Return of plan assets greater / (lesser) than discount rate	0.01	0.02	0.02	-
Closing fair value of assets	**2.33**	**2.25**	**2.09**	**1.94**

Note No.

Significant actuarial assumptions for the determination of the defined benefit obligation (DBO) are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
1 Effect on DBO due to 100 bps increase in Discount Rate	64.07	68.33	47.78	37.51
2 Effect on DBO due to 100 bps decrease in Discount Rate	68.06	72.82	49.93	39.22
1 Effect on DBO due to 100 bps increase in salary escalation rate	67.99	72.78	49.92	39.21
2 Effect on DBO due to 100 bps decrease in salary escalation rate	64.08	68.32	47.78	37.50

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years. There has been no change in the process used by the Company to manage its risks from prior periods.

Expected future cash outflows (undiscounted) towards the plan are as follows:

Expected benefit payments for the year ending	**30-Nov-20**	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
1 year	31.01	34.02	17.45	13.07
2 to 5 year	32.62	35.81	49.57	41.27
> 5 years	21.13	3.03	25.13	21.43

Note No.

36 Employee Stock Option Scheme

In the annual general meeting held on August 26, 2015, the shareholders of the Company had approved the issue of not more than 266,240 options (underlying equity share of face value of Rs. 10/- each per option) under the Scheme titled " Employee Stock Option Scheme 2015 (ESOP 2015). The ESOP 2015 allows the issue of options to employees of the Company and its subsidiaries. Pursuant to the sub-division of equity share of Rs. 10 each into 2 equity shares of Rs. 5 each during the year ended March 31, 2017, the scheme comprise of 532,480 options (underlying equity share of face value of Rs. 5 each per option). Further, in the annual general meeting held on July 23, 2019 the shareholders of the Company has approved the increase of options to be offered to the employees upto 932,480.

As per the Scheme, the Remuneration committee grants the options to the employees deemed eligible. The exercise price of each option shall be at a price not less than the face value per share. Vesting period of the option is from one to three years from the date of grant and all the vested options can be exercised by the option grantee within sixty months from the vesting date or at the time of liquidity event, as approved by the Board, whichever is earlier.

On April 1, 2016, July 10, 2017, August 5, 2017, October 1, 2019, January 14, 2020 & October 16, 2020, the Company granted options under said scheme for eligible personnel. The fair market value of the option has been determined using Black Scholes Option Pricing Model. The Company has amortised the fair value of option after applying an estimated forfeiture rate over the vesting period.

On October 15, 2020, Board of Directors have approved the grant of same number of options to the employees who have surrendered their options.

The detail of fair market value and the exercise price is as given below (considering the effect of sub-division of shares):

Date of grant	01-Apr-16	01-Apr-16	01-Apr-16	01-Apr-16	01-Apr-16	01-Apr-16	01-Apr-16
Fair market value of option at grant date (Rs.)	232.44	207.98	184.64	162.87	142.94	108.96	94.82
Fair market value of shares per option at grant date (Rs.)	310.00	310.00	310.00	310.00	310.00	310.00	310.00
Vesting period	3 years	3 years	3 years	3 years	3 years	3 years	3 years
Exercise price (Rs.)	93.00	124.00	155.00	186.00	217.00	279.00	310.00

Date of grant	05-Aug-17	10-Jul-17	05-Aug-17	05-Aug-17	05-Aug-17	05-Aug-17	05-Aug-17
Fair market value of option at grant date (Rs.)	375.54	357.15	294.11	253.39	212.67	131.23	90.52
Fair market value of shares per option at grant date (Rs.)	500.00	500.00	500.00	500.00	500.00	500.00	500.00
Vesting period	3 years	1.75 years	3 years	3 years	3 years	3 years	3 years
Exercise price (Rs.)	150.00	155.00	250.00	300.00	350.00	450.00	500.00

Date of grant	05-Aug-17	05-Aug-17	05-Aug-17
Fair market value of option at grant date (Rs.)	21.45	51.40	79.65
Fair market value of shares per option at grant date (Rs.)	500.00	500.00	500.00
Vesting period	1 year	2 years	3 years
Exercise price (Rs.)	500.00	500.00	500.00

Date of grant	01-Oct-19	01-Oct-19	01-Oct-19	01-Oct-19	01-Oct-19	01-Oct-19
Fair market value of option at grant date (Rs.)	350.89	294.40	241.47	201.39	179.26	163.80
Fair market value of shares per option at grant date (Rs.)	635.00	635.00	635.00	635.00	635.00	635.00
Vesting period	3 years	3 years	3 years	3 years	3 years	3 years
Exercise price (Rs.)	350.00	420.00	490.00	560.00	630.00	700.00

Date of grant	14-Jan-20	14-Jan-20	14-Jan-20	14-Jan-20
Fair market value of option at grant date (Rs.)	350.89	241.47	179.26	163.80
Fair market value of shares per option at grant date (Rs.)	635.00	635.00	635.00	635.00
Vesting period	3 years	3 years	3 years	3 years
Exercise price (Rs.)	350.00	490.00	630.00	700.00

Date of grant	16-Oct-20	16-Oct-20	16-Oct-20
Fair market value of option at grant date (Rs.)	116.44	51.13	92.99
Fair market value of shares per option at grant date (Rs.)	252.00	252.00	252.00
Vesting period	3 years	1 years	2 years
Exercise price (Rs.)	252.00	252.00	252.00

Employee stock options details as on the Balance Sheet date (considering the effect of sub-division of shares) are as follows:

Particulars	**Options (Numbers)**	**Weighted average exercise price per option (Rs.)**
Options outstanding at the beginning of 01 April 2017	1,53,918	140.97
Granted during the year ended 31 March 2018	3,02,859	435.73
Lapsed during the year ended 31 March 2018	26,542	278.47
Options outstanding at the end of 31 March 2018	**4,30,235**	**339.98**
Options available for grant as at 31 March 2018	**1,02,245**	
Options outstanding at the beginning of 01 April 2018	4,30,235	339.98
Granted during the year ended 31 March 2019	-	-
Lapsed during the year ended 31 March 2019	86,524	254.84
Options outstanding at the end of 31 March 2019	**3,43,711**	**361.41**
Options available for grant as at 31 March 2019	**1,88,769**	
Options outstanding at the beginning of 01 April 2019	3,43,711	361.41
Granted during the year ended 31 March 2020	2,32,807	575.00
Lapsed/forfeited during the period ended ended 30 November 2020	40,789	472.43
Excerised during the year ended 31 March 2020	7,774	132.48
Options outstanding at the year ended 31 March 2020	**5,27,955**	**450.34**
Options available for grant as at 31 March 2020	**3,96,751**	
Options outstanding at the beginning of 01 April 2020	5,27,955	450.34
Granted during the period ended ended 30 November 2020	7,91,205	252.00
Surrendered during the period ended ended 30 November 2020	3,77,712	525.48
Lapsed/forfeited during the period ended ended 30 November 2020	47,595	547.22
Excerised during the period ended ended 30 November 2020	-	-
Options outstanding at the end of 30 November 2020	**8,93,853**	**237.43**
Options available for grant as at 30 November 2020	**30,853**	

Note No.

The fair value of the options has been determined under the Black-Scholes model. The assumptions used in this model for calculating fair value are as below:

Grant date	01-Apr-16	10-Jul-17	05-Aug-17	05-Aug-17	05-Aug-17
Risk Free Interest Rate	6.60%	6.68%	6.68%	6.68%	6.68%
Expected Life	3.5 years	1.75 years	1 year	2 years	3 years
Expected Annual Volatility of Shares	33.33%	3.02%	3.02%	3.02%	3.02%
Expected Dividend Yield	0.24%	0.15%	0.15%	0.15%	0.15%
Grant date	01-Oct-19	14-Jan-20	16-Oct-20	16-Oct-20	16-Oct-20
Risk Free Interest Rate	6.76%	6.76%	5.48%	5.96%	5.96%
Expected Life	3 years	3 years	1 year	2 year	3 year
Expected Annual Volatility of Shares	31.30%	31.30%	44.63%	59.77%	62.35%
Expected Dividend Yield	0.20%	0.20%	0.20%	0.20%	0.20%

37 Phantom Stock Options Scheme

The Board of Directors in their meeting on December 1, 2015 approved the issue of 22,242 Phantom options under the Scheme titled "Phantom Option Scheme 2015 (POS 2015). The POS 2015 allows the issue of options to the consultants of the Company and its subsidiaries. The option holder is entitled for cash equal to the difference between market value of equity shares of face value Rs. 10/- and the exercise price of each option. On April 1, 2016, the Company granted 22,242 options under said scheme for eligible personnel. Pursuant to the sub-division of equity share of Rs. 10 each into 2 equity shares of Rs. 5 each, the Company had cancelled 22,242 options issued earlier and re-issued 44,484 Phantom options wherein the option holder is entitled for cash equal to the difference between market value of equity shares of face value Rs. 5/- and the exercise price of each option.

Vesting period of each option is three years from the date of grant and all the vested options can be exercised by the option grantee within 60 days from the vesting date or at the time of liquidity event as approved by the Board.

Liability in respect of such options is measured as a difference between the fair value of market price of underlying shares and the exercise price of such options and is recognised over the vesting period on a straight-line basis.

Pursuant to the termination of retainer's agreement by way of mutual consent of the Company and retainers, "Phantom Option Scheme 2015" was withdrawn with the approval of Board of Directors at the meeting dated February 15, 2018 and accordingly, the carrying amount of this liability as on February 15, 2018 amounting to Rs. 20.50 was written-back.

Note No.

38 Disclosures in respect of leases

Company as a lessee : The Company has lease contracts for operational stores and corporate office. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

(a) Amount recognised in Consolidated Statement of Profit and Loss

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Depreciation on Right-of-use assets				
- from continuing operations	389.01	587.12	473.85	380.58
- from discountinued operation	-	-	9.74	27.13
Finance cost: Interest on lease liabilities				
- from continuing operations	340.85	481.33	394.32	350.73
- from discountinued operation	-	-	4.61	17.20
Exceptional items: Profit/(loss) on early termination of lease contracts				
- from continuing operations	-	-	-	-
- from discountinued operation	-	-	-	19.22
Short term and variable lease payments (Refer Note below)	111.85	162.03	146.87	44.79

The Company applies the short-term lease recognition exemption to its short-term leases of certain premises taken on lease (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and lease arrangements having variable lease payments based on turnover of respetive outlets at permises taken on lease.

(b) Amount recognised in Consolidated Statement of Cash Flows

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Cash outflows for leases				
interest portion of lease liabilities	(300.61)	(481.29)	(398.93)	(367.93)
principal portion of lease liabilities	-	(393.43)	(311.25)	(228.57)
Additional information:				
Non-cash changes to lease liabilities	47.20	1,009.49	1,003.58	1,028.81

39 Segment information

The Company and its subsidiaries (Group) are solely engaged in the business of restaurant services. The economic charectristics, nature of service provided, production and distribution process of the company and its subsidiaries are similar. Hence, the management has determined that the group operates as a single segment.

Geographical information:

The group predominantly operates in India. Refer details below of geographical operations:

Revenue

Country	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
India				
- from continuing operations	1,833.33	7,999.20	7,023.24	5,700.37
- from discontinued operations	-	-	40.42	112.07
Others (Overseas)	176.70	508.74	366.92	163.00

Non-current assets

Country	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
India	7,157.64	7,714.87	6,090.03	5,121.25
Others	490.28	578.15	925.36	715.08

The Group does not have revenues from transactions with a single external customer amounting to more than 10 per cent or more of the Group's revenues. The total of non-current assets do not include financial instruments and deferred tax asset.

Note No. 40 **Earnings per share**

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Basic and Diluted Earnings Per Share (Rs.)				
Weighted average number of Equity Shares outstanding	2,79,91,788	2,79,86,203	2,79,73,466	2,70,28,740
Add: Effect of ESOPs which are dilutive*	-	-	-	-
Weighted average number of shares considered for calculating Diluted EPS	2,79,91,788	2,79,86,203	2,79,73,466	2,70,28,740
Face value in Rs.	5.00	5.00	5.00	5.00
Profit/(loss) after tax attributable to the equity holders of the Company				
From continuing operations	(1,006.48)	(329.28)	(212.02)	67.79
Less: Share issue expenses debited to securities premium	-	-	(20.40)	(9.90)
From continuing operations	(1,006.48)	(329.28)	(232.42)	57.89
From discontinued operation	-	-	(171.84)	(125.79)
Total operations	**(1,006.48)**	**(329.28)**	**(404.26)**	**(67.90)**
Basic Earnings Per Share (Basic EPS)				
From continuing operation	(35.96)	(11.77)	(8.31)	2.14
From discontinued operation	-	-	(6.14)	(4.65)
Total operations	(35.96)	(11.77)	(14.45)	(2.51)
Diluted Earnings Per Share (Diluted EPS)				
From continuing operation	(35.96)	(11.77)	(8.31)	2.14
From discontinued operation	-	-	(6.14)	(4.65)
Total operations	(35.96)	(11.77)	(14.45)	(2.51)

*The effect of ESOPs outstanding is anti-dilutive and hence ignored for the purpose of computing Diluted EPS.

Note No.

41 **Contributions towards corporate social responsibility**

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicable threshold, needs to spend atleast 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

Gross amount required to be spent by the Company during the year

Particulars	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Gross amount required to be spent by the company during the year / period	-	-	3.21	5.86

Amount spent during the year /period on:

	For the eight month period ended Nov 30, 2020			
Particulars	**In cash**	**Yet to be paid in cash**	**Other than Cash**	**Total**
(a) Construction / acquisition of any asset	-	-	-	-
(b) On purposes other than (a) above	-	-	-	-

	For the year ended March 31, 2020			
Particulars	**In cash**	**Yet to be paid in cash**	**Other than Cash**	**Total**
(a) Construction / acquisition of any asset	-	-	-	-
(b) On purposes other than (a) above	5.60	-	-	5.60

	For the year ended March 31, 2019			
Particulars	**In cash**	**Yet to be paid in cash**	**Other than Cash**	**Total**
(a) Construction / acquisition of any asset	-	-	-	-
(b) On purposes other than (a) above	5.60	-	-	5.60

	For the year ended March 31, 2018			
Particulars	**In cash**	**Yet to be paid in cash**	**Other than Cash**	**Total**
(a) Construction / acquisition of any asset	-	-	-	-
(b) On purposes other than (a) above	2.16	-	-	2.16

Note No. 42 Financial instruments

The carrying value and fair value of financial instruments by categories as at

Particulars	Carrying value as at				Fair value as at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Financial assets								
Amortised cost								
Loans	303.60	289.15	232.39	212.06	303.60	289.15	232.39	212.06
Trade receivables	40.99	21.51	48.99	55.95	40.99	21.51	48.99	55.95
Cash and cash equivalents	76.72	146.96	119.81	436.22	76.72	146.96	119.81	436.22
Other financial assets	29.55	63.48	25.33	14.63	29.55	63.48	25.33	14.63
Fair value through profit and loss								
Investments in mutual fund (quoted)	-	-	-	0.01	-	-	-	0.01
Total assets	**450.86**	**521.10**	**426.52**	**718.87**	**450.86**	**521.10**	**426.52**	**718.87**
Financial liabilities								
Amortised cost								
Loans and borrowings	2,469.82	2,449.63	1,578.56	1,276.57	2,469.82	2,449.63	1,578.56	1,276.57
Lease liabilities	4,575.74	4,815.73	4,199.67	3,507.34	4,575.74	4,815.73	4,199.67	3,507.34
Trade payables	1,604.08	1,125.13	768.30	673.29	1,604.08	1,125.13	768.30	673.29
Other financial liabilities	168.90	104.14	60.79	83.28	168.90	104.14	60.79	83.28
Total liabilities	**8,818.54**	**8,494.63**	**6,607.32**	**5,540.48**	**8,818.54**	**8,494.63**	**6,607.32**	**5,540.48**

The management assessed that fair value of cash and cash equivalents, trade receivables, loans and trade payables, approximate their carrying amounts largely due to the short-term maturities of these instruments. Difference between carrying amounts and fair values of bank deposits, other financial assets, borrowings and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis

Particulars	As at	Level 1	Level 2	Level 3
Financial assets measured at fair value				
Investment in mutual funds (quoted)	30-Nov-20	-	-	-
	31-Mar-20	-	-	-
	31-Mar-19	-	-	-
	31-Mar-18	0.01	-	-

Financial risk management

The Group's activities expose it to a variety of financial risks: credit risk and liquidity risk which may adversely impact the fair value of its financial instruments. The Group has a risk management policy which covers risks associated with the financial assets and liabilities. The focus of risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the company.

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is exposed to the credit risk from its trade receivables, investments, cash and cash equivalents, bank deposits and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Due to COVID-19 pandemic, the Group's operations have been significantly affected increasing the liquidity risk. The Group also had instances of default in repayment of loans during the eight month period ended November 30, 2020, the details of which are given below. Refer Note 3 for details of measures taken by the management of the Group to address liquidity issues so as to ensure that the Group can meet all its obligations in the normal course of business.

Nature of Borrowings	Name of Lender	Amount not paid on due date	Principal/ Interest/Penal Interest	Remarks, if any
Term loan	Axis Bank	43.26	Principal	Subsequently paid
Term loan	Chaitanya	33.07	Principal	Subsequently paid
Term loan	Vivriti	18.67	Principal	Subsequently paid
Term loan	ICICI Bank	7.32	Principal	Subsequently paid
Term loan	YES Bank	5.39	Principal	Subsequently paid
Term loan	Axis Bank	11.06	Interest	Subsequently paid
Term loan	Chaitanya	8.85	Interest	Subsequently paid
Term loan	Vivriti	8.46	Interest	Subsequently paid
Term loan	ICICI Bank	1.87	Interest	Subsequently paid
Term loan	Axis Bank	0.04	Penal Interest	Subsequently paid
Term loan	ICICI Bank	0.62	Principal	Subsequently paid
Term loan	ICICI Bank	0.02	Interest	Subsequently paid

The Group's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The working capital position of the Group is given below:

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Cash and cash equivalents	76.72	146.96	119.81	436.22
Investments in mutual funds (quoted)	-	-	-	0.01
Total	**76.72**	**146.96**	**119.81**	**436.23**

Note No. 42 **Financial instruments**

The table below provides details regarding the contractual maturities of significant financial liabilities

Particulars	As at 30-Nov-20				
	< I year	1-3 years	> 3 years	Total	Carrying value
Borrowings	1,114.74	1,014.29	340.79	2,469.82	2,469.82
Trade payables	1,604.08	-	-	1,604.08	1,604.08
Other financial liabilities	168.90	-	-	168.90	168.90
Total	**2,887.72**	**1,014.29**	**340.79**	**4,242.80**	**4,242.80**

Particulars	As at 31-Mar-20				
	< I year	1-3 years	> 3 years	Total	Carrying value
Borrowings	798.99	1,484.83	165.81	2,449.63	2,449.63
Trade payables	1,125.13	-	-	1,125.13	1,125.13
Other financial liabilities	104.14	-	-	104.14	104.14
Total	**2,028.26**	**1,484.83**	**165.81**	**3,678.90**	**3,678.90**

Particulars	As at 31-Mar-19				
	< I year	1-3 years	> 3 years	Total	Carrying value
Borrowings	485.60	655.05	444.23	1,584.88	1,578.56
Trade payables	768.30	-	-	768.30	768.30
Other financial liabilities	60.79	-	-	60.79	60.79
Total	**1,314.69**	**655.05**	**444.23**	**2,413.97**	**2,407.65**

Particulars	As at 31-Mar-18				
	< I year	1-3 years	> 3 years	Total	Carrying value
Borrowings	414.12	577.94	290.83	1,282.89	1,276.57
Trade payables	673.29	-	-	673.29	673.29
Other financial liabilities	83.28	-	-	83.28	83.28
Total	**1,170.69**	**577.94**	**290.83**	**2,039.46**	**2,033.14**

Foreign currency risk

The Company's exchange risk arises mainly from its foreign currency borrowings. As a result, depreciation of Indian rupee relative to these foreign currencies will have a significant impact on the financial performance of the Company. The exchange rate between the Indian rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future.

The following table presents unhedged foreign currency risk from financial instruments

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Borrowings in USD	531.96	537.45	629.47	446.74
Interest accured in USD	0.57	0.22	-	0.22

Foreign currency rate sensitivity analysis

Particulars	Impact on profit after tax			
	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Decrease in forex rate by 5%				
Increase in profit	19.90	20.11	20.48	14.61
Increase in forex rate by 5%				
Decrease in profit	-19.90	-20.11	-20.48	-14.61

Note No.

42 Financial instruments

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates and investments. Such risks are overseen by the Company's corporate treasury department as well as senior management.

Interest rate sensitivity analysis

If interest rates had been 1% higher/lower and all other variables were held constant, the company's profit for the period ended / year ended would have impacted in the following manner:

Particulars	**For the eight month period ended**	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Decrease in interest rate				
Increase in profit	18.48	18.33	10.27	8.35
Increase in interest rate				
Decrease in profit	(18.48)	(18.33)	(10.27)	(8.35)

Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company.

The capital structure is as follows:

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Equity attributable to the equity share holders of the company	(149.24)	59.16	1,316.28	1,449.89
Eauity as a percentage of total capital	-7%	3%	47%	63%
Current borrowings	1,114.74	798.99	485.60	414.12
Non-current borrowings	1,355.08	1,650.64	1,099.28	868.77
Total borrowings	**2,469.82**	**2,449.63**	**1,584.88**	**1,282.89**
Less: Cash and cash equivalents	76.72	146.96	119.81	436.23
Net borrowings	**2,393.10**	**2,302.67**	**1,465.07**	**846.66**
Net borrowings as a percentage of total capital	107%	97%	53%	37%
Total capital (borrowings and equity)	**2,243.86**	**2,361.83**	**2,781.35**	**2,296.55**

Note No.

43 Restated Consolidated Statement of Transactions with Related Parties and Balances

A) List of related parties:

Description of relationship	Names of related parties
Subsidiaries	Prime Gourmet Private Limited (from 29 August, 2016 and upto 5 December 2018) Barbeque Nation MENA Holdings Limited, Dubai (from 27 December, 2016) (formerly known as Barbeque Nation Holdings Limited) Barbeque Nation Restaurant LLC, Dubai (from 25 February, 2017) Barbeque Nation Holdings Private Limited, Mauritius (from 15 September, 2017) Barbeque Holdings Private Limited, Mauritius (from 27 September, 2017, wound up on 10 August 2020) Barbeque Nation (Malaysia) SDN. BHD. (from 3 October, 2017) Barbeque Nation International LLC, Oman (from February 18, 2018) Red Apple Kitchen Consultancy Private Limited (from December 31, 2019)
Investing party for which the Company is an Associate	Sayaji Hotels Limited Sayaji Housekeeping Services Limited Tamara Private Limited
Key Management Personnel (KMP)	Kayum Dhanani (Managing Director) Rahul Agrawal (Chief Financial Officer - from May 21, 2018 to January 13, 2020) Rahul Agrawal (Chief Executive officer- from January 14th 2020) Amit V Betala (Chief Financial Officer - from January 14, 2020) Mohan Kumar Ramamurthy (Chief Financial Officer, w.e.f June 15, 2017 till 01 May 2018) Sameer Bhasin (Chief Executive Officer till 22 May 2018) Nagamani CY (Company Secretary) **Non-Executive Directors** T Narayanan Unni Raoof Razak Dhanani Suchitra Dhanani Tarun Khanna Abhay Chintaman Chaudhary
Relatives of KMP	Gulshanbanu Memon Sanya Dhanani
Entities in which KMP / Relatives of KMP can exercise significant influence	Sara Suole Private Limited Samar Retail Private Limited Samar Lifestyle Private Limited Liberty Restaurent Private Limited Sana Reality Private Limited

Note No. 43

B) Restated Consolidated Statement of Transactions and Balances with Related Parties

		For the period / year ended			
	Particulars	**30-Nov-20**	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
i)	**Transactions with related parties during the period / year ended**				
	Services rendered				
	Entity in which KMP / Relatives of KMP can exercise significant influence				
	Samar Lifestyle Private Limited	-	-	0.60	-
	Sponsorship Income				
	Entity in which KMP / Relatives of KMP can exercise significant influence				
	Sara Suole Private Limited	-	-	-	3.00
	Services received				
	Investing party for which the Company is an Associate :				
	Sayaji Hotels Limited	0.01	0.08	1.85	12.97
	Entity in which KMP / Relatives of KMP can exercise significant influence				
	Sara Suole Private Limited	-	1.57	-	-
	Samar Lifestyle Private Limited	-	0.26	0.50	-
	Purchase of consumables				
	Entity in which KMP / Relatives of KMP can exercise significant influence				
	Sara Suole Private Limited	-	0.08	6.00	-
	Rent and maintenance charges				
	Entity in which KMP / Relatives of KMP can exercise significant influence				
	Sara Suole Private Limited	2.46	0.56	-	4.46
	Sana Reality Private Limited	-	14.99	10.30	9.26
	Samar Retail Private Limited	-	5.66	-	-
	Liberty Restaurent Private Limited	2.46	-	-	-
	Investing party for which the Company is an Associate				
	Sayaji Hotels Limited	1.79	12.51	18.36	18.26
	Relatives of KMP				
	Gulshanbanu Memon	2.64	4.56	5.04	3.78
	Remuneration				
	Relatives of KMP				
	Sanya Dhanani	0.75	0.74	0.52	0.36
	Security deposit paid				
	Entities in which KMP / relatives of KMP have significant influence:				
	Sara Suole Private Limited	-	3.13	-	0.21
	Samar Retail Private Limited	-	2.50	-	-
	Relatives of KMP				
	Gulshanbanu Memon	-	0.51	5.00	1.94
	Refund received of security deposit paid				
	Entities in which KMP / relatives of KMP have significant influence:				
	Sara Suole Private Limited	-	-	-	0.23
	Loan received (for terms and conditions, please refer Note E) below)				
	Non-Executive Directors				
	Raoof Razak Dhanani	20.00	-	-	-

Note No. 43

ii) Balances with related parties

Particulars	As at 30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Security deposits (refundable) with				
Entities in which KMP / relatives of KMP have significant influence:				
Sara Suole Private Limited	3.13	3.13	0.21	0.21
Samar Retail Private Limited	0.60	0.60	-	-
Sana Reality Private Limited	3.00	3.00	3.00	3.00
Relatives of KMP				
Gulshanbanu Memon	7.46	7.46	6.94	1.94
Investing party for which the Company is an Associate				
Sayaji Hotels Limited	5.10	5.10	5.10	5.10
Trade Payables				
Entities in which KMP / relatives of KMP have significant influence:				
Sara Suole Private Limited	1.26	0.69	0.28	0.65
Samar Lifestyle Private Limited	0.04	0.04	-	-
Liberty Restaurent Private Limited	1.31	-	-	-
Sana Reality Private Limited	0.90	-	-	-
Investing party for which the Company is an Associate				
Sayaji Hotels Limited	4.40	2.61	4.54	8.22
Loan Payable (for terms and conditions, please refer Note E) below)				
Non-Executive Directors				
Raoof Razak Dhanani	20.00	-	-	-
Other current assets				
Advances paid for supply of materials / rendering of services				
Samar Lifestyle Private Limited	-	-	0.11	-

Compensation of key management personnel

The remuneration of directors and other members of key management personnel during the period is as follows:

Particulars	For the eight month period ended 30-Nov-20	For the year ended 31-Mar-20	31-Mar-19	31-Mar-18
Short-term benefits	8.59	17.33	17.61	18.41
Post-employment benefits	-	-	-	-
Other long-term benefits	-	-	-	-
Share-based payments	1.84	4.69	5.08	2.87
Termination benefits	-	-	-	-
Total	**10.43**	**22.02**	**22.69**	**21.28**

The above compensation excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by actuary.

Note No. 43

C) On consolidation, following transactions and balances with the subsidiaries have been eliminated:

Name of the entity	Description of relationship
Prime Gourmet Private Limited (from 29 August, 2016 to 5 December 2018)	Wholly owned subsidiary
Barbeque Nation MENA Holding Limited (formerly known as Barbeque Nation Holdings Limited) (from 27 December, 2016)	Wholly owned subsidiary
Barbeque Nation Holdings Private Limited (from 15 September, 2017)	Wholly owned subsidiary
Barbeque Holdings Private Limited, Mauritius (from 27 September, 2017, wound up on 10 August 2020)	Wholly owned subsidiary
Red Apple Kitchen Consultancy Private Limited (from December 31, 2019)	Subsidiary
Barbeque Nation Restaurant LLC (from 25 February, 2017)	Step down subsidiary
Barbeque Nation (Malaysia) SDN. BHD. (from 3 October, 2017)	Step down subsidiary
Barbeque Nation International LLC (from February 18, 2018)	Step down subsidiary
Barbeque Nation Kitchen LLC (from January 9, 2019)	Step down subsidiary

		For the period / year ended			
	Transactions	**30-Nov-20**	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
i)	**Transactions with related parties**				
	Sale of materials				
	Prime Gourmet Private Limited	-	-	0.13	0.25
	Income from sub-lease				
	Prime Gourmet Private Limited	-	-	1.41	2.86
	Royalty income				
	Barbeque Nation MENA Holding Limited	-	-	-	8.16
	Barbeque Nation Restaurant LLC	2.86	7.90	6.96	-
	Barbeque Nation (Malaysia) SDN. BHD.	0.29	0.69	0.36	-
	Barbeque Nation International LLC	0.15	1.05	-	-
	Guarentee commission				
	Barbeque Nation MENA Holding Limited	2.61	4.04	3.98	2.88
	Reimbursement of expenses paid				
	Barbeque Nation MENA Holding Limited	0.19	5.26	33.60	21.81
	Barbeque Nation (Malaysia) Sdn. Bhd.	-	0.82	3.81	1.08
	Barbeque Nation International LLC	-	0.29	-	-
	Barbeque Nation Holdings Private Limited	-	-	0.29	0.55
	Barbeque Nation Holdings Limited	-	-	0.28	0.55
	Barbeque Nation Restaurant LLC	-	0.01	-	-
	Rent and maintenance charges				
	Red Apple Kitchen Consultancy Private Limited	-	0.77	-	-
	Investment made during the year in				
	Prime Gourmet Private Limited	-	-	-	50.35
	Barbeque Nation MENA Holding Limited	-	36.83	257.65	-
	Red Apple Kitchen Consultancy Private Limited	-	674.87	-	-
	Loan granted to subsidiaries (for terms and conditions, please refer Note D below)				
	Prime Gourmet Private Limited	-	-	50.20	31.11
	Barbeque Nation MENA Holding Limited	36.18	111.95	149.06	187.11
	Receipt towards repayment of loan granted to subsidiary				
	Prime Gourmet Private Limited	-	-	-	8.04
	Barbeque Nation MENA Holding Limited	-	-	-	61.31
	Receipt towards interest on loan granted to subsidiary				
	Barbeque Nation MENA Holding Limited	-	-	20.81	2.98
	Write off of loan and other receivables				
	Prime Gourmet Private Limited	-	-	73.50	-
	Provision for impairment of investment and loan receivable				
	Barbeque Nation MENA Holding Limited	-	111.95	274.86	-
	Barbeque Holdings Private Limited	-	1.39	-	-
	Interest income on loan granted				
	Prime Gourmet Private Limited	-	-	-	0.57
	Barbeque Nation MENA Holding Limited	-	5.95	15.89	7.90

Note No. 43

ii) **Balances:**	As at 30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Trade receivables				
Barbeque Nation MENA Holding Limited	6.65	4.04	3.98	11.04
Barbeque Nation Restaurant LLC	10.76	7.91	6.96	-
Barbeque Nation (Malaysia) SDN. BHD.	0.98	0.69	0.36	-
Barbeque Nation International LLC	1.22	1.05	-	-
Trade Payables				
Red Apple Kitchen Consultancy Private Limited	-	0.47	-	-
Security deposits (refundable) with				
Red Apple Kitchen Consultancy Private Limited	2.50	2.50	-	-
Loans outstanding (for terms and conditions, please refer Note D below)				
Prime Gourmet Private Limited (net of write off of loans)	-	-	-	23.30
Barbeque Nation MENA Holding Limited (net of provision for impairment)	36.18	-	-	125.80
Other receivables				
Prime Gourmet Private Limited	-	-	-	19.59
Barbeque Nation Mena Holding Limited	7.87	7.68	20.65	21.81
Barbeque Nation Holdings Private Limited	1.67	1.67	0.84	1.10
Barbeque Holdings Private Limited, Mauritius (wound up on 10 August 2020)	-	-	0.83	-
Barbeque Nation (Malaysia) Sdn. Bhd.	5.76	5.76	4.89	1.08
Barbeque Nation International Llc	0.38	0.38	0.09	-
Interest accrued on loan				
Prime Gourmet Private Limited	-	-	-	0.57
Barbeque Nation MENA Holding Limited (net of provision for impairment)	-	-	-	4.92

	As at 30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Stand-by Letter of Credit (SBLC) and Corporate guarantee given to Banks on borrowings availed by subsidiary (to the extent outstanding)	516.99	513.28	583.92	383.92

D) All loans given to related parties are repayable on demand and carries an interest rate of Parent Company's lending rate plus 0.25%.

E) Loans taken from Raoof Razak Dhanani, KMP are repayable on demand and rate of interest is Nil.

F) All the related party transactions entered during the period / year were in ordinary course of business and are on arm's length price.

Note No.

44 Additional information as required by Paragraph 2 of the General Instructions for Preparation of consolidated Ind AS financial statements to Schedule III to the Companies Act, 2013

As on and for the period 30 November 2020

Name of the entity	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent - Barbeque-Nation Hospitality Limited (including consolidation adjustments)	-150.49%	224.59	83.81%	(843.50)	96.51%	20.20	83.54%	(823.30)
Indian Subsidiary								
Red Apple Kitchen Consultancy Private Limited	-69.48%	103.69	4.96%	(49.88)	3.49%	0.73	4.99%	(49.15)
Foreign Subsidiary								-
Barbeque Nation Holdings Limited, Dubai	-155.50%	232.07	0.10%	(1.01)	0.00%	-	0.10%	(1.01)
Barbeque-Nation Restaurant LLC, Dubai	433.33%	(646.70)	8.35%	(84.05)	0.00%	-	8.53%	(84.05)
Barbeque Nation (Malaysia) Sdn. Bhd.	36.81%	(54.94)	0.79%	(7.98)	0.00%	-	0.81%	(7.98)
Barbeque Nation International LLC, Oman	3.78%	(5.64)	2.07%	(20.79)	0.00%	-	2.11%	(20.79)
Barbeque Nation Holdings Pvt Ltd, Mauritius	1.55%	(2.31)	-0.07%	0.73	0.00%	-	-0.07%	0.73
	100.00%	**(149.24)**	**100.00%**	**(1,006.48)**	**100.00%**	**20.93**	**100.00%**	**(985.55)**

As on and for the year ended 31 March 2020

Name of the entity	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent - Barbeque-Nation Hospitality Limited (including consolidation adjustments)	571.67%	338.20	-2.94%	9.68	100.00%	(26.49)	4.73%	(16.81)
Indian Subsidiary								
Red Apple Kitchen Consultancy Private Limited	242.56%	143.50	4.71%	(15.50)	0.00%	-	4.36%	(15.50)
Foreign Subsidiary								-
Barbeque Nation Holdings Limited, Dubai	306.87%	181.54	-6.49%	21.37	0.00%	-	-6.01%	21.37
Barbeque-Nation Restaurant LLC, Dubai	-968.52%	(572.98)	95.59%	(314.76)	0.00%	-	88.47%	(314.76)
Barbeque Nation (Malaysia) Sdn. Bhd.	-75.78%	(44.83)	6.86%	(22.58)	0.00%	-	6.35%	(22.58)
Barbeque Nation International LLC, Oman	25.87%	15.30	1.94%	(6.39)	0.00%	-	1.80%	(6.39)
Barbeque Nation Holdings Pvt Ltd, Mauritius	-2.67%	(1.58)	0.33%	(1.10)	0.00%	-	0.31%	(1.10)
	100.00%	**59.16**	**100.00%**	**(329.28)**	**100.00%**	**(26.49)**	**100.00%**	**(355.77)**

As on and for the year ended 31 March 2019

Name of the entity	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent - Barbeque-Nation Hospitality Limited (including consolidation adjustments)	107.51%	1,415.14	11.68%	(44.82)	100.00%	(23.33)	16.74%	(68.15)
Indian Subsidiary								
Prime Gourmet Private Limited	0.00%	-	35.69%	(137.02)	0.00%	-	33.65%	(137.02)
Foreign Subsidiary								-
Barbeque Nation Holdings Limited, Dubai	12.05%	158.64	12.58%	(48.29)	0.00%	-	11.86%	(48.29)
Barbeque-Nation Restaurant LLC, Dubai	-19.62%	(258.22)	29.58%	(113.56)	0.00%	-	27.89%	(113.56)
Barbeque Nation (Malaysia) Sdn. Bhd.	-1.69%	(22.25)	8.66%	(33.25)	0.00%	-	8.17%	(33.25)
Barbeque Nation International LLC, Oman	1.65%	21.69	1.35%	(5.16)	0.00%	-	1.27%	(5.16)
Barbeque Nation Holdings Pvt Ltd, Mauritius	0.05%	0.64	0.23%	(0.88)	0.00%	-	0.22%	(0.88)
Barbeque Nation Pvt Ltd, Mauritius	0.05%	0.64	0.23%	(0.88)	0.00%	-	0.22%	(0.88)
	100.00%	**1,316.28**	**100.00%**	**(383.86)**	**100.00%**	**(23.33)**	**100.00%**	**(407.19)**

Note No.

44 Additional information as required by Paragraph 2 of the General Instructions for Preparation of consolidated Ind AS financial statements to Schedule III to the Companies Act, 2013

As on and for the year ended 31 March 2018

Name of the entity	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent - Barbeque-Nation Hospitality Limited (including consolidation adjustments)	108.22%	1,569.09	-356.31%	206.66	111.59%	(8.09)	-304.32%	198.57
Indian Subsidiary								
Prime Gourmet Private Limited	1.78%	25.77	216.88%	(125.79)	-11.59%	0.84	191.49%	(124.95)
Foreign Subsidiary								
Barbeque Nation Holdings Limited, Dubai	-1.58%	(22.98)	32.98%	(19.13)	0.00%	-	29.32%	(19.13)
Barbeque-Nation Restaurant LLC, Dubai	-9.17%	(132.90)	189.50%	(109.91)	0.00%	-	168.44%	(109.91)
Barbeque Nation (Malaysia) Sdn. Bhd.	0.76%	11.03	9.40%	(5.45)	0.00%	-	8.35%	(5.45)
Barbeque Holdings Pvt Ltd, Mauritius	0.00%	(0.06)	3.78%	(2.19)	0.00%	-	3.36%	(2.19)
Barbeque Nation Holdings Pvt Ltd, Mauritius	0.00%	(0.06)	3.78%	(2.19)	0.00%	-	3.36%	(2.19)
	100.00%	**1,449.89**	**100.00%**	**(58.00)**	**100.00%**	**(7.25)**	**100.00%**	**(65.25)**

45 Code of Social Security

The Code on Social Security, 2020 ('Code') relating to employee benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Note No. 46

Statement of Adjustments to the Audited Consolidated Financial Statements

Effective April 1, 2019, the Group adopted Ind AS 116 - "Leases", which sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires Lessees to account for leases in a manner similar to accounting for finance leases under erstwhile Ind AS 17. The Group adopted Ind AS 116 using the full retrospective method. Accordingly the comparative figures for each of the years presented in these restated consolidated financial information have been adjusted in accordance with the policy mentioned in Note 3.18 of Notes to Restated Consolidated Financial Information. The cumulative adjustment on application of this Standard has been adjusted to retained earnings as at April 1, 2017.

The following is the summary of practical expedients elected by the Group on the initial application:

• Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly Ind AS 116 is applied to all the lease contracts entered before 1st April, 2018 on the initial date of application of Ind AS 116.

• Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.

• In respect of lease contracts of its outlet premises, the Group has elected not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The Group has also rectified certain prior period items so as to account for the same in respective years.

Reconciliation of profit after tax as per audited financials statements

Particulars	For the year ended March 31, 2019			For the year ended March 31, 2018		
	Continuing operations	Discontinued operations	Total	Continuing operations	Discontinued operations	Total
Profit / (loss) as per audited financial statements	(109.66)	(189.00)	(298.66)	148.41	(113.07)	35.34
Restatement adjustments						
Impact of Ind AS 116						
Reversal of rent expenses recognised under Other operating expenses	716.56	12.38	728.94	579.74	31.61	611.35
Finance cost (interest) on lease liability	(394.32)	(4.61)	(398.93)	(350.73)	(17.20)	(367.93)
Depreciation on Right-of-use assets	(473.85)	(9.74)	(483.59)	(380.58)	(27.13)	(407.71)
Decrease in depreciation of leasehold improvements pursuant to reclassification of the same to Depreciation on Right-of-use assets	7.18		7.18	5.92		5.92
Profit on early termination of lease contracts recognised under exceptional items	3.78	-	3.78	40.08	-	40.08
Deacrease in loss on disposal of subsidiary due to changes in assets and liabilities disposed-off	-	19.13	19.13	-	-	-
Tax impact on the above	39.26	-	39.26	25.52	-	25.52
Prior period items						
Finance cost on asset retirement obligation	(0.97)	-	(0.97)	(0.57)	-	(0.57)
Restated profit / (loss)	**(212.02)**	**(171.84)**	**(383.86)**	**67.79**	**(125.79)**	**(58.00)**

Particulars as at April 01, 2017	Total Equity
Equity as per audited financial statements	1,458.21
Cumulative impact on account of adoption of Ind AS 116 (net of deferred tax)	(398.02)
Total equity, as restated	1,060.19

Particulars as at March 31, 2018	Total Equity
Equity as per audited financial statements	1,941.43
Cumulative impact on account of adoption of Ind AS 116 (net of deferred tax)	(491.54)
Total equity, as restated	1,449.89

Particulars as at March 31, 2019	Total Equity
Equity as per audited financial statements	1,896.74
Cumulative impact on account of adoption of Ind AS 116 (net of deferred tax)	(580.46)
Total equity, as restated	1,316.28

Barbeque-Nation Hospitality Limited
Restated Consolidated Statement of Accounting Ratios
(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Basic and Diluted Earnings Per Share (Rs.) #				
Profit/(loss) after tax from continuing operations, as restated, attributable to equity shareholders	(1,006.48)	(329.28)	(212.02)	67.79
Less: Share issue expenses debited to securities premium	-	-	(20.40)	(9.90)
	(1,006.48)	(329.28)	(232.42)	57.89
Profit/(loss) after tax from discontinued operations, as restated, attributable to equity shareholders	-	-	(171.84)	(125.79)
Profit / (loss) after tax, as restated, attributable to equity shareholders - total	(1,006.48)	(329.28)	(404.26)	(67.90)
Basic Earnings Per Share (Basic EPS)				
Weighted average number of equity shares used for calculating Basic EPS	2,79,91,788	2,79,86,203	2,79,73,466	2,70,28,740
from continuing operations	(35.96)	(11.77)	(8.31)	2.14
from discontinued operations	-	-	(6.14)	(4.65)
from total operations	**(35.96)**	**(11.77)**	**(14.45)**	**(2.51)**
Face value in Rs.	**5.00**	**5.00**	**5.00**	**5.00**
Diluted Earnings Per Share (Diluted EPS)				
Weighted average number of equity shares used for calculating Basic EPS	2,79,91,788	2,79,86,203	2,79,73,466	2,70,28,740
Add: Effect of ESOPs which are dilutive*	-	-	-	-
Weighted average number of shares considered for calculating Diluted EPS	**2,79,91,788**	**2,79,86,203**	**2,79,73,466**	**2,70,28,740**
Diluted EPS in Rs.				
from continuing operations	(35.96)	(11.77)	(8.31)	2.14
from discontinued operations	-	-	(6.14)	(4.65)
from total operations	**(35.96)**	**(11.77)**	**(14.45)**	**(2.51)**
Face value in Rs.	**5.00**	**5.00**	**5.00**	**5.00**
Net Asset Value Per Equity Share (Rs.)				
Net Asset Value (Net-worth), as restated	(149.24)	59.16	1,316.28	1,449.89
Number of equity shares outstanding outstanding at the year end / period end	2,79,91,788	2,79,91,788	2,79,84,014	2,75,99,014
Net Assets Value per equity share (Rs.)	**(5.33)**	**2.11**	**47.04**	**52.53**
Return on Net worth (%) ^				
Profit / (loss) after tax, as restated (Continuing & discontinued operations)	(1,006.48)	(329.28)	(383.86)	(58.00)
Net worth, as restated	(149.24)	59.16	1,316.28	1,449.89
Return on net worth (%)	**##**	**-556.59%**	**-29.16%**	**-4.00%**
Earnings before exceptional items, finance costs, depreciation and amortisation (EBITDA)				
Continuing operations (A)				
EBITDA	125.91	1,680.39	1,493.87	1,403.68
Revenue from operations	2,010.03	8,469.70	7,390.16	5,863.37
EBITDA%	**6.26%**	**19.84%**	**20.21%**	**23.94%**
Discontinued operations (B)				
EBITDA	-	-	(1.18)	(33.44)
Revenue from operations	-	-	40.42	112.07
EBITDA%	-	-	**-2.92%**	**-29.84%**
Total operations (A+B)				
EBITDA	125.91	1,680.39	1,492.69	1,370.24
Revenue from operations	2,010.03	8,469.70	7,430.58	5,975.44
EBITDA%	**6.26%**	**19.84%**	**20.09%**	**22.93%**

Basic and Diluted EPS for the eight month period ended November 30, 2020 are not annualised
Not Computed due to negative networth
^ Return on net worth% for the eight month period ended November 30, 2020 are not annualised

* the effect of ESOPs outstanding is anti-dilutive and hence ignored for the purpose of computing Diluted EPS.

The ratios have been computed as per the following formulae:

(i) Basic and Diluted Earnings per Share

$$\frac{\text{Profit/ (loss) after tax, as restated attributable to equity shareholders.}}{\text{Weighted average number of equity shares outstanding during the year / period}}$$

Cont..

Barbeque-Nation Hospitality Limited
(Amount in Rupees Millions except for share data or as otherwise stated)

Restated Consolidated Statement of Accounting Ratios
(ii) Net Assets Value (NAV)

$$\frac{\text{Net Asset Value, as restated, at the end of the year / period}}{\text{Number of equity shares outstanding at the end of the year / period}}$$

Composition of Net Asset Value (Net-worth), as restated is as follows:

Particulars	**For the eight month period ended**	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Equity share capital	139.96	139.96	139.92	138.00
Other equity				
Securities premium account	1,631.01	1,631.01	1,628.42	1,330.43
Share based payment reserve	29.88	47.31	35.98	28.58
Foreign currency translation reserve	(29.16)	(44.05)	(23.32)	(3.24)
Retained earnings	(1,920.93)	(1,715.07)	(464.72)	(43.88)
Net Asset Value (Net-worth), as restated	**(149.24)**	**59.16**	**1,316.28**	**1,449.89**

(iii) Return on Net worth (%)

$$\frac{\text{Profit/ (loss) after tax, as restated for the year/period}}{\text{Net worth (excluding revaluation reserve), as restated, at the end of the year / period}}$$

Net-worth (excluding revaluation reserve), as restated, means the aggregate value of the paid-up share capital, securities premium account, share based payment reserve, foreign currency translation reserve and retained earnings as restated.

(iv) EBITDA%

$$\frac{\text{EBITDA}}{\text{Revenue from operations}}$$

Capitalization statement

Particulars	**Pre-issue**	**Post-Issue***
	30-Nov-20	
Total borrowings		
Current borrowings	378.31	
Non-current borrowings (inclduing current maturities)	2,091.51	
Total borrowings	**2,469.82**	**-**
Total equity		
Equity share capital	139.96	
Other equity	(289.20)	
Total Capital	**(149.24)**	**-**
Non-current borrowings/Total equity	**(14.01)**	**-**

* Shareholders fund post issue can be calculated only on the conclusion of the book building process.

Notes
Current borrowings represent debts which are due within 12 months from 30 November 2020

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON SPECIAL PURPOSE RESTATED STANDALONE FINANCIAL INFORMATION

The Board of Directors
Barbeque-Nation Hospitality Limited

Dear Sirs,

1. We have examined the attached Special Purpose Restated Standalone Financial Information of Barbeque-Nation Hospitality Limited (the "Company" or the "Issuer"), comprising the Restated Standalone Statement of Assets and Liabilities as at November 30, 2020 and as at March 31, 2020, 2019 and 2018, the Restated Standalone Statement of Profit and Loss (including other comprehensive income), the Restated Standalone Statement of Changes in Equity, the Restated Standalone Cash Flow Statement for the eight month period ended November 30, 2020 and for the years ended March 31, 2020, 2019 and 2018, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Special Purpose Restated Standalone Financial Information"), as approved by the Board of Directors of the Company at their meeting held on January 25, 2021 for the purpose of inclusion in the Red Herring Prospectus (RHP) and Prospectus (RHP and Prospectus collectively referred as the "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

    a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Special Purpose Restated Standalone Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Karnataka at Bengaluru in connection with the proposed IPO. The Special Purpose Restated Standalone Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 2 to the Special Purpose Restated Standalone Financial Information. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Special Purpose Restated Standalone Financial Information. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Special Purpose Restated Standalone Financial Information taking into consideration:

    a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated January 03, 2021 in connection with the proposed IPO;

    b) The Guidance Note. The Guidance Note also requires that we comply with the

ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Standalone Financial Information; and

d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Special Purpose Restated Standalone Financial Information have been compiled by the management from:

a) audited special purpose interim standalone financial statements of the Company as at and for the eight month period ended November 30, 2020 prepared in accordance with recognition and measurement principles of Indian Accounting Standard ("Ind AS") 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Standalone Financial Statements") which have been approved by the Board of Directors at their meeting held on January 25, 2021.

b) audited standalone Ind AS financial statements of the Company as at and for the years ended March 31, 2020, 2019 and 2018, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India ("standalone financial statements"), which have been approved by the Board of Directors at their meetings held on November 03, 2020, May 28, 2019 and May 21, 2018 respectively.

5. For the purpose of our examination, we have relied on:

(a) Auditor's report issued by us dated January 25, 2021, on the special purpose interim standalone financial statements of the Company as at and for the eight month period ended November 30, 2020 as referred in Paragraph 4(a) above, which includes the following Emphasis of Matter paragraphs (also refer Note 2 of the Restated Standalone Financial Information):

(i) We draw attention to Note 2.2 to the special purpose interim standalone financial statements, which describes the impact of COVID 19 pandemic on the Company's operations. Further, the current liabilities, exceeded its current assets by Rs. 2,735.05 Million as of November 30, 2020. The Board of Directors of the Company have approved the preparation of these special purpose interim standalone financial statements on a going concern basis for the reasons stated in Note 2.2 mentioned above.

(ii) We also draw attention to Note 36 to the special purpose interim standalone financial statements which describes significant management estimates and assumptions involved in assessing the financial impact of COVID 19 pandemic. Based on such assessment, the Management has concluded that the Company will recover the carrying amount of its assets as on November 30, 2020. However, given the uncertainty regarding the duration, extent and eventual outcome of the impact of the COVID-19 pandemic, the Company

cannot estimate with any precision the impact on its prospective financial performance and the eventual outcome of the impact could be different than that estimated as at the date of approval of these special purpose interim standalone financial statements.

Our opinion is not modified in respect of the matters stated in (i) and (ii) above.

(b) Auditor's report issued by us dated November 03, 2020, May 28, 2019 and May 21, 2018 on the standalone financial statements of the Company as at and for the years ended March 31, 2020, 2019 and 2018, respectively, as referred in Paragraph 4(b) above. The auditors' report on the standalone financial statements of the Company as at and for the year ended March 31, 2020 includes the following Emphasis of Matter paragraph (also refer Note 2 of the Restated Standalone Financial Information):

(i) We draw attention to Note 2.2 to the standalone financial statements, which describes the impact of COVID 19 pandemic on the Company's operations. Further, the current liabilities, exceeded its current assets by Rs. 1,787.13 Million as of March 31, 2020.

As stated in the aforesaid note, the board of directors have approved management's detailed business plan (including cash flows) for the Company which interalia envisages (i) cost savings and continuing revenue growth through various initiatives, (ii) extension of moratorium for repayment of loan and interest by its lenders (iii) raising adequate funding through incremental debt and fresh equity infusion and after duly considering the aforesaid business plan and the continued financial support expected to be received from the Promoters of the Company as stated in Note 2.2, have approved the preparation of the standalone financial statements on a going concern basis.

(ii) We also draw attention to Note 36 to the standalone financial statements which describes significant management estimates and assumptions involved in assessing the financial impact of COVID 19 pandemic. Based on such assessment, the Management has concluded that the Company will recover the carrying amount of its assets as on March 31, 2020. However, given the uncertainty regarding the duration, extent and eventual outcome of the impact of the COVID-19 pandemic, the Company cannot estimate with any precision the impact on its prospective financial performance and the eventual outcome of the impact could be different than that estimated as at the date of approval of these standalone financial statements.

Our opinion is not modified in respect of the matters stated in (i) and (ii) above.

6. Based on our examination and according to the information and explanations given to us, we report that the Special Purpose Restated Standalone Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2020, 2019 and 2018 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the eight month period ended November 30, 2020;

b) do not require any adjustment for modification as there is no modification in the

underlying audit reports. There are items relating to emphasis of matter (refer paragraph 5 above), which do not require any adjustment to the Restated Standalone Financial Information; and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

8. The Special Purpose Restated Standalone Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim Standalone financial statements and audited standalone financial statements mentioned in paragraph 4 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Karnataka at Bengaluru in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

Sathya P Koushik
Partner
(Membership No. 206920)
UDIN: 21206920AAAABZ6883

Place: Bengaluru
Date: January 27, 2021

Barbeque-Nation Hospitality Limited
Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Special Purpose Restated Standalone Statement of Assets and Liabilities

Particulars	Note reference	As at			
		30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
ASSETS					
Non-current assets					
Property, plant and equipment	**4**	2,589.79	2,817.93	2,579.11	2,020.94
Right-of-use asset	**5**	3,356.80	3,581.91	3,146.41	2,363.39
Capital work-in-progress		49.96	97.33	90.13	119.67
Goodwill	**6**	189.66	189.66	189.66	189.66
Other intangible assets	**7**	55.87	65.00	54.44	44.37
Financial Assets					
Investments	**8**	406.33	406.33	279.04	275.66
Loans	**9**	275.22	234.99	193.49	166.49
Other financial assets	**10**	13.17	21.59	15.04	11.39
Deferred tax assets (net)	**32**	528.49	277.90	304.53	262.23
Other non-current assets	**11**	49.87	57.24	27.06	21.25
Total Non-current assets [A]		**7,515.16**	**7,749.88**	**6,878.91**	**5,475.05**
Current assets					
Inventories	**12**	144.01	129.82	182.63	175.01
Financial assets					
Investments	**13**	-	-	-	0.01
Trade receivables	**14**	54.57	25.24	56.31	65.41
Cash and cash equivalents	**15**	61.89	125.24	67.68	355.83
Loans	**16**	-	-	-	149.10
Other financial assets	**17**	32.06	57.38	37.38	52.10
Other current assets	**18**	245.69	271.99	183.07	159.04
Total current assets [B]		**538.22**	**609.67**	**527.07**	**956.50**
Total assets [A+B]		**8,053.38**	**8,359.55**	**7,405.98**	**6,431.55**
EQUITY AND LIABILITIES					
Equity					
Equity share capital	**19**	139.96	139.96	139.92	138.00
Other equity	**20**	(135.18)	617.85	1,569.89	1,671.63
Equity attributable to owners of the Company [C]		**4.78**	**757.81**	**1,709.81**	**1,809.63**
Liabilities					
Non-current liabilities					
Financial Liabilities					
Borrowings	**21**	1,016.59	1,249.55	611.11	469.32
Lease liability	**22**	3,684.58	3,880.15	3,215.94	2,469.85
Provisions	**23**	74.16	75.24	103.45	76.98
Other non-current liabilities	**24**	-	-	-	1.71
Total Non-current liabilities [D]		**4,775.33**	**5,204.94**	**3,930.50**	**3,017.86**
Current liabilities					
Financial Liabilities					
Borrowings	**21**	378.14	405.92	157.10	185.12
Lease liability	**22**	410.71	404.60	506.63	401.21
Trade payables	**25**				
total outstanding dues of micro enterprises and small enterprises		27.54	8.67	1.03	-
total outstanding dues of creditors other than micro enterprises		1,404.32	973.67	670.19	628.13
Other financial liabilities	**26**	769.71	428.15	277.54	239.01
Other current liabilities	**27**	210.77	108.99	79.94	65.25
Provisions	**28**	47.77	56.19	33.54	32.20
Current tax liabilities (Net)	**29**	24.31	10.61	39.70	53.14
Total current liabilities [E]		**3,273.27**	**2,396.80**	**1,765.67**	**1,604.06**
Total liabilities [F= [D+E]]		**8,048.60**	**7,601.74**	**5,696.17**	**4,621.92**
Total equity and liabilities [F+C]		**8,053.38**	**8,359.55**	**7,405.98**	**6,431.55**

See accomanying notes to special purpose restated standalone financial information Note 1 to 44

In terms of our report attached.
For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Sathya P Koushik
Partner

Kayum Dhanani
Managing Director
DIN No: 00987597

Rahul Agrawal
Chief Executive Officer &
Whole Time Director
DIN No: 07194134

T.N Unni
Director
DIN No: 00079237

Amit V Betala
Chief Financial Officer

Nagamani C Y
Company Secretary

Bengaluru, January 27th, 2021

Bengaluru, January 25th, 2021

Barbeque-Nation Hospitality Limited
Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Special Purpose Restated Standalone Statement of Profit and Loss

Particulars	Note reference	For the eight month period ended	For the year ended		
		30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
REVENUE					
Revenue from operations	**30A**	1,771.89	7,870.52	7,034.55	5,711.66
Other income	**31**	316.02	33.06	41.74	51.38
Total [A]		**2,087.91**	**7,903.58**	**7,076.29**	**5,763.04**
EXPENSES					
Cost of food and beverages consumed	**30B**	698.43	2,752.97	2,366.30	1,925.82
Employee benefits expenses	**30C**	615.47	1,778.63	1,451.52	1,182.34
Other operating expenses	**30D**	674.85	1,776.51	1,605.18	1,210.95
Total [B]		**1,988.75**	**6,308.11**	**5,423.00**	**4,319.11**
Earnings before exceptional items, finance costs, depreciation and amortisation, as restated [EBITDA] [C] = [A-B]		**99.16**	**1,595.47**	**1,653.29**	**1,443.93**
Finance costs **[D]**	**30E**	483.10	631.61	472.91	491.85
Depreciation and amortisation expense **[E]**	**30F**	686.81	1,045.73	773.84	653.51
Profit before tax and exceptional items, as restated [F] = [C-D-E]		**(1,070.75)**	**(81.87)**	**406.54**	**298.57**
Exceptional items [G]	**30G**	(20.67)	766.86	687.75	(26.31)
Profit before tax, as restated [H] = [F-G]		**(1,050.08)**	**(848.73)**	**(281.21)**	**324.88**
Tax expense / (benefit):	**32**				
Current tax		-	49.35	129.50	154.46
Deferred tax		(252.37)	(56.63)	(40.56)	(30.62)
Deferred tax impact due to change in tax rate		-	85.20	-	-
Net tax expense / (benefit) [I]		**(252.37)**	**77.92**	**88.94**	**123.84**
Net Profit / (loss) for the year / period ended, as restated [J] = [H-I]		**(797.71)**	**(926.65)**	**(370.15)**	**201.04**
Other Comprehensive Income / (Losses), as restated [K]					
Items that will not be reclassified to Statement of profit and loss					
Remeasurements of the defined benefit plans		7.09	(7.70)	(4.99)	(6.51)
Income tax on the above		(1.78)	1.94	1.74	2.25
Total comprehensive income / (loss) for the year / period, as restated [J + K]		**(792.40)**	**(932.41)**	**(373.40)**	**196.78**
Earnings per share	**38**				
Basic (in Rs.) (Face value of Rs.5 each)		(28.50)	(33.11)	(13.96)	7.07
Diluted (in Rs.) (Face value of Rs.5 each)		(28.50)	(33.11)	(13.96)	7.03

See accomanying notes to special purpose restated standalone financial information Note 1 to 44

In terms of our report attached.

For Deloitte Haskins & Sells
Chartered Accountants

Sathya P Koushik
Partner

Bengaluru, January 27th, 2021

For and on behalf of the Board of Directors

Kayum Dhanani
Managing Director
DIN No: 00987597

Rahul Agrawal
Chief Executive Officer &
Whole Time Director
DIN No: 07194134

T.N Unni
Director
DIN No: 00079237

Amit V Betala
Chief Financial Officer

Nagamani C Y
Company Secretary

Bengaluru, January 25th, 2021

Barbeque-Nation Hospitality Limited
Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Special Purpose Restated Standalone Statement of Changes in Equity

(a) Equity share capital

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Opening balance	139.96	139.92	138.00	135.12
Changes in equity share capital during the year / period				
Issue of the equity share during the year / period	-	0.04	1.92	2.88
Closing balance	**139.96**	**139.96**	**139.92**	**138.00**

(b) Other equity

Particulars	Reserves and Surplus			Total other equity
	Securities premium	Share based payment reserve	Retained earnings	
Balance as at 01 April 2017	**864.80**	**9.62**	**148.36**	**1,022.78**
Profit for the year	-	-	201.04	**201.04**
Remeasurements of the defined benefit plans (net of tax)	-	-	(4.26)	**(4.26)**
Premium received on shares issued during the year (net)	465.63	-	-	**465.63**
Share based compensation to employees	-	18.96	-	**18.96**
Dividend and tax thereon	-	-	(32.52)	**(32.52)**
Balance as at 31 March 2018	**1,330.43**	**28.58**	**312.62**	**1,671.63**
Balance as at 01 April 2018	**1,330.43**	**28.58**	**312.62**	**1,671.63**
Loss for the year	-	-	(370.15)	**(370.15)**
Remeasurements of the defined benefit plans (net of tax)	-	-	(3.25)	**(3.25)**
Premium received on shares issued during the year (net)	297.99	-	-	**297.99**
Share based compensation to employees	-	7.40	-	**7.40**
Dividend and tax thereon	-	-	(33.73)	**(33.73)**
Balance as at 31 March 2019	**1,628.42**	**35.98**	**(94.51)**	**1,569.89**
Balance as at 01 April 2019	**1,628.42**	**35.98**	**(94.51)**	**1,569.89**
Loss for the period	-	-	(926.65)	**(926.65)**
Remeasurements of the defined benefit plans (net of tax)	-	-	(5.76)	**(5.76)**
Transfer on exercise of options	-	(1.61)	-	**(1.61)**
Transfer on forfeiture of options	-	(0.18)	0.18	**-**
Premium received on shares issued during the period	2.59	-	-	**2.59**
Share based compensation to employees	-	13.12	-	**13.12**
Dividend and tax thereon	-	-	(33.73)	**(33.73)**
Balance as at 31 March 2020	**1,631.01**	**47.31**	**(1,060.47)**	**617.85**
Balance as at 01 April 2020	**1,631.01**	**47.31**	**(1,060.47)**	**617.85**
Loss for the period	-	-	(797.71)	**(797.71)**
Remeasurements of the defined benefit plans (net of tax)	-	-	5.31	**5.31**
Transfer on forfeiture/surrender of options	-	(56.80)	56.80	**-**
Share based compensation to employees	-	39.37	-	**39.37**
Balance as at 30 November 2020	**1,631.01**	**29.88**	**(1,796.07)**	**(135.18)**

See accomanying notes to special purpose restated standalone financial information Note 1 to 44

In terms of our report attached.

For Deloitte Haskins & Sells
Chartered Accountants

Sathya P Koushik
Partner

Bengaluru, January 27th, 2021

For and on behalf of the Board of Directors

Kayum Dhanani
Managing Director
DIN No: 00987597

Rahul Agrawal
Chief Executive Officer & Whole Time Director
DIN No: 07194134

T.N Unni
Director
DIN No: 00079237

Amit V Betala
Chief Financial Officer

Nagamani C Y
Company Secretary

Bengaluru, January 25th, 2021

Barbeque-Nation Hospitality Limited
Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Special Purpose Restated Standalone Statement of Cash Flows

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
A. Cash flow from operating activities				
Profit / (loss) before tax	**(1,050.08)**	**(848.73)**	**(281.21)**	**324.88**
Adjustments for:				
Depreciation and amortisation	686.81	1,045.73	773.84	653.51
Net (profit)/loss relating to relocation of restaurant units during the year / period	(51.87)	(6.33)	(0.71)	(26.31)
Interest expense on borrowings	139.93	133.27	63.31	100.89
Interest expenses on provision for asset retirement obligations	2.88	3.56	3.15	3.05
Interest on lease liabilities	306.07	433.96	347.53	318.40
Interest income	(19.98)	(24.06)	(33.85)	(23.12)
Rent Concession due to Covid 19 pandemic	(291.75)	-	-	-
Offer document filing fees written off	5.32	-	-	-
Income from government grant	-	-	(4.71)	(2.07)
Provision for impairment of invesments	-	584.09	-	-
Profit on sale of investments in mutual funds	-	-	-	(2.83)
Expense on employee stock option scheme	39.37	13.12	7.40	18.96
Expense on phantom option scheme	-	-	-	17.17
Provision no longer required	(3.98)	(9.00)	-	(20.50)
Net loss on disposal of investments in subsidiary	-	-	413.60	-
Recognition of credit loss in respect of financial guarantee given towards loan taken by subsidiary	-	71.20	-	-
Provision against loan given to subsidiary	-	117.90	274.86	-
Provision for doubtful receivables and advances	10.70	5.00	12.16	2.50
Operating profit before working capital changes	**(226.58)**	**1,519.71**	**1,575.37**	**1,364.53**
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(14.19)	52.81	(7.62)	(24.94)
Trade receivables	(29.33)	31.07	(3.06)	(27.23)
Other assets (financial & non financial)	15.31	(88.19)	(49.76)	(68.33)
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	449.50	311.12	43.11	231.36
Other liabilities	101.78	29.05	17.69	(8.80)
Non-current provisions	5.33	(26.91)	10.43	0.84
Current provisions	(8.42)	19.09	1.34	0.86
Cash generated from operations	**293.40**	**1,847.75**	**1,587.50**	**1,468.29**
Net income tax (paid) / refunds	15.48	(78.44)	(142.94)	(144.67)
Net cash flow from / (used in) operating activities (A)	**308.88**	**1,769.31**	**1,444.56**	**1,323.62**
B. Cash flow from investing activities				
Capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances	(56.97)	(795.40)	(952.27)	(643.59)
Proceeds from sale of property, plant and equipment	0.08	0.68	1.03	1.22
Investment in subsidiary	-	(711.38)	(260.43)	(50.35)
Proceeds from sale of investment in subsidiary	-	-	0.50	-
Loan given to subsidiary	(36.18)	(111.95)	(199.26)	(218.22)
Receipt towards repayment of loan from subsidiary	-	-	-	69.35
Deposits placed for margin money	-	(36.44)	(9.86)	-
Deposits held as margin money released	33.93	-	-	13.69
Interest received	19.98	-	23.69	2.57
Sale of investment in mutual fund	-	-	0.01	2.83
Net cash flow from / (used in) investing activities (B)	**(39.16)**	**(1,654.49)**	**(1,396.59)**	**(822.50)**
C. Cash flow from financing activities				
Proceeds from issue of equity shares		1.02	320.31	478.41
Share issue expenses / Expenses towards offer for sale of shares	(1.90)	(61.10)	(22.70)	(67.39)
Proceeds from long-term borrowings	126.14	899.03	614.30	390.00
Repayment of long-term borrowings	(46.80)	(216.03)	(497.08)	(534.52)
Net increase / (decrease) in working capital borrowings	(47.78)	248.82	(28.02)	170.86
Dividend paid (including dividend tax)	-	(33.73)	(33.73)	(32.52)
Payments of interest portion of lease liabilities	(245.85)	(433.96)	(347.53)	(318.40)
Payments of principal portion of lease liabilities	-	(332.69)	(275.77)	(207.87)
Interest paid	(116.88)	(128.62)	(65.91)	(96.09)
Net cash flow from financing activities (C)	**(333.07)**	**(57.26)**	**(336.13)**	**(217.52)**

Barbeque-Nation Hospitality Limited
Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Special Purpose Restated Standalone Statement of Cash Flows

Particulars	**For the eight month period ended**	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Net increase in cash and cash equivalents (A+B+C)	**(63.35)**	**57.56**	**(288.16)**	**283.60**
Cash and cash equivalents at the beginning of the year / period	125.24	67.68	355.84	72.24
Cash and cash equivalents at the end of the year / period	**61.89**	**125.24**	**67.68**	**355.84**
Reconciliation of cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet	61.89	125.24	67.68	355.83
Add: Current investments considered as part of Cash and cash equivalents in the Cash Flow Statements.	-	-	-	0.01
Cash and cash equivalents at the end of the year / period	**61.89**	**125.24**	**67.68**	**355.84**

See accomanying notes to special purpose restated standalone financial information Note 1 to 44

In terms of our report attached.
For Deloitte Haskins & Sells
Chartered Accountants

Sathya P Koushik
Partner

Bengaluru, January 27th, 2021

For and on behalf of the Board of Directors

Kayum Dhanani
Managing Director
DIN No: 00987597

Rahul Agrawal
Chief Executive Officer &
Whole Time Director
DIN No: 07194134

T.N Unni
Director
DIN No: 00079237

Amit V Betala
Chief Financial Officer

Nagamani C Y
Company Secretary

Bengaluru, January 25th, 2021

1. Corporate information

Barbeque-Nation Hospitality Limited (the 'Company') is primarily engaged in the business of operating casual dining restaurant chain in India. The registered office of the Company is situated at Survey No. 62, Site No. 13, 6th cross, NS Palya, Stage 2, BTM Layout, Bengaluru - 560 076, Karnataka, India.

2. Basis of preparation and presentation:

The Special Purpose Restated Standalone Financial Information of the Company comprises the Restated Standalone Statement of Assets and Liabilities as at November 30, 2020 and as at March 31, 2020, 2019 and 2018, the Restated Standalone Statement of Profit and Loss (including other comprehensive income), the Restated Standalone Statement of Changes in Equity, the Restated Standalone Cash Flow Statement for the eight month period ended November 30, 2020 and for the years ended March 31, 2020, 2019 and 2018, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Standalone Financial Information"), as approved by the Board of Directors of the Company at their meeting held on January 25, 2021 for the purpose of inclusion in the Red Herring Prospectus (RHP) and Prospectus (RHP and Prospectus collectively referred as the "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

The Special Purpose Restated Standalone Financial Information have been compiled by the management from:

a) audited special purpose interim Standalone Ind AS financial statements of the Company as at and for the eight month period ended November 30, 2020 prepared in accordance with recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Standalone Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on January 25, 2021.

b) audited standalone financial statements of the Company as at and for the years ended March 31, 2020, 2019 and 2018, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on November 03, 2020, May 28, 2019 and May 21, 2018 respectively.

The Special Purpose Restated Standalone Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2020, 2019 and 2018 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the eight month period ended November 30, 2020.

b) do not require any adjustment for modification as there is no modification in the underlying audit reports.

I. The auditor's report dated January 25, 2021 on the special purpose interim standalone financial statements as at and for the eight month period ended November 30, 2020 includes the following Emphasis of Matter paragraphs (also refer Note 3.1 and 30H of the Special Purpose Restated Standalone Financial Information):

(i) We draw attention to Note 2.2 to the special purpose interim standalone financial statements, which describes the impact of COVID 19 pandemic on the Company's operations. Further, the current liabilities, exceeded its current assets by Rs. 2,735.05 Million as of November 30, 2020. The Board of Directors of the Company have approved the preparation of these special purpose interim standalone financial statements on a going concern basis for the reasons stated in Note 2.2 mentioned above.

(ii) We also draw attention to Note 34 to the special purpose interim standalone financial statements which describes significant management estimates and assumptions involved in assessing the financial impact of COVID 19 pandemic. Based on such assessment, the Management has concluded that the Company will recover the carrying amount of its assets as on November 30, 2020. However, given the uncertainty regarding the duration, extent and eventual outcome of the impact of the COVID-19 pandemic, the Company cannot estimate with any precision the impact on its prospective financial performance and the eventual outcome of the impact could be different than that estimated as at the date of approval of these special purpose interim standalone financial statements.

Our opinion is not modified in respect of the matters stated in (i) and (ii) above.

II. The auditor's report dated November 03, 2020 on the standalone financial statements as at and for the year ended March 31, 2020 includes the following Emphasis of Matter paragraphs:

(i) We draw attention to Note 2.2 to the standalone financial statements, which describes the impact of COVID 19 pandemic on the Company's operations. Further, the current liabilities, exceeded its current assets by Rs. 1,787.13 Million as of March 31, 2020.

As stated in the aforesaid note, the board of directors have approved management's detailed business plan (including cash flows) for the Company which interalia envisages (i) cost savings and continuing revenue growth through various initiatives, (ii) extension of moratorium for repayment of loan and interest by its lenders (iii) raising adequate funding through incremental debt and fresh equity infusion and after duly considering the aforesaid business plan and the continued financial support expected to be received from the Promoters of the Company as stated in Note 2.2, have approved the preparation of the standalone financial statements on a going concern basis.

(ii) We also draw attention to Note 34 to the standalone financial statements which describes significant management estimates and assumptions involved in assessing the financial impact of COVID 19 pandemic. Based on such assessment, the Management has concluded that the Company will recover the carrying amount of its assets as on March 31, 2020. However, given the uncertainty regarding the duration, extent and eventual outcome of the impact of the COVID-19 pandemic, the Company cannot estimate with any precision the impact on its prospective financial performance and the eventual outcome of the impact could be different than that estimated as at the date of approval of these standalone financial statements.

Our opinion is not modified in respect of the matters stated in (i) and (ii) above.

The above emphasis of matters do not require any adjustment to the Restated Standalone Financial Information.

These Special Purpose Restated Standalone Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting on the Special Purpose Interim Standalone Financial Statements / Standalone financial statements mentioned above.

3. Summary of significant accounting policies

The Restated Financial Information have been prepared in accordance with the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

(a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

(b) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

(c) Level 3 inputs are unobservable inputs for the asset or liability.

3.1 Assessment of Going Concern assumption pursuant to the impact on account of the COVID-19 pandemic:

Assessment of Going Concern assumption in preparation of the special purpose interim standalone financial statements for the eight month period ended November 30, 2020:

The impact of the COVID-19 pandemic and the measures put in place to control the spread of virus by the jurisdictional regulatory authorities, have triggered significant disruptions to the Company's operations during the eight month period ended November 30, 2020. Further, its current liabilities exceeded its current assets by Rs. 2,735.05 Million as of November 30, 2020.

Due to the restrictions placed by the jurisdictional regulatory authorities, the Company's restaurant outlets were closed temporarily commencing from latter part of March 2020 and pursuant to the reduced level of operations, the Company has incurred operating losses during the period of closure. The Company has resumed its operations in a phased manner depending on easing of lockdown restrictions and its evaluation of operating scenarios at respective store locations. As on date of approval of these financial statements, the Company had opened substantially all of its outlets and commenced operations.

In order to address the matter of having adequate liquidity in the Company to ensure that the Company can meet all its obligations in the normal course of business, the management of the Company has taken various measures which include the following:

- A number of cash conservation measures, including a (i) significant reduction in the level of capital expenditure in the short term, (ii) limiting the outflows to only outlets which the Company intends to operationalise, compliance and health and safety related spend, (iii) pausing all non-essential discretionary and variable spending, (iv) payroll cost reductions through store manpower rationalisation and salary cuts, and (v) extended credit with suppliers and lessors, reduction in lease rentals etc.

- Continuing focus on outdoor catering and sourcing of customers from third party platforms, its various initiatives to comply with sanitization and social distancing protocols, minimal contact experience through non-touch alternatives and strict adherence to hygiene norms.

- Raising adequate funding through incremental debt from banks with 1 year moratorium for repayment of principal and interest and fresh equity infusion. Subsequent to November 30, 2020, the Company has received funding aggregating to Rs. 1,499.69 Million towards issue of 59,51,132 equity shares of Rs. 5 each.

The Board of directors of the Company have approved the aforesaid business plan and in their assessment, based on due consideration of the business plan, the Company will be able to meet all its obligations in the normal course of business. Accordingly, the Board of directors of the Company have approved the preparation of the special purpose interim standalone financial statements on a going concern basis.

The special purpose interim standalone financial statements do not therefore incorporate adjustments, if any, that may be required in respect of recoverability and classification of asset carrying amounts or the amounts and classification of liabilities, should the Company not continue as a going concern.

Assessment of Going Concern assumption in preparation of the financial statements for the year ended March 31, 2020:

The impact of the COVID-19 pandemic and the measures put in place to control the spread of virus by the jurisdictional regulatory authorities, have triggered disruptions to the Company's operations at the balance sheet date. Further, its current liabilities exceeded its current assets by Rs.1,787.13 Million as of March 31, 2020.

Due to the restrictions placed by the jurisdictional regulatory authorities, the Company's restaurant outlets were closed temporarily commencing from latter part of March 2020 and pursuant to the reduced level of operations, the Company has incurred operating losses during the period of closure and in the period subsequent to March 31, 2020. The Company has resumed its operations in a phased manner depending on easing of lockdown restrictions and its evaluation of operating scenarios at respective store locations. As on date of approval of these financial statements, the Company had opened substantially all of its outlets and commenced operations.

In order to address the matter of having adequate liquidity in the Company to ensure that the Company can meet all its obligations in the normal course of business, the management of the Company has taken various measures which include the following:

- A number of cash conservation measures, including a (i) significant reduction in the level of capital expenditure in the short term, (ii) limiting the outflows to only outlets which the Company intends to operationalise, compliance and health and safety related spend, (iii) pausing all non-essential discretionary and variable spending, (iv) payroll cost reductions through store manpower rationalisation and salary cuts, and (v) extended credit with suppliers and lessors, reduction in lease rentals etc.

- Continuing focus on outdoor catering and sourcing of customers from third party platforms, its various initiatives to comply with sanitization and social distancing protocols, minimal contact experience through non-touch alternatives and strict adherence to hygiene norms along with gradual easing of regulatory restrictions are expected to help the Company to achieve its pre-COVID level of operations and profitability by April 2021.

- The Company has approached its lenders requesting for moratorium for payment of interest across all the loan facilities till March 31, 2021 and repayment of principal for all its loans till August 31, 2022.

- Raising adequate funding through incremental debt from banks with 1 year moratorium for repayment of principal and interest and fresh equity infusion.

The Promoters of the Company have committed to the Company, financial support, if any required to ensure that the Company shall be able to meet all its obligations in the normal course of business for a period of not less than one year from the date of approval of these financial statements.

The Board of directors of the Company have approved the aforesaid business plan and in their assessment, based on due consideration of the business plan and the Promoters' undertaking referred above, the Company will be able to meet all its obligations in the normal course of business. Accordingly, the Board of directors have approved the preparation of the standalone financial statements on a going concern basis.

The standalone financial statements do not therefore incorporate adjustments, if any, that may be required in respect of recoverability and classification of asset carrying amounts or the amounts and classification of liabilities, should the Company not continue as a going concern

3.2 Revenue recognition

Revenue is recognized at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer.

Revenue from sale of food and beverages is recognized at the time of underlying sale to the customer. Revenue is presented net of discounts given to the customers and any taxes collected from customers for remittance to the government. In case of discount to customers in the form of gift voucher, the value of such discount is determined based on the percentage of redemption in the past. Customer purchases of gift cards are recognized as sales upon redemption of gift card or upon expiry.

Revenue from displays and sponsorships are recognized in the period in which the products or the sponsor's advertisements are promoted/displayed.
Royalty arrangements based on sales are recognised at the time the underlying sales occur.

Government incentives are accrued for based on fulfilment of eligibility criteria for availing the incentives and when there is no uncertainty in receiving the same. These incentives include estimated realisable values/benefits from special import licenses and benefits under Serve From India Scheme.

3.3 Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3.4 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange of control of the acquiree. Acquisition-related costs are generally recognised in Statement of profit and loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. The difference, if any, between the amount recorded as share

capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve.

3.5 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to the Company's cash-generating units.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss.

3.6 Property, Plant and Equipment

Property, Plant and Equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of profit and loss.

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation on tangible assets have been provided on the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The useful life of assets is given below:

Leasehold improvements	Amortised over the period of the lease
Furniture and fittings	10 Years
Plant & machinery	15 Years
Service equipments	10 Years
Computer equipments	3-6 Years
Vehicles	8 Years

3.7 Intangible assets

Acquired Intangible Assets - Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets

with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Liquor licenses with perpetual term purchased for restaurant chain business: Amortised over the lease term of the respective restaurants	
Software and other licenses	3 Years
Brand name	Indefinite useful life

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in Statement of profit and loss when the asset is derecognised.

3.8 Investments in subsidiary

Investment in subsidiaries are measured at cost less impairment.

3.9 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Cost of inventories include all costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3.10 Financial Instruments

Financial assets and financial liabilities:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

Subsequent measurement:

Financial assets at amortised cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at fair value through other comprehensive Income: Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss: Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

Financial liabilities

Financial liabilities are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Equity Instrument

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

Impairment of financial assets (other than at fair value)

The Company assesses at each date of balance sheet, whether a financial asset or a Company of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured though a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in Statement of profit and loss if such gain or loss would have otherwise been recognised in Statement of profit and loss on disposal of that financial asset.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of profit and loss.

3.11 Share issue expense

The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction.

3.12 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.13 Foreign Currency transactions and translations

The functional currency of the Company is Indian Rupee (Rs.).
Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise except for:

(a) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

3.14 Employee Benefits

Defined Contribution Plan

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are recognised as an expense when employees have rendered service entitling them to the contributions.

Defined Benefit Plan

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. Remeasurement, comprising actuarial gains and losses is recognised in other comprehensive income in the period in which they occur.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

3.15 Share based payment transaction

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

The Company had formulated Phantom Option Scheme (POS) under which eligible members are granted phantom shares entitling them to receive cash payments for the amounts measured as a difference between market value of share and the exercise price after the completion of specified period from the date of grant. Fair value of such cash-settled options is measured at every reporting date and is recognised as expense to the Statement of Profit and loss over the remaining vesting period on a straight-line basis with a corresponding adjustment recognised as liability.

3.16 Borrowing Costs

Borrowing costs include:

(a) interest expense calculated using the effective interest rate method,

(b) finance charges in respect of finance leases, and

(c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in Statement of profit and loss in the period in which they are incurred.

3.17 Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

For arrangements entered into prior to the date of transition to Ind AS, the Company has determined whether the arrangement contains lease on the basis of facts and circumstances existing on the date of transition.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Further, in respect of lease contracts of its outlet premises, the Company has elected not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

Measurement of the right-of use asset:

At the commencement date, the right-of-use asset is measured at cost and comprises:

- the amount of the initial measurement of the lease liability, to which is added, if applicable, any lease payments made at or before the commencement date, less any lease incentives received;
- where relevant, any initial direct costs incurred by the lessee for the conclusion of the contract. These are incremental costs which would not have been incurred if the contract had not been concluded;
- estimated costs for restoration and dismantling of the leased asset according to the terms of the contract, through a return obligation liability or provision determined as a discounted amount of the restoration and dismantling costs.

Following the initial recognition, the right-of-use asset is depreciated from the commencement date on a straight-line basis over the lease term. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Measurement of the lease liability

At the commencement date, the lease liability is recognized for an amount equal to the present value of the lease payments over the lease term.

Amounts involved in the measurement of the lease liability are:

- fixed payments (including in-substance fixed payments; meaning that even if they are variable in form, they are in-substance unavoidable);
- variable lease payments that depend on an index or a rate, initially measured using the index or the rate in force at the lease commencement date;
- amounts expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently measured based on a process similar to the amortized cost method using the discount rate:

- the liability is increased by the accrued interests resulting from the discounting of the lease liability, at the beginning of the lease period;
- less payments made. The interest cost for the period as well as variable payments, not taken into account in the initial measurement of the lease liability and incurred over the relevant period are recognized as costs.

In addition, the lease liability may be remeasured in the following situations:

- change in the lease term,
- modification related to the assessment of the reasonably certain nature (or not) of the exercise of an option,
- remeasurement linked to the residual value guarantees,
- adjustment to the rates and indices according to which the rents are calculated when rent adjustments occur.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24th July 2020 on IND- AS 116 for all rent concessions which are granted due to COVID-19 pandemic. As per requirements of MCA notification, rent concessions confirmed for the period ended November 30, 2020 have been accounted as Other Income.

3.18 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax. Income tax expense for the interim period is recognised based on the best estimate of the weighted average annual income tax rate expected for the full financial year 2020-21.

Current tax: The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax: Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the period

Current and deferred tax are recognised in Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

3.19 Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

3.20 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3.21 Earnings per share (EPS)

Basic earnings per share are computed by dividing statement of profit and loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

3.22 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.23 Use of estimates and judgements

In the application of the Company's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

Impairment of investments made and loans given to subsidiaries

The Company reviews its carrying value of investments made and loans given to subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company’s operations taking into account the location of the underlying asset and the availability of suitable alternatives.

Useful lives of property, plant and equipment

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Provision for site restoration obligations:

The Company has recognised provision for site restoration obligation associated with the stores opened. In determining the value of the provision, assumptions and estimates are made in respect of the expected cost to dismantle and remove the furniture/fixtures from the stores and the expected timing of those costs.

Uncertain tax positions

The Company's current tax provision relates to management's assessment of the amount of tax payable on open tax positions where the liabilities remain to be agreed with relevant tax authorities. Uncertain tax items for which a provision is made relate principally to the interpretation of tax legislation applicable to arrangements entered into by the Company. Due to the uncertainty associated with such tax items, it is possible that, on conclusion of open tax matters at a future date, the final outcome may differ significantly.

3.24 Standards issued and effective

The new and amended standards that are notified and are effective, up to the date of issuance of the special purpose restated standalone financial information are disclosed below.

(i) Amendments to Ind AS 103 Business Combinations:

The amendments to the definition of a business in Ind AS 103 help entities determine whether an acquired set of activities and assets is a business or not. They clarify the minimum requirements for a business, remove the assessment of whether market participants are capable of replacing any missing elements, add guidance to help entities assess whether an acquired process is substantive, narrow the definitions of a business and of outputs, and introduce an optional fair value concentration test.

These amendments are applicable to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after the 1 April 2020 and to asset acquisitions that occur on or after the beginning of that period. These amendments are not applicable to the Company's special purpose restated standalone financial information.

(ii) Amendments to Ind AS 1 and Ind AS 8: Definition of Material:

The amendments to Ind AS 1 Presentation of Financial Statements and Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors align the definition of 'material' across the standards and clarify certain aspects of the definition. The new definition states that, 'Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity. The amendments clarify that materiality will

depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements.

A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

These amendments are applicable prospectively for annual periods beginning on or after the 1 April 2020. The amendments to the definition of material do not have a significant impact on the Company's special purpose restated standalone financial information.

(iii) Amendments to Ind AS 107 and Ind AS 109: Interest Rate Benchmark Reform

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

The amendments to Ind AS 107 prescribe the disclosures which entities are required to make for hedging relationships to which the reliefs as per the amendments in Ind AS 109 are applied. These amendments are applicable for annual periods beginning on or after the 1 April 2020. These amendments are not applicable to the Company's special purpose restated standalone financial information.

Note No.

4 Property, plant and equipment

Gross carrying value

Particulars	**Tangible assets (owned, unless otherwise stated)**						
	Leasehold improv ements	**Furniture and fixtures**	**Plant and equipments**	**Service Equipments**	**Computer equipments**	**Vehicles**	**Total**
Balance as at 01 April 2017	547.47	574.26	366.70	383.28	39.75	3.00	1,914.46
Additions	250.42	144.12	157.77	123.80	23.76	1.58	701.45
Deletions	(1.26)	(0.20)	(5.11)	(0.31)	-	(0.05)	(6.93)
Closing balance as at 31 March 2018	**796.63**	**718.18**	**519.36**	**506.77**	**63.51**	**4.53**	**2,608.98**
Balance as at 01 April 2018	796.63	718.18	519.36	506.77	63.51	4.53	2,608.98
Additions	295.26	229.96	180.13	148.68	62.75	0.44	917.22
Deletions	(0.99)	(0.41)	(2.86)	(3.62)	-	-	(7.88)
Closing balance as at 31 March 2019	**1,090.90**	**947.73**	**696.63**	**651.83**	**126.26**	**4.97**	**3,518.32**
Balance as at 01 April 2019	1,090.90	947.73	696.63	651.83	126.26	4.97	3,518.32
Additions	234.82	176.02	166.35	133.06	47.64	4.60	762.49
Deletions	(0.51)	(0.51)	(4.44)	(0.79)	(1.40)	(0.32)	(7.97)
Closing balance as at 31 March 2020	**1,325.21**	**1,123.24**	**858.54**	**784.10**	**172.50**	**9.25**	**4,272.84**
Balance as at 01 April 2020	1,325.21	1,123.24	858.54	784.10	172.50	9.25	4,272.84
Additions	53.23	22.66	26.89	13.68	3.65	1.46	121.57
Deletions	-	-	-	(0.01)	(0.04)	(0.06)	(0.11)
Closing balance as at 30 November 2020	**1,378.44**	**1,145.90**	**885.43**	**797.77**	**176.11**	**10.65**	**4,394.30**
Accumulated depreciation							
Balance as at 01 April 2017	**78.56**	**64.80**	**25.01**	**100.46**	**14.15**	**0.36**	283.34
Depreciation charge	98.71	75.58	34.74	80.31	16.78	0.48	306.60
Disposals/ discards	(0.65)	(0.04)	(0.97)	(0.19)	-	(0.05)	(1.90)
Closing balance as at 31 March 2018	**176.62**	**140.34**	**58.78**	**180.58**	**30.93**	**0.79**	**588.04**
Balance as at 01 April 2018	**176.62**	**140.34**	**58.78**	**180.58**	**30.93**	**0.79**	588.04
Depreciation charge	121.58	91.59	45.54	72.28	23.27	0.69	354.95
Disposals/ discards	(0.43)	(0.20)	(1.04)	(2.11)	-	-	(3.78)
Closing balance as at 31 March 2019	**297.77**	**231.73**	**103.28**	**250.75**	**54.20**	**1.48**	**939.21**
Balance as at 01 April 2019	**297.77**	**231.73**	**103.28**	**250.75**	**54.20**	**1.48**	939.21
Depreciation charge	166.36	131.78	62.37	118.93	40.87	0.83	521.14
Disposals/ discards	(0.49)	(0.29)	(2.59)	(0.48)	(1.38)	(0.21)	(5.44)
Closing balance as at 31 March 2020	**463.64**	**363.22**	**163.06**	**369.20**	**93.69**	**2.10**	**1,454.91**
Balance as at 01 April 2020	**463.64**	**363.22**	**163.06**	**369.20**	**93.69**	**2.10**	1,454.91
Depreciation charge	106.78	92.44	50.17	68.95	30.19	1.13	349.66
Disposals/ discards	-	-	-	-	(0.04)	(0.02)	(0.06)
Closing balance as at 30 November 2020	**570.42**	**455.66**	**213.23**	**438.15**	**123.84**	**3.21**	**1,804.51**
Net block as at							
31-Mar-18	620.01	577.84	460.58	326.19	32.58	3.74	2,020.94
31-Mar-19	793.13	716.00	593.35	401.08	72.06	3.49	2,579.11
31-Mar-20	861.57	760.02	695.48	414.90	78.81	7.15	2,817.93
30-Nov-20	808.02	690.24	672.20	359.62	52.27	7.44	2,589.79

Barbeque-Nation Hospitality Limited
Notes to Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Note No.

5 Right-of-use assets

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Cost				
Opening balance	**5,942.06**	**5,033.31**	**3,852.46**	**3,177.02**
Additions	80.23	1,037.68	1,202.30	770.63
Adjustment due to modification	88.11	-	-	
Deletions	(213.42)	(128.93)	(21.45)	(95.19)
Closing balance	**5,896.98**	**5,942.06**	**5,033.31**	**3,852.46**
Accumulated depreciation				
Opening balance	**2,360.15**	**1,886.90**	**1,489.07**	**1,224.09**
Additions	327.57	514.93	411.65	340.81
Deletions	(147.54)	(41.68)	(13.82)	(75.83)
Closing balance	**2,540.18**	**2,360.15**	**1,886.90**	**1,489.07**
Net carrying value as at the end of the year / period	**3,356.80**	**3,581.91**	**3,146.41**	**2,363.39**

Barbeque-Nation Hospitality Limited
Notes to Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Note No.

6 Goodwill

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Goodwill allocated to the business of operating restaurant outlets	189.66	189.66	189.66	189.66
Total	**189.66**	**189.66**	**189.66**	**189.66**

The recoverable amount of the above cash generating units have been determined based on a value in use approach by considering cash flow projections approved by the management. The following inputs have been used for arriving the said recoverable amount.

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Input considered				
Discount rate	18.00%	18.00%	13.00%	12.00%
Growth rate	2.00%	2.00%	4.00%	5.00%

The carrying value of brand referred in Note 7 and the goodwill referred above have been allocated to the business of operating restaurant outlets, which is considered cash generating unit by the Company for the purpose of impairment assessment. The recoverable amount of the above cash generating unit has been determined based on 'Value in use' model, wherein, the value of cash generating unit is determined as a sum of the net present value of the projected post tax cash flows for a period of 4 to 5 years and terminal value. The terminal value of each cash generating unit is arrived at by extrapolating cash flows of latest forecasted year to perpetuity using a constant long term growth rate. The Directors and the Management have assessed and concluded that the reasonably possible change in the key assumptions would not result in carrying amount of brand and goodwill to exceed the aggregate of their recoverable amounts.

Note No.

7 Other Intangible assets

Gross block

Particulars	**Other Intangible assets**			
	Liquor licenses	**Software and licenses**	**Brand name**	**Total**
Balance as at 01 April 2017	7.63	11.35	29.48	48.46
Additions	-	8.04	-	8.04
Deletions	-	-	-	-
Closing balance as at 31 March 2018	**7.63**	**19.39**	**29.48**	**56.50**
Balance as at 01 April 2018	7.63	19.39	29.48	56.50
Additions	-	17.31	-	17.31
Deletions	-	-	-	-
Closing balance as at 31 March 2019	**7.63**	**36.70**	**29.48**	**73.81**
Balance as at 01 April 2019	7.63	36.70	29.48	73.81
Additions	0.60	19.62	-	20.22
Deletions	-	-	-	-
Closing balance as at 31 March 2020	**8.23**	**56.32**	**29.48**	**94.03**
Balance as at 01 April 2020	8.23	56.32	29.48	94.03
Additions	-	-	0.45	0.45
Deletions	-	-	-	-
Closing balance as at 30 November 2020	**8.23**	**56.32**	**29.93**	**94.48**
Accumulated amortisation				
Balance as at 01 April 2017	3.40	2.63	-	6.03
Depreciation charge	1.22	4.88	-	6.10
Disposals/ discards	-	-	-	-
Closing balance as at 31 March 2018	**4.62**	**7.51**	**-**	**12.13**
Balance as at 01 April 2018	4.62	7.51	-	12.13
Depreciation charge	1.22	6.02	-	7.24
Disposals/ discards	-	-	-	-
Closing balance as at 31 March 2019	**5.84**	**13.53**	**-**	**19.37**
Balance as at 01 April 2019	5.84	13.53	-	19.37
Depreciation charge	0.16	9.50	-	9.66
Disposals/ discards	-	-	-	-
Closing balance as at 31 March 2020	**6.00**	**23.03**	**-**	**29.03**
Balance as at 01 April 2020	6.00	23.03	-	29.03
Depreciation charge	1.13	8.00	0.45	9.58
Disposals/ discards	-	-	-	-
Closing balance as at 30 November 2020	**7.13**	**31.03**	**0.45**	**38.61**
Net block				
31-Mar-18	3.01	11.88	29.48	44.37
31-Mar-19	1.79	23.17	29.48	54.44
31-Mar-20	2.23	33.29	29.48	65.00
30-Nov-20	1.10	25.29	29.48	55.87

Note No. 8 **Investments (non-current)**

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Unquoted investments in equity instruments of subsidiaries (carried at cost):				
Prime Gourmet Private Limited (Refer note (a) below)				
Cost of investment	-	-	-	257.05
Number of equity shares	-	-	-	2,44,62,763
Percentage of holding	-	-	-	100.00%
Barbeque Nation Mena Holding Limited (formerly known as Barbeque Nation Holdings Limited)				
Cost of investment	313.09	313.09	276.26	18.61
Less:- Allowance for impairment (Refer Note 30(G))	(313.09)	(313.09)	-	-
Number of equity shares	1,59,425	1,59,425	1,40,525	10,000
Percentage of holding (Equity shares of AED 100 each)	100%	100%	100%	100%
Barbeque Nation Holdings Pvt Ltd				
Cost of investment	2.46	2.46	1.39	-
Number of equity shares (Equity shares of USD 1 each)	34,970	34,970	19,980	-
Percentage of holding	100%	100%	100%	-
Barbeque Holdings Pvt Ltd (Refer note (b) below)				
Cost of investment	-	1.39	1.39	-
Less: Impairment pursuant to being in the process of winding-up (Refer note below)	-	(1.39)	-	-
Number of equity shares (Equity shares of USD 1 each)	-	19,980	19,980	-
Percentage of holding	-	100%	100%	-
Red Apple Kitchen Consultancy Private Limited (Refer note (c) below)	674.87	674.87	-	-
Less:- Allowance for impairment (Refer Note 30(G))	(271.00)	(271.00)	-	-
Number of equity shares (Equity shares of Rs 100 each)	3,232	3,232	-	-
Percentage of holding	61.35%	61.35%	-	-
Total	**406.33**	**406.33**	**279.04**	**275.66**
Aggregate amount of un-quoted investments	**406.33**	**406.33**	**279.04**	**275.66**

Note:

(a) The Company acquired 100% stake in Prime Gourmet Private Limited (PGPL) during the year ended March 31, 2017. PGPL, was operating Johnny Rockets Restaurants pursuant to the terms of International Master Development Agreement (IMDA) with Johnny Rockets Licensing LLC. During the year ended 31 March 2019, the parties terminated the IMDA and also disposed of its investments in PGPL for the net consideration of Rs. 0.5 million. Losses incurred on disposal of such investments is recognised under exceptional items.

(b) Barbeque Holdings Pvt. Ltd has been wound up pursuant to the notice/ order, dated 10th August 2020, issued by the Registrar of Companies, Port Louis, Mauritius towards the application made on September 27, 2019.

(c) The Company acquired securities of Red Apple Kitchen Consultancy Private Limited ("Red Apple") representing 61.35% stake on a fully diluted basis and additional acquisition rights in Red Apple, for a total consideration of Rs. 674.87 towards 3,232 equity shares of face value of Rs. 100 each of Red Apple from Samar Retail Private Limited, a related party which is controlled by the Managing Director of the Company. This acquisition was approved by the Board of Directors and shareholders in their meeting dated December 30, 2019 and November 29, 2019, respectively.

Note No.

9 Loans (non-current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Carried at amortised cost:				
Security deposits				
Considered good	239.04	234.99	193.49	166.49
Credit impairement	11.69	11.69	-	-
Less: Allowance for doubtful deposit- credit impairement	(11.69)	(11.69)	-	-
Loan to related parties	422.99	386.81	274.86	-
Less: Allowance for impairement	(386.81)	(386.81)	(274.86)	-
Total	**275.22**	**234.99**	**193.49**	**166.49**

The above includes dues from a private company in which a director of the Company is a member or director:

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Security deposits				
Red Apple Kitchen Consultancy Private Limited				
- at amortised cost	2.50	2.50	-	-
- at refundable value	*2.50*	*2.50*	-	-
Sana Reality Private Limited				
- at amortised cost	2.37	2.22	2.00	1.81
- at refundable value	3.00	3.00	3.00	3.00

10 Other financial assets (non-current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Balances held as margin money or security	13.17	21.59	15.04	11.39
Total	**13.17**	**21.59**	**15.04**	**11.39**

11 Other non-current assets

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Unsecured, considered good:				
Amounts paid to statutory authorities under protest	30.10	29.77	10.62	9.62
Other security deposits	19.77	27.47	16.44	11.63
Total	**49.87**	**57.24**	**27.06**	**21.25**

The above includes deposit with a private company in which a director of the Company is a member or director:

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Sara Soule Private Limited	3.13	3.13	0.21	0.21

12 Inventories

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
(At lower of cost and net realisable value)				
Food & beverages	126.16	117.34	134.14	138.17
Stores & consumables	17.85	12.48	48.49	36.84
Total	**144.01**	**129.82**	**182.63**	**175.01**

During the year ended March 31, 2020, the cost of inventories recognised as an expense includes Rs. 35.60 in respect of write-downs of inventory to net realisable value pursuant to temporary lockdown of restaurant outlets on account of COVID-19 pandemic.

13 Investments (current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Investments carried at fair value through profit or loss				
Investment in mutual funds (quoted)				
SBI PLFReg Plan Daily dividend	-		-	-
Cost of investment	-	-	-	0.01
Number of mutual fund units	-	-	-	2.46
Total	**-**	**-**	**-**	**0.01**
Aggregate net asset value of quoted investments in mutual funds	**-**	**-**	**-**	**0.01**

Note No.

14 Trade Receivables

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Trade receivables (unsecured) consist of following				
Considered good	54.57	25.24	56.31	65.41
Credit impaired	1.68	1.65	14.68	2.52
	56.25	**26.89**	**70.99**	**67.93**
Less: Allowance for credit loss	(1.68)	(1.65)	(14.68)	(2.52)
Total	**54.57**	**25.24**	**56.31**	**65.41**

The Company business is predominantly retail in nature on 'cash and carry' basis which is largely through cash and credit card collections. The credit risk on such credit card collections is minimal, since they are primarily owned by card issuing banks. The Company also has certain receivables from corporates on credit terms ranging upto 60 days.

The Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward-looking estimates are analysed.

Movement in allowance for doubtful debts is as follows:

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Opening balance	1.65	14.68	2.52	2.48
Movement in Expected credit loss (ECL) allowance on trade receivables calculated at lifetime ECL	0.03	-	12.16	2.50
Written off during the period / year	-	(13.03)	-	(2.46)
Closing balance	**1.68**	**1.65**	**14.68**	**2.52**

15 Cash and cash equivalents

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Cash on hand	19.20	1.81	17.81	10.66
Balances with banks :				
In current accounts	42.69	123.43	49.87	286.87
In deposit accounts	-	-	-	58.30
Cash and cash equivalents as per restated standalone statement of assets and liabilities	**61.89**	**125.24**	**67.68**	**355.83**
Add: Investments in liquid mutual funds in the nature of "Cash and cash equivalents" (Refer note 13)	**-**	**-**	**-**	**0.01**
Cash and cash equivalents as per restated standalone statement of cash flows	**61.89**	**125.24**	**67.68**	**355.84**

16 Loans

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Loan to related parties (Unsecured, considered good)				
Prime Gourmet Private Limited	-	-	-	23.30
Barbeque Nation MENA Holding Limited (formerly known as Barbeque Nation Holdings Limited)	-	-	-	125.80
Total	**-**	**-**	**-**	**149.10**

Note No.

17 Other financial assets (current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Balances held as margin money or security	11.00	36.10	6.21	-
Interest accrued on				
fixed deposits	5.38	5.79	3.87	3.03
inter-corporate deposits and loans	5.95	5.95	-	5.49
Less: Allowance for impairment	(5.95)	(5.95)	-	-
Other receivables from subsidiaries	15.68	15.49	27.30	43.58
Total	**32.06**	**57.38**	**37.38**	**52.10**

18 Other current assets

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Advance to employees	30.16	27.43	5.69	9.28
Less: Allowance for bad and doubtful advances	(3.10)	-	-	-
Prepaid expenses	40.09	48.59	65.90	48.14
Advances paid for supply of materials / rendering of services				
Unsecured, considered good	42.83	57.25	31.65	19.59
Doubtful	16.24	8.98	9.96	9.96
	59.07	66.23	41.61	29.55
Less: Allowance for bad and doubtful advances	(16.24)	(8.98)	(9.96)	(9.96)
	42.83	**57.25**	**31.65**	**19.59**
Balance with Government authorities	2.95	2.54	4.75	9.25
Unamortised share issue expenses *	132.76	136.18	75.08	72.78
Total	**245.69**	**271.99**	**183.07**	**159.04**

The above includes dues from a private company in which a director of the Company is a member or director:

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Samar Lifestyle Private Limited	-	-	0.11	-

Movement in allowance for bad and doubtful advances

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Opening balance	8.98	9.96	9.96	9.96
Additional provision during the year / period	10.36	-	-	-
Written-off during the year / period	-	(0.98)	-	-
Closing balance	**19.34**	**8.98**	**9.96**	**9.96**

Note No. 19 **Share Capital**

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Authorised capital				
Equity shares of Rs.5/- each, with voting rights *				
Number of shares	6,00,00,000	6,00,00,000	6,00,00,000	6,00,00,000
Amount	300.00	300.00	300.00	300.00
Issued, subscribed and paid-up capital				
Equity shares of Rs.5/- each, fully paid-up, with voting rights *				
Number of shares	2,79,91,788	2,79,91,788	2,79,84,014	2,75,99,014
Amount	139.96	139.96	139.92	138.00
Total paid-up capital	**139.96**	**139.96**	**139.92**	**138.00**

Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the year

Particulars	Number of shares	Rs.
Outstanding at the 1 April 2017	**2,70,24,014**	**135.12**
Add: Issued during the year #	5,75,000	2.88
Outstanding at the 31 March 2018	**2,75,99,014**	**138.00**
Add: Issued during the year #	3,85,000	1.92
Outstanding at the 31 March 2019	**2,79,84,014**	**139.92**
Add: Issued during the year #	7,774	0.04
Outstanding at the 31 March 2020	**2,79,91,788**	**139.96**
Add: Issued during the period	-	-
Outstanding at the 30 November 2020	**2,79,91,788**	**139.96**

#
(i) 7,774 equity shares of Rs. 5 each were issued to employees pursuant to Employee stock options scheme.
(ii) 385,000 equity shares of Rs.5 each were issued to Partner Reinsurance Europe SE at a premium of Rs.827 per share on April 12, 2018
(iii) 575,000 equity shares of Rs. 5 each were issued to Alchemy India Long-term Fund Ltd at a premium of Rs. 827 per share on March 29, 2018.

Terms & Rights attached to each class of shares:
The Company has only one class of equity share having a par value of Rs.5/- each. Holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. However, as on date no such preferential amount exists. The distribution will be in proportion to number of equity shares held by the shareholders.

Name of shareholders	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Sayaji Housekeeping Services Limited				
Number of equity shares of Rs. 5 each	1,26,21,116	1,26,21,116	1,26,21,116	1,26,21,116
Percentage of holding (%)	45.09%	45.09%	45.10%	45.73%
Tamara Private Limited				
Number of equity shares of Rs. 5 each	60,78,402	60,78,402	60,78,402	60,78,402
Percentage of holding (%)	21.71%	21.71%	21.72%	22.02%
Pace Private Limited				
Number of equity shares of Rs. 5 each	31,82,964	31,82,964	31,82,964	31,82,964
Percentage of holding (%)	11.37%	11.37%	11.37%	11.53%
Kayum Razak Dhanani				
Number of equity shares of Rs. 5 each	12,98,684	12,98,684	13,98,684	13,98,684
Percentage of holding (%)	4.64%	4.64%	5.00%	5.07%

Number of equity shares reserved for issuance

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Equity shares of Rs. 5/- each				
to eligible employees under Employee Stock Option Scheme	9,24,706	9,24,706	5,32,480	5,32,480

Note no. 20 **Reserves and Surplus**

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Securities premium account				
Opening balance	1,631.01	1,628.42	1,330.43	864.80
Add: Premium on shares issued during the year / period	-	2.59	318.39	475.53
Less: Share issue expenses	-		(20.40)	(9.90)
Closing balance [A]	**1,631.01**	**1,631.01**	**1,628.42**	**1,330.43**
Share based payment reserve				
Opening balance	47.31	35.98	28.58	9.62
Add: Charge for the period / year	39.37	13.12	7.40	18.96
Less: Transfer to securities premium on account of exercise	-	(1.61)	-	-
Less: Transfer to retained earnings on account of forfeiture / replacement	(56.80)	(0.18)	-	-
Closing balance [B]	**29.88**	**47.31**	**35.98**	**28.58**
Retained earnings				
Opening balance, as restated	(1,060.47)	(94.51)	312.62	148.36
Add: Transfer on forfeiture of options	56.80	0.18	-	-
Add: Restated profit for the year / period	(797.71)	(926.65)	(370.15)	201.04
Add/(Less) : Remeasurement gain/(loss) recognised in Other comprehensive Income (net of tax)	5.31	(5.76)	(3.25)	(4.26)
Less: Dividend on equity shares	-	(27.98)	(27.98)	(27.02)
Less: Dividend distribution tax	-	(5.75)	(5.75)	(5.50)
Closing balance [C]	**(1,796.07)**	**(1,060.47)**	**(94.51)**	**312.62**
Grand total [A+B+C]	**(135.18)**	**617.85**	**1,569.89**	**1,671.63**

Nature and purpose of other reserve

Securities premium account: Securities premium account is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Share based payment reserve: The fair value of the equity-settled share based payment transactions with employees is recognised in statement of profit and loss with corresponding credit to employee stock options outstanding account. The amount of cost recognised is transferred to share premium on exercise of the related stock options.

Retained earnings: Retained earnings are the profits / loss that the Company has earned / incurred till date, less any transfers to other reserves, dividends or other distributions paid to its equity shareholders.

Note No. 21 **Borrowings**

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Secured loans				
Term loans from banks (Refer Note 21(i))	1,073.67	1,044.45	835.10	634.32
Vehicle loans	3.37	1.05	-	-
Term loans from financial institutions	494.05	472.60	-	-
Working capital loans (Refer Note 21(ii))	150.11	149.42	50.06	35.12
Unsecured loans				
Commercial paper with IndusInd Bank	-	-	-	150.00
Unsecured loan from director	20.00	-	-	-
Working capital loans (Refer Note 21(iii))	208.03	256.50	107.04	-
Total Borrowings	**1,949.23**	**1,924.02**	**992.20**	**819.44**
Total borrowings represented by:				
Non-current borrowings	1,016.59	1,249.55	611.11	469.32
Current borrowings	378.14	405.92	157.10	185.12
Current maturities of non-current borrowings from banks (included in other financial liabilities)	322.60	178.09	223.99	165.00
Current maturities of non-current borrowings from financial institutions (included in other financial liabilities)	231.90	90.46	-	-
Total	**1,949.23**	**1,924.02**	**992.20**	**819.44**

Barbeque-Nation Hospitality Limited
Notes to Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Statement of Working capital loans

Note No. 21 **Principal Terms and Conditions of Long Term Borrowings as at November 30, 2020:**

(i)

No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
1	Navi Finserv Private Limited	253.65	14%	In 33 defined monthly installments	27	1)Second paripassu charge over all current assets and moveable fixed assets of the Company, both present and future. 2) General lien and second raking paripassu set off right on all the assets of the Company, both current and future 3) Exclusive pledge over 35% of the aggregate share capital of Red Apple Kitchen Consultancy Private Limited (on a fully diluted basis) acquired by the Company.
2	Vivriti Capital Private Limited	240.40	14%	In 36 defined monthly installments	32	1)Second paripassu charge over all current assets and moveable fixed assets of the Company, both present and future 2) General lien and second raking paripassu set off right on all the assets of the Company, both current and future. 3) Exclusive pledge over the shares of Red Apple Kitchen Consultancy Private Limited acquired by the Company in proportion to the loan availed towards the acqusition of such shares.
3	ICICI Bank Ltd	304.38	1 Year MCLR plus spread, to be reset annually (current rate - 9.25%)	In 60 defined monthly installments after a moratorium of six months	44	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company

(i)

No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
4	ICICI Bank Ltd	1.54	1 Year MCLR plus spread, to be reset annually (current rate - 9.25%)	In 7 equal monthly installments starting from Sep 2020 to March 2021	5	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future 2.The Brand of the Company
5	ICICI Bank Ltd	1.70	1 Year MCLR plus spread, to be reset annually (current rate - 9.25%)	In 7 equal monthly installments starting from Sep 2020 to March 2021	5	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
6	HDFC Car Loan1	0.46	8.75%	Repayable in 36 equated monthly installments	27	Hypothecation of underlying vehicle in favor of lender
7	HDFC Car Loan2	0.60	8.75%	Repayable in 36 equated monthly installments	27	Hypothecation of underlying vehicle in favor of lender
8	HDFC Car Loan3	0.79	8.75%	Repayable in 36 equated monthly installments	35	Hypothecation of underlying vehicle in favor of lender
9	HDFC Car Loan4	1.52	8.50%	Repayable in 36 equated monthly installments	26	Hypothecation of underlying vehicle in favor of lender
10	Yes Bank Limited	20.00	1 Year MCLR plus 155 bps (current rate - 9.70%)	In 20 equal quarterly installments	8	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company

(i) No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
11	Yes Bank Limited	0.05	1 Year MCLR plus 155 bps (current rate - 9.70%)	In 9 equal quarterly installments	8	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
12	Yes Bank Limited	2.02	1 Year MCLR plus 155 bps (current rate - 9.70%)	In 9 equal quarterly installments	8	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company

(i) No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
13	Yes Bank Limited	21.05	1 Year MCLR plus 155 bps (current rate - 9.70%)	In 19 defined quarterly installments	8	Paripassu first charge along with other term lenders on 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
14	Axis Bank Limited	340.00	1 Year MCLR plus 0.40% (current rate - 9.25%)	In 60 equal monthly installments after a moratium of six months	51	Paripassu first charge by way of hypothecation on entire current assets and movable fixed assets of the Company (both present and future), along with other term lenders.
15	Axis Bank Limited Foreign Currency Term Loan - (USD)	12.34	6 month LIBOR plus 450 bps (current rate - 7.39%	In 60 equal monthly instalments	13	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
16	Axis Bank Limited (USD)	12.63	6 month LIBOR plus 450 bps (current rate - 6.62%	In 60 equal monthly instalments	13	Paripassu first charge along with other term lenders on Barbeque Nation Hospitality Ltd 1.Entire fixed assets, current assets and security deposits of the Company, both present and future. 2.The Brand of the Company
17	Axis Bank Limited	61.50	12 month MCLR plus 1% (current rate - 9.70%)	In 60 equal monthly instalments	41	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company

(i) No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
18	Axis Bank Limited	243.68	1 Y MCLR plus 0.85% (current rate - 9.40%)	54 defined monthly installments after a moratarium of six months.	53	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
19	Axis Bank Limited	19.32	12 month MCLR plus 1% (current rate - 9.70%)	In 42 defined monthly instalments	16	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
20	Axis Bank Limited	1.43	8.50%	In 6 equal monthly instalments	5	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company

(i)

No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
21	Axis Bank Limited	2.93	8.50%	In 41 monthly instalments	40	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
22	Axis Bank Limited	0.91	8.50%	In 16 monthly instalments	15	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
23	Axis Bank Limited	15.57	8.50%	In 50 monthly instalments	49	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
24	Axis Bank Limited	11.79	8.50%	In 53 monthly instalments	52	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company

(i)	No	Name of Lender	Principle Outstanding	Rate of Interest % (p.a)	Repayment terms	No. of Instalments outstanding as at November 30, 2020	Security
	25	Axis Bank Limited	0.83	8.50%	In 5 monthly instalments	5	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
			1,571.09				

Barbeque-Nation Hospitality Limited
Notes to Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Statement of Working capital loans

Note No. 21 **Principal Terms and Conditions of working capital loans as at November 30, 2020**

(ii) **Secured borrowings**

No	Name of Lender	Amount outstanding as at Nov 30, 2020	Rate of Interest (p.a)	Repayment terms	Security
1	Axis Bank Limited	50.00	9.15% (1M MCLR +0.65%)	On Demand	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
2	ICICI Bank Ltd	100.11	9.25% (6M MCLR +0.25%)	On Demand	Paripassu first charge by way of hypothecation along with other term lenders on 1.Entire fixed assets of the Company (including leasehold improvements excluding vehicles) both present and future 2.Entire current assets and security deposits of the Company, both present and future 3.Brand of the Company
	Total	**150.11**			

(iii) **Unsecured borrowings**

No	Name of Lender	Amount outstanding as at Nov 30, 2020	Rate of Interest (p.a)	Repayment terms
1	Indusind Bank Limited	127.47	1Y MCLR +0.15 BPS (9%)	On Demand
2	"A" Treds	44.44	As per bank Bid	On Demand
3	Raoof Dhanani, Director	20.00	Nil	On Demand
4	Axis bank credit card	36.12	As per bank Bid	Repayable in fifty two days credit period
	Total	**228.03**		

Barbeque-Nation Hospitality Limited
Notes to Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Note No.

22 Lease liabilities

Particulars	**30-Nov-20**	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Opening balance	**4,284.75**	**3,722.57**	**2,871.06**	**2,409.75**
Addition	75.79	992.33	1,131.06	709.26
Accretion of interest	306.07	433.96	347.53	318.40
Adjustment due to modification	84.05	-	-	-
Payments	(245.85)	(766.65)	(623.30)	(526.27)
Rent concessions (Refer note 31)	(291.75)	-	-	-
Deletion	(117.77)	(97.46)	(3.78)	(40.08)
Closing balance	**4,095.29**	**4,284.75**	**3,722.57**	**2,871.06**
Current	410.71	404.60	506.63	401.21
Non-Current	3,684.58	3,880.15	3,215.94	2,469.85
Maturity Analysis - contractual undiscounted cash flows				
Less than one year	817.04	838.15	753.30	611.99
One to five years	2,914.75	3,575.93	2,978.25	3,046.75
More than five years	2,565.63	2,335.57	3,308.32	3,993.11
Total	**6,297.42**	**6,749.65**	**7,039.87**	**7,651.85**

Note No.

23 Provisions (non-current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Provision for employee benefits:				
Compensated absences	6.70	7.48	20.95	12.23
Gratuity	27.06	29.04	31.95	25.23
Provision for asset retirement obligations	40.40	38.72	50.55	39.52
Total	**74.16**	**75.24**	**103.45**	**76.98**

24 Other non-current liabilities

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Deferred Government grant	-	-	-	1.71
Total	**-**	**-**	**-**	**1.71**

25 Trade Payables

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Other than Acceptances				
Total outstanding dues of micro enterprises and small enterprises	27.54	8.67	1.03	-
Total outstanding dues of creditors other than micro enterprises	1,404.32	973.67	670.19	628.13
Total	**1,431.86**	**982.34**	**671.22**	**628.13**

The above includes payable to private companies in which a director of the Company is a member or director:

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Sara Suole Private Limited	1.26	0.69	0.28	0.65
Samar Lifestyle Private Limited	0.04	0.04	-	-
Liberty Restaurent Private Limited	1.31	-	-	-
Sana Reality Private Limited	0.90	-	-	-

Disclosure required under section 22 of the micro, small and Medium Enterprises Development Act, 2006:

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year / period	24.84	-	1.03	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year / period	2.70	-	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-	-	-
(iv) The amount of interest due and payable for the year / period	-	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year / period	-	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-	-

Note: The Micro and Small Enterprises have been identified on the basis of information available with the Company and this has been relied upon by the auditors.

26 Other financial liabilities (current)

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Current maturities of long-term borrowings				
From banks	322.60	178.09	223.99	165.00
From financial institutions	231.90	90.46	-	-
Recognition of credit loss in respect of financial guarantee given towards loan taken by subsidiary (Refer note 30G(ii))	71.20	71.20	-	-
Interest accrued but not due on borrowings	37.42	8.04	3.39	2.84
Other payables				
Payables on purchase of property, plant and equipment	106.59	80.36	50.16	71.17
Total	**769.71**	**428.15**	**277.54**	**239.01**

27 Other current liabilities

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Payable towards statutory remittances	181.62	75.04	60.26	42.77
Contract liability				
Gift card liability (Refer note below)	29.15	33.95	19.68	19.48
Deferred government grant	-	-	-	3.00
Total	**210.77**	**108.99**	**79.94**	**65.25**

Note:
The Company recognised revenue from contractual liability in the statement of profit and loss in the following year / period

Note No.

28 Provisions (current)

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Provision for employee benefits:				
Compensated absences	13.56	16.00	15.73	18.59
Gratuity	30.83	33.93	14.81	10.61
Provision for asset retirement obligations	3.38	6.26	3.00	3.00
Total	**47.77**	**56.19**	**33.54**	**32.20**

29 Current tax liabilities

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Provision - Others:				
Income tax (net of advance income tax)	24.31	10.61	39.70	53.14
Total	**24.31**	**10.61**	**39.70**	**53.14**

Note No. 30 Operational Income and Expenses

	Particulars	For the eight month period ended	For the year ended		
		30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
A	**Revenue from operations**				
	Sale of food & beverages	1,764.36	7,840.17	6,995.03	5,652.92
	Other operating revenues				
	Revenue from displays and sponsorships	0.09	2.43	6.56	24.27
	Share of profits and income from royalty	3.42	15.25	23.42	24.52
	Sale of scrap	0.51	2.23	3.07	2.49
	Other receipts from outdoor catering	-	1.96	-	3.29
	Guarantee commission	2.61	4.04	3.98	2.88
	Others	0.89	4.43	2.49	1.29
	Total	**1,771.89**	**7,870.52**	**7,034.55**	**5,711.66**
	Expenses				
B	**Cost of food and beverages consumed**				
	Opening stock	117.34	134.14	138.17	114.58
	Add: Purchases	707.25	2,736.17	2,362.27	1,949.41
		824.59	2,870.31	2,500.44	2,063.99
	Less Closing stock	(126.16)	(117.34)	(134.14)	(138.17)
	Total	**698.43**	**2,752.97**	**2,366.30**	**1,925.82**
C	**Employee benefits expense**				
	Salaries and wages	460.04	1,275.76	1,032.85	851.54
	Contributions to provident fund	31.09	74.73	49.75	42.35
	Gratuity expenses	8.18	16.19	9.48	7.01
	Expense on employee stock option scheme	13.49	13.12	7.40	18.96
	Staff welfare expenses	102.67	398.83	352.04	262.48
	Total	**615.47**	**1,778.63**	**1,451.52**	**1,182.34**
D	**Other operating expenses**				
	Consumption of stores & operating supplies	90.65	172.89	126.10	81.82
	Power and fuel	195.74	617.56	545.59	437.70
	Rent including lease rentals	102.51	152.57	145.66	50.05
	Repairs and maintenance:				
	Buildings	2.13	3.78	7.57	7.18
	Machinery	8.09	31.31	29.50	23.52
	Others	12.91	28.11	34.30	26.12
	House keeping services	18.86	131.68	166.99	145.15
	Water charges	11.88	41.30	36.34	28.79
	Insurance	7.42	11.15	10.57	8.94
	Rates and taxes	47.27	88.48	69.74	61.23
	Communication	19.96	38.89	39.78	29.39
	Travelling and conveyance	8.13	30.96	30.61	33.31
	Printing and stationery	9.01	39.38	34.08	22.57
	Laundry expenses	1.69	16.74	15.02	12.38
	Security service charges	4.66	19.36	23.87	21.72
	Recruitment expenses	0.07	2.35	4.05	2.14
	Business promotion	29.02	160.40	143.90	93.13
	Vehicle hiring charges	4.18	11.31	10.86	10.41
	Legal and professional	19.30	42.24	44.95	46.05
	Expense on phantom stock option scheme	-	-	-	17.17
	Payments to auditors	3.93	5.81	4.48	3.25
	Parking charges	1.56	7.20	8.03	7.79
	Corporate social responsibility	-	0.20	5.60	2.16
	Provision for doubtful receivables and advances	10.70	5.00	12.16	2.50
	Loss on sale of property, plant and equipment (net)	-	1.85	-	-
	Miscellaneous expenses	65.18	115.99	55.43	36.48
	Total	**674.85**	**1,776.51**	**1,605.18**	**1,210.95**
	Payment to auditors:				
	(Excluding Rs. Nil for the eight month period ended November 30, 2020, Rs. 8.85 for the year ended March 31, 2020, Rs. 2.60 for the year ended March 31, 2019 and Rs. 7.36 for the year ended March 31, 2018, which are considered as unamortised share issue expenses classified under other current assets)				
	For statutory audit and quarterly reviews (including taxes)	3.93	5.31	4.18	2.95
	Reimbursement of expenses	-	0.50	0.30	0.30
		3.93	**5.81**	**4.48**	**3.25**
E	**Finance costs**				
	Interest expense on:				
	Borrowings	139.93	133.27	63.31	100.89
	Provision for asset retirement obligations	2.88	3.56	3.15	3.05
	Interest on lease liabilities	306.07	433.96	347.53	318.40
	Others	20.01	0.33	0.82	-
	Receivable discounting charges	5.82	46.46	48.13	59.35
	Other bank charges	8.39	14.03	9.97	10.16
	Total	**483.10**	**631.61**	**472.91**	**491.85**

Note No.

30 Operational Income and Expenses

F Depreciation and amortisation expenses

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Depreciation (Refer note 4)	349.66	521.14	354.95	306.60
Amortisation (Refer note 6)	9.58	9.66	7.24	6.10
Dereciation on right-of-use asset (Refer note 5)	327.57	514.93	411.65	340.81
Total	**686.81**	**1,045.73**	**773.84**	**653.51**

G EXCEPTIONAL ITEMS:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Net loss on disposal of investments in PGPL (Refer note (i) below)	-	-	413.60	-
Provision for impairment of invesments (Refer note (ii) below) in:				
Barbeque Nation Mena Holdings Limited	-	313.09	-	-
Red Apple Kitchen Consultancy Private Limited	-	271.00	-	-
Provision for impairment of loans and interest receivable from Barbeque-Nation Mena Holdings Limited (Refer note (ii) below)	-	117.90	274.86	-
Recognition of credit loss in respect of financial guarantee given towards loan taken by subsidiary (Refer note (ii) below)	-	71.20	-	-
Offer document filing fees written off	5.32	-	-	-
Expenses towards accelerated vesting of employee stock options surrendered	25.88	-	-	-
Net (profit) / loss relating to restaurant units closed / relocated during the period / year	(51.87)	(6.33)	(0.71)	(26.31)
Total	**(20.67)**	**766.86**	**687.75**	**(26.31)**

Notes:

(i) Loss on disposal of investments in PGPL

PGPL was operating Johnny Rockets Restaurants pursuant to the terms of International Master Development Agreement (IMDA) with Johnny Rockets Licensing LLC. During the year ended 31 March 2019, the parties terminated the IMDA and the Company also disposed off its investments in PGPL. The following consequential losses pursuant to the above have been recognised under exceptional items.

Particulars	31-Mar-19
Carrying value of investments and loans and advances	330.55
Less: Consideration received	0.50
Net loss	**330.05**
Liability towards bank loan taken by PGPL assumed by the Company pursuant to the guarentee given by the Company	83.55
Net loss on disposal of investments	**413.60**

(ii) Impairment assessment of investments made and loans and advances

Particulars	As at			
Exposure towards subsidiary - Barbeque-Nation Mena Holding Limited:	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Prior to impairment				
Investments	-	313.09	276.26	18.61
Loans and other receivables	36.18	117.90	295.51	147.61
Bank guarantee given by the Company towards loans taken by the subsidiary	506.99	513.28	583.92	383.92
Total	**543.17**	**944.27**	**1,155.69**	**550.14**
Less: Provision for impairment and recognition of credit loss in respect of financial guarantee given towards loan taken by subsidiary	(502.19)	(502.19)	(274.86)	-
Exposure post impairment	**40.98**	**442.08**	**880.83**	**550.14**

Particulars	As at	
Exposure towards subsidiary - Red Apple Kitchen Consultancy Private Limited:	30-Nov-20	31-Mar-20
Prior to impairment		
Investments	674.87	674.87
Bank guarantee given by the Company towards loans taken by the subsidiary	10.00	-
Less: Provision for impairment	(271.00)	(271.00)
Exposure post impairment	**413.87**	**403.87**

Note No.

30 Operational Income and Expenses

The Directors of the Company performed impairment assessment of the above exposure by determining the "value in use" of these subsidiaries as an aggregate of present value of cash flow projections covering a five year period and the terminal value. Determination of value in use involves significant estimates and assumptions that affect the expected future cash flows. These estimates and assumptions, primarily include, but are not limited to, the revenue growth and profitability during the forecast period, the discount rate and the terminal growth rate.

For its impairment assessment as at November 30, 2020 and as at March 31, 2020, the management has assessed the impact of the Covid 19 on the operations and forecasted cash flows. The following inputs have been used for arriving the said recoverable amount.

Particulars	**As at**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**
Input considered			
Discount rate	18.00%	18.00%	15.00%
Growth rate	2.00%	2.00%	2.00%

H As explained in Note 3, the impact of the COVID-19 pandemic and the measures put in place to control the spread of virus, have triggered significant disruptions to the Company's operations. The management has considered external and internal information in assessing the impact of COVID - 19 pandemic on its financial statements, including recoverability of its assets as at the Balance Sheet date. Given the uncertainty regarding the duration, extent and eventual outcome of the impact of the COVID-19 pandemic, the Company cannot estimate with any precision, the impact on its prospective financial performance and accordingly the eventual outcome of the impact may be different from that estimated as at the date of approval of these financial statements.

Note No.

31 Other Income

Particulars	**For the eight month period ended**	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Interest income on fixed deposits and loan	3.44	7.98	14.81	12.83
Interest income from other financial assets at amortised cost	16.54	16.08	19.04	10.29
Rental income from sublease	-	-	1.41	2.86
Income from government grant	-	-	4.71	2.07
Provision no longer required	3.98	9.00	-	20.50
Net gain on fair value / sale of investments in mutual funds	-	-	-	2.83
Foreign exchange gain (net)	0.31	-	1.77	-
Rent Concession due to Covid 19 pandemic (Refer note below)	291.75	-	-	-
Total	**316.02**	**33.06**	**41.74**	**51.38**

Note:
The Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24th July 2020 on IND- AS 116 for all rent concessions which are granted due to COVID-19 pandemic. Accordingly, these rent concessions confirmed for the period ended November 30, 2020 of Rs. 291.75 have been accounted as Other Income.

Note No. 32 **Tax expense / (benefit):**

Tax expenses recognised in Statement of Profit and Loss

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Current tax	-	49.35	129.50	154.46
Deferred tax	(252.37)	(56.63)	(40.56)	(30.62)
Deferred tax impact due to reduction in tax rate	-	85.20	-	-
Total	**(252.37)**	**77.92**	**88.94**	**123.84**

The reconciliation between the income tax expense and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Profit before tax	**(1,050.08)**	**(848.73)**	**(281.21)**	**324.88**
Enacted income tax rate in India	25.17%	25.17%	34.94%	34.61%
Computed expected tax expense	**(264.28)**	**(213.61)**	**(98.27)**	**112.43**
Income tax effect on:				
Change in tax rate (Refer note below)	-	85.20	-	-
Deduction u/s 80JJAA of Income tax Act, 1961	-	(12.42)	-	-
Expenses relating to closed outlets	-	8.95	-	-
Loss on disposal of investments in subsidiary	-	-	89.65	-
Provision for loan given to subsidiary	-	194.60	96.05	-
Effect on account of non-deductible expenses under income tax	7.01	4.87	5.27	6.73
Adjustments recognised in respect of changes in tax WDV	(2.05)	6.12	-	-
Others	6.95	4.21	(3.76)	4.68
Income tax expense recognised in Statement of profit and loss	**(252.37)**	**77.92**	**88.94**	**123.84**

Note:

The Government of India vide ordinance No 15 of 2019 dated September 20, 2019 amended the income tax provision by inserting section 115BAA. As per amended provisions, the Company has opted to pay tax at rate of 22% plus applicable surcharge and cess subject to the condition mentioned under the amendment provisions and recognised the effect of change by revising the annual effective income tax rate. Due to the reduced tax rate, the Company has re-measured its Net Deferred Tax Assets as at April 01, 2019 and the impact of this change has been recognized in the Statement of Profit and Loss for the year ended March 31, 2020 under "Tax Expense".

Movement in deferred tax balances

Particulars	For the eight month period ended 30, November 2020			
	Opening balance	Recognised in profit and Loss	Recognised in Other Comprehensive Income	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, Plant and Equipment	3.94	-	-	3.94
Tax effect of items constituting deferred tax assets				
On business loss and unabsorbed depreciation	-	225.74	-	225.74
Property, Plant and Equipment	-	29.14	-	29.14
Right-of-use assets and lease liabilities (net)	210.60	4.72	-	215.32
Provision towards asset retirement obligations	11.32	(0.30)	-	11.02
Employee Benefits and other provisions	35.60	4.42	(1.78)	38.24
Others	16.44	(11.35)	-	5.10
Net deferred tax asset / (liabilities)	**277.90**	**252.37**	**(1.78)**	**528.49**

Particulars	For the year ended 31-Mar-20				
	Opening balance	Impact due to change in tax rate	Recognised in profit and Loss	Recognised in Other Comprehensive Income	Closing balance
Tax effect of items constituting deferred tax liabilities					
Property, Plant and Equipment	(32.37)	9.06	27.25	-	3.94
Tax effect of items constituting deferred tax assets					
Right-of-use and lease liabilities (net)	262.96	(73.57)	21.21		210.60
Provision towards asset retirement obligations	19.75	(5.53)	(2.90)	-	11.32
Employee Benefits and other provisions	46.13	(12.91)	0.44	1.94	35.60
Others	8.06	(2.25)	10.63	-	16.44
Net deferred tax asset / (liabilities)	**304.53**	**(85.20)**	**56.63**	**1.94**	**277.90**

Note No.

Particulars	For the year ended 31-Mar-19			
	Opening balance	Recognised in profit and Loss	Recognised in Other Comprehensive Income	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, Plant and Equipment	(20.44)	(11.93)	-	(32.37)
Tax effect of items constituting deferred tax assets				
Right-of-use and lease liabilities (net)	223.70	39.26	-	262.96
Provision towards asset retirement obligations	14.72	5.03	-	19.75
Employee Benefits and other provisions	37.85	6.54	1.74	46.13
Others	6.40	1.66	-	8.06
Net deferred tax asset / (liabilities)	**262.23**	**40.56**	**1.74**	**304.53**

Movement in deferred tax balances

Particulars	For the year ended 31-Mar-18			
	Opening balance	Recognised in profit and Loss	Recognised in Other Comprehensive Income	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, Plant and Equipment	(18.97)	(1.47)	-	(20.44)
Tax effect of items constituting deferred tax assets				
Right-of-use and lease liabilities (net)	198.18	25.52	-	223.70
Provision towards asset retirement obligations	11.07	3.65	-	14.72
Employee Benefits and other provisions	33.34	2.26	2.25	37.85
Others	5.74	0.66	-	6.40
Net deferred tax asset / (liabilities)	**229.36**	**30.62**	**2.25**	**262.23**

Note No.

33 Contingent liabilities and commitments (to the extent not provided for)

	Particulars	As at			
		30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
A	**Contingent liabilities**				
	Claims against the Company not acknowledged as debt on account of:				
	Indirect tax matters #	169.22	493.78	18.56	18.05
	Direct tax matters	420.36	420.36	1.42	1.42
	Customs duties saved against imports under EPCG scheme	-	-	0.65	0.65
	Stand-by Letter of Credit given to bank on borrowings by subsidiaries (to the extent of loans outstanding)	516.99	513.28	583.92	383.92
B	**Commitments**				
	Estimated amount of contracts remaining to be executed on capital account and not provided for tangible assets	50.50	102.60	75.92	126.82

The Company was subject to Anti-profiteering investigation for the period Nov 15, 2017 to Mar 31, 2019 by Director General of Anti-Profiteering (DGAP). During the year ended March 31, 2020, DGAP has conducted the investigation and submitted the report to National Anti-Profiteering Authority (NAA) with a demand amounting Rs. 325.88 and the Company has disclosed such demand as contingent liability as of March 31, 2020. Subsequently, during the eight month period ended November 30, 2020, NAA has examined this report and ruled that methodology adopted by DGAP while arriving at the demand is incorrect and directed to conduct further investigation. Accordingly, the demand of Rs. 325.88 has been excluded from contingent liability as of November 30, 2020.

34 Employee benefit plans

Defined contribution plans

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Contribution to Provident Fund and Employee State Insurance Scheme	39.13	101.25	49.75	66.21

Defined benefit plans

The Company offers gratuity, a defined employee benefit scheme to its employees. The said plan typically exposes the company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk

Note No.

Investment risk
The fund has invested 100% of the funds in 'Schemes of insurance - conventional products' which are risk averse as whole of the risk is borne by the Insurance company.

Interest risk
The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Longevity risk
This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Salary risk
The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Gratuity: The principal assumptions used for the purposes of the actuarial valuations were as follows:

Actuarial assumptions	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Discount rate	3.85%	5.00%	6.80%	6.80%
Salary escalation	5.00%	5.00%	8.00%	8.00%
Attrition rate	53.00%	53.00%	40.00%	40.00%
Retirement age	58 years	58 years	58 years	58 years
Mortality	As per IALM (2012-14) ultimate		As per IALM (2006-08) ultimate	

Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Service cost				
Current service cost	6.02	12.96	7.16	5.13
Net interest on net defined benefit liability / (asset)	2.16	3.23	2.32	1.88
Components of defined benefit costs recognised in profit or loss	**8.18**	**16.19**	**9.48**	**7.01**
Remeasurement on the net defined benefit liability:				
Return on plan assets [excluding amounts included in net interest expense] (excess) / Short return	(0.01)	(0.02)	(0.02)	-
Actuarial (gains) / losses arising from changes in demographic assumptions	-	(2.62)	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	1.31	(2.45)	0.22	1.00
Actuarial (gains) / losses arising from experience adjustments	(8.40)	12.79	4.79	5.51
Total	**(7.10)**	**7.70**	**4.99**	**6.51**
Actual return on plan assets less interest on plan assets	-	-	-	-
Components of defined benefit costs recognised in other comprehensive income	**(7.10)**	**7.70**	**4.99**	**6.51**
Total	**1.08**	**23.89**	**14.47**	**13.52**

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss. The remeasurernent of the net defined benefit liability is included in other comprehensive income.

Note No.

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Present value of funded defined benefit obligation	60.21	65.21	48.83	37.78
Fair value of plan assets	(2.32)	(2.25)	(2.09)	(1.94)
Funded status	**57.89**	**62.96**	**46.74**	**35.84**
Restrictions on asset recognised	-	-	-	-
Net liability arising from defined benefit obligation	**57.89**	**62.96**	**46.74**	**35.84**
Current	30.83	33.93	14.81	10.61
Non-current	27.06	29.03	31.93	25.23

Movements in the present value of the defined benefit obligation are as follows:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Opening defined benefit obligation	**65.21**	**48.83**	**37.78**	**26.76**
Add/(Less) on account of acquisitions /business transfers				
Expenses recognised in the statement of profit and loss				
Current service cost	6.02	12.96	7.16	5.13
Interest cost	2.16	3.23	2.45	2.03
Remeasurement (gains)/losses recognised in other comprehensive income:				
Actuarial gains and losses arising from changes in demographic assumptions	-	(2.62)	-	-
Actuarial gains and losses arising from changes in financial assumptions	1.31	(2.45)	0.22	1.00
Actuarial gains and losses arising from experience adjustments	(8.40)	12.79	4.79	5.51
Benefits paid	(6.09)	(7.53)	(3.57)	(2.65)
Closing defined benefit obligation	**60.21**	**65.21**	**48.83**	**37.78**

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Opening fair value of the assets	2.25	2.09	1.94	1.79
Interest income on plan assets	0.07	0.14	0.13	0.15
Employer contributions	-	-	-	-
Return of plan assets greater / (lesser) than discount rate	-	0.02	0.02	-
Benefits paid	-	-	-	-
Closing fair value of assets	**2.32**	**2.25**	**2.09**	**1.94**

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	As at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
1 Effect on DBO due to 100 bps increase in Discount Rate	59.07	63.99	47.78	36.95
2 Effect on DBO due to 100 bps decrease in Discount Rate	61.40	66.47	49.93	38.61
1 Effect on DBO due to 100 bps increase in salary escalation rate	61.37	66.46	49.92	38.65
2 Effect on DBO due to 100 bps decrease in salary escalation rate	59.07	63.98	47.78	36.91

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years. There has been no change in the process used by the Company to manage its risks from prior periods.

Expected future cash outflows (undiscounted) towards the plan are as follows:

Expected benefit payments for the year ending	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Year 1	30.83	33.93	17.45	12.96
Year 2	31.92	35.50	49.57	40.45
Year 6 to 10	2.29	2.56	25.13	20.84

Note No.

35 Employee Stock Option Scheme

In the annual general meeting held on August 26, 2015, the shareholders of the Company had approved the issue of not more than 266,240 options (underlying equity share of face value of Rs. 10/- each per option) under the Scheme titled " Employee Stock Option Scheme 2015 (ESOP 2015). The ESOP 2015 allows the issue of options to employees of the Company and its subsidiaries. Pursuant to the sub-division of equity share of Rs. 10 each into 2 equity shares of Rs. 5 each during the year ended March 31, 2017, the scheme comprise of 532,480 options (underlying equity share of face value of Rs. 5 each per option). Further, in the annual general meeting held on July 23, 2019 the shareholders of the Company has approved the increase of options to be offered to the employees upto 932,480. Further , in the Board metting held on October 15, 2020 the Board approved to grant same number of options to employees who surrendered their options at their discretion; at an exercise price of Rs. 252/- per option with the following terms:

Particulars	Vested Options	Unvested options
Surrender of ESOPs	Vesting period shall be one year from the date of current grant	Vesting period shall be three year from the date of current grant

As per the Scheme, the Remuneration committee grants the options to the employees deemed eligible. The exercise price of each option shall be at a price not less than the face value per share. Vesting period of the option is from one to three years from the date of grant and all the vested options can be exercised by the option grantee within sixty months from the vesting date or at the time of liquidity event, as approved by the Board, whichever is earlier.

On April 1, 2016, July 10, 2017, August 5, 2017, October 1, 2019, January 14, 2020 & October 16, 2020, the Company granted options under said scheme for eligible personnel. The fair market value of the option has been determined using Black Scholes Option Pricing Model. The Company has amortised the fair value of option after applying an estimated forfeiture rate over the vesting period.

On October 15, 2020, Board of Directors have approved the grant of same number of options to the employees who have surrendered their options.

The detail of fair market value and the exercise price is as given below (considering the effect of sub-division of shares):

Date of grant	01-Apr-16	01-Apr-16	01-Apr-16	01-Apr-16	01-Apr-16	01-Apr-16	01-Apr-16
Fair market value of option at grant date (Rs.)	232.44	207.98	184.64	162.87	142.94	108.96	94.82
Fair market value of shares per option at grant date (Rs.)	310.00	310.00	310.00	310.00	310.00	310.00	310.00
Vesting period	3 years	3 years	3 years	3 years	3 years	3 years	3 years
Exercise price (Rs.)	93.00	124.00	155.00	186.00	217.00	279.00	310.00

Date of grant	05-Aug-17	10-Jul-17	05-Aug-17	05-Aug-17	05-Aug-17	05-Aug-17	05-Aug-17
Fair market value of option at grant date (Rs.)	375.54	357.15	294.11	253.39	212.67	131.23	90.52
Fair market value of shares per option at grant date (Rs.)	500.00	500.00	500.00	500.00	500.00	500.00	500.00
Vesting period	3 years	1.75 years	3 years	3 years	3 years	3 years	3 years
Exercise price (Rs.)	150.00	155.00	250.00	300.00	350.00	450.00	500.00
Date of grant	05-Aug-17	05-Aug-17	05-Aug-17				
Fair market value of option at grant date (Rs.)	21.45	51.40	79.65				
Fair market value of shares per option at grant date (Rs.)	500.00	500.00	500.00				
Vesting period	1 year	2 years	3 years				
Exercise price (Rs.)	500.00	500.00	500.00				
Date of grant	01-Oct-19	01-Oct-19	01-Oct-19	01-Oct-19	01-Oct-19	01-Oct-19	
Fair market value of option at grant date (Rs.)	350.89	294.40	241.47	201.39	179.26	163.80	
Fair market value of shares per option at grant date (Rs.)	635.00	635.00	635.00	635.00	635.00	635.00	
Vesting period	3 years	3 years	3 years	3 years	3 years	3 years	
Exercise price (Rs.)	350.00	420.00	490.00	560.00	630.00	700.00	
Date of grant	14-Jan-20	14-Jan-20	14-Jan-20	14-Jan-20			
Fair market value of option at grant date (Rs.)	350.89	241.47	179.26	163.80			
Fair market value of shares per option at grant date (Rs.)	635.00	635.00	635.00	635.00			
Vesting period	3 years	3 years	3 years	3 years			
Exercise price (Rs.)	350.00	490.00	630.00	700.00			
Date of grant	16-Oct-20	16-Oct-20	16-Oct-20				
Fair market value of option at grant date (Rs.)	116.44	51.13	92.99				
Fair market value of shares per option at grant date (Rs.)	252.00	252.00	252.00				
Vesting period	3 years	1 years	2 years				
Exercise price (Rs.)	252.00	252.00	252.00				

Employee stock options details as on the Balance Sheet date (considering the effect of sub-division of shares) are as follows:

Particulars	Options (Numbers)	Weighted average exercise price per option (Rs.)
Options outstanding at the beginning of 01 April 2017	1,53,918	140.97
Granted during the year ended 31 March 2018	3,02,859	435.73
Lapsed during the year ended 31 March 2018	26,542	278.47
Options outstanding at the end of 31 March 2018	**4,30,235**	**339.98**
Options available for grant as at 31 March 2018	**1,02,245**	
Options outstanding at the beginning of 01 April 2018	4,30,235	339.98
Granted during the year ended 31 March 2019	-	-
Lapsed during the year ended 31 March 2019	86,524	254.84
Options outstanding at the end of 31 March 2019	**3,43,711**	**361.41**
Options available for grant as at 31 March 2019	**1,88,769**	
Options outstanding at the beginning of 01 April 2019	3,43,711	361.41
Granted during the year ended 31 March 2020	2,32,807	575.00
Lapsed during the year ended 31 March 2020	40,789	472.43
Excerised during the year ended 31 March 2020	7,774	132.48
Options outstanding at the year ended 31 March 2020	**5,27,955**	**450.34**
Options available for grant as at 31 March 2020	**3,96,751**	
Options outstanding at the beginning of 01 April 2020	5,27,955	450.34
Granted during the period ended ended 30 November 2020	7,91,205	252.00
Surrendered during the period ended ended 30 November 2020	3,77,712	525.48
Lapsed during the period ended ended 30 November 2020	47,595	547.22
Excerised during the period ended ended 30 November 2020	-	-
Options outstanding at the end of 30 November 2020	**8,93,853**	**237.43**
Options available for grant as at 30 November 2020	**30,853**	

Note No.

The fair value of the options has been determined under the Black-Scholes model. The assumptions used in this model for calculating fair value are as below:

Grant date	01-Apr-16	10-Jul-17	05-Aug-17	05-Aug-17	05-Aug-17
Risk Free Interest Rate	6.60%	6.68%	6.68%	6.68%	6.68%
Expected Life	3.5 years	1.75 years	1 year	2 years	3 years
Expected Annual Volatility of Shares	33.33%	3.02%	3.02%	3.02%	3.02%
Expected Dividend Yield	0.24%	0.15%	0.15%	0.15%	0.15%
Grant date	01-Oct-19	14-Jan-20	16-Oct-20	16-Oct-20	16-Oct-20
Risk Free Interest Rate	6.76%	6.76%	5.48%	5.96%	5.96%
Expected Life	3 years	3 years	1 year	2 year	3 year
Expected Annual Volatility of Shares	31.30%	31.30%	44.63%	59.77%	62.35%
Expected Dividend Yield	0.20%	0.20%	0.20%	0.20%	0.20%

36 Phantom Stock Options Scheme

The Board of Directors in their meeting on December 1, 2015 approved the issue of 22,242 Phantom options under the Scheme titled “Phantom Option Scheme 2015 (POS 2015). The POS 2015 allows the issue of options to the consultants of the Company and its subsidiaries. The option holder is entitled for cash equal to the difference between market value of equity shares of face value Rs. 10/- and the exercise price of each option. On April 1, 2016, the Company granted 22,242 options under said scheme for eligible personnel. Pursuant to the sub-division of equity share of Rs. 10 each into 2 equity shares of Rs. 5 each, the Company had cancelled 22,242 options issued earlier and re-issued 44,484 Phantom options wherein the option holder is entitled for cash equal to the difference between market value of equity shares of face value Rs. 5/- and the exercise price of each option.

Vesting period of each option is three years from the date of grant and all the vested options can be exercised by the option grantee within 60 days from the vesting date or at the time of liquidity event as approved by the Board.

Liability in respect of such options is measured as a difference between the fair value of market price of underlying shares and the exercise price of such options and is recognised over the vesting period on a straight-line basis.

Pursuant to the termination of retainer’s agreement by way of mutual consent of the Company and retainers, “Phantom Option Scheme 2015” was withdrawn with the approval of Board of Directors at the meeting dated February 15, 2018 and accordingly, the carrying amount of this liability as on February 15, 2018 amounting to Rs. 20.50 was written-back.

37 Disclosures in respect of leases

Company as a lessee : The Company has lease contracts for operational stores and corporate office, with lease period varing between 3 to 15 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

Note No.

(a) Amount recognised in Special Purpose Restated Standalone Statement of Profit and Loss

Particulars	**For the eight month period ended**	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Depreciation: on Right-of-use assets	327.57	514.93	411.65	340.81
Finance cost: Interest on lease liabilities	306.07	433.96	347.53	318.40
Short term and variable lease payments (Refer Note below (i))	102.51	152.57	145.66	50.05

(i) The Company applies the short-term lease recognition exemption to its short-term leases of certain premises taken on lease (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and lease arrangements having variable lease payments based on turnover of respetive outlets at permises taken on lease.

(b) Amount recognised in Special Purpose Restated Standalone Statement of Cash flows

Particulars	**For the eight month period ended**	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Cash outflows for leases				
Interest portion of lease liabilities	(245.85)	(433.96)	(347.53)	(318.40)
Principal portion of lease liabilities	-	(332.69)	(275.77)	(207.87)
Additional information:				
Non-cash changes to lease liabilities	42.07	894.87	1,127.28	669.18

Note No.

38 Earnings per share

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Basic and Diluted Earnings Per Share (Rs.)				
Basic Earnings Per Share (Basic EPS)				
Net profit after tax, as restated, attributable to equity shareholders	(797.71)	(926.65)	(370.15)	201.04
Less: Share issue expenses debited to securities premium	-	-	(20.40)	(9.90)
	(797.71)	(926.65)	(390.55)	191.14
Weighted average number of Equity Shares outstanding	2,79,91,788	2,79,86,203	2,79,73,466	2,70,28,740
Basic EPS in Rs.	**(28.50)**	**(33.11)**	**(13.96)**	**7.07**
Face value in Rs.	**5.00**	**5.00**	**5.00**	**5.00**
Diluted Earnings Per Share (Diluted EPS)				
Net profit after tax, as restated, attributable to equity shareholders	(797.71)	(926.65)	(370.15)	201.04
Less: Share issue expenses debited to securities premium	-	-	(20.40)	(9.90)
	(797.71)	(926.65)	(390.55)	191.14
Weighted average number of Shares used for calculating Basic EPS	2,79,91,788	2,79,86,203	2,79,73,466	2,70,28,740
Add: Effect of ESOPs and share warrants which are dilutive*	-	-	-	1,74,023
Weighted average number of shares considered for calculating Diluted EPS	2,79,91,788	2,79,86,203	2,79,73,466	2,72,02,763
Diluted EPS in Rs.	**(28.50)**	**(33.11)**	**(13.96)**	**7.03**
Face value in Rs.	**5.00**	**5.00**	**5.00**	**5.00**

*The effect of ESOPs outstanding is anti-dilutive and hence ignored for the purpose of computing Diluted EPS.

39 Segment information

The Company operates in only one segment, viz., setting up and managing restaurant business. The Company's operations are in India and therefore there are no secondary geographical segment.

40 Contributions towards corporate social responsibility

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicable threshold, needs to spend atleast 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

Gross amount required to be spent by the Company during the year

Particulars	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Amount required to be spent	-	-	3.21	5.86

Amount spent during the year /period on:

	For the eight month period ended November 30, 2020			
Particulars	**In cash**	**Yet to be paid in cash**	**Other than Cash**	**Total**
(a) Construction / acquisition of any asset	-	-	-	-
(b) On purposes other than (a) above	-	-	-	-

	For the year ended March 31, 2020			
Particulars	**In cash**	**Yet to be paid in cash**	**Other than Cash**	**Total**
(a) Construction / acquisition of any asset	-	-	-	-
(b) On purposes other than (a) above	5.60	-	-	5.60

	For the year ended March 31, 2019			
Particulars	**In cash**	**Yet to be paid in cash**	**Other than Cash**	**Total**
(a) Construction / acquisition of any asset	-	-	-	-
(b) On purposes other than (a) above	5.60	-	-	5.60

	For the year ended March 31, 2018			
Particulars	**In cash**	**Yet to be paid in cash**	**Other than Cash**	**Total**
(a) Construction / acquisition of any asset	-	-	-	-
(b) On purposes other than (a) above	2.16	-	-	2.16

Note No.

41 Financial instruments

The carrying value and fair value of financial instruments by categories as at

Particulars	Carrying value as at				Fair value as at			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Financial assets								
Amortised cost								
Loans	275.22	234.99	193.49	315.59	275.22	234.99	193.49	315.59
Trade receivables	54.57	25.24	56.31	65.41	54.57	25.24	56.31	65.41
Cash and cash equivalents	61.89	125.24	67.68	355.83	61.89	125.24	67.68	355.83
Other financial assets	45.23	78.97	52.42	63.49	45.23	78.97	52.42	63.49
Fair value through profit and loss								
Investments in mutual fund (quoted)	-	-	-	0.01	-	-	-	0.01
Total assets	**436.91**	**464.44**	**369.90**	**800.33**	**436.91**	**464.44**	**369.90**	**800.33**
Financial liabilities								
Amortised cost								
Loans and borrowings	1,949.23	1,924.02	992.20	819.44	1,949.23	1,924.02	992.20	819.44
Lease liabilities	4,095.29	4,284.75	3,722.57	2,871.06	4,095.29	4,284.75	3,722.57	2,871.06
Trade payables	1,431.86	982.34	671.22	628.13	1,431.86	982.34	671.22	628.13
Other financial liabilities	215.21	159.60	53.55	74.01	215.21	159.60	53.55	74.01
Total liabilities	**7,691.59**	**7,350.71**	**5,439.54**	**4,392.64**	**7,691.59**	**7,350.71**	**5,439.54**	**4,392.64**

The management assessed that fair value of cash and cash equivalents, trade receivables, loans and trade payables, approximate their carrying amounts largely due to the short-term maturities of these instruments. Difference between carrying amounts and fair values of bank deposits, other financial assets, borrowings and other financial liabilities subsequently measured at amortised cost is not significant in each of the periods presented.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis

Particulars	As at	Level 1	Level 2	Level 3
Financial assets measured at fair value				
Investment in mutual funds (quoted)	30-Nov-20	-	-	-
	31-Mar-20	-	-	-
	31-Mar-19	-	-	-
	31-Mar-18	0.01	-	-

Financial risk management

The company's activities expose it to a variety of financial risks: credit risk, liquidity risk and price risks which may adversely impact the fair value of its financial instruments. The company has a risk management policy which covers risks associated with the financial assets and liabilities. The focus of risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the company.

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The company is exposed to the credit risk from its trade receivables, investments, cash and cash equivalents, bank deposits and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Due to COVID-19 pandemic, the Company's operations have been significantly affected increasing the liquidity risk. The Company also had instances of default in repayment of loans during the eight month period ended November 30, 2020, the details of which are given below. Refer Note 3 for details of measures taken by the management of the Company to address liquidity issues so as to ensure that the Company can meet all its obligations in the normal course of business.

Nature of Borrowings	Name of Lender	Amount not paid on due date	Principal/ Interest/Penal Interest	Remarks, if any
Term loan	Axis Bank	43.26	Principal	Subsequently paid
Term loan	Navi Finserv Private Limited	33.07	Principal	Subsequently paid
Term loan	Vivriti Capital Private Limited	18.67	Principal	Subsequently paid
Term loan	ICICI Bank	7.32	Principal	Subsequently paid
Term loan	YES Bank	5.39	Principal	Subsequently paid
Term loan	Axis Bank	11.06	Interest	Subsequently paid
Term loan	Navi Finserv Private Limited	8.85	Interest	Subsequently paid
Term loan	Vivriti Capital Private Limited	8.46	Interest	Subsequently paid
Term loan	ICICI Bank	1.87	Interest	Subsequently paid
Term loan	Axis Bank	0.04	Penal Interest	Subsequently paid
Term loan	ICICI Bank	0.62	Principal	Subsequently paid
Term loan	ICICI Bank	0.02	Interest	Subsequently paid

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

Note No.

41 Financial instruments

The working capital position of the Company is given below:

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Cash and cash equivalents	61.89	125.24	67.68	355.83
Investments in mutual funds (quoted)	-	-	-	0.01
Total	**61.89**	**125.24**	**67.68**	**355.84**

The table below provides details regarding the contractual maturities of significant financial liabilities other than lease liabilities

Particulars	**As at 30-Nov-20**				
	< I year	**1-3 years**	**> 3 years**	**Total**	**Carrying value**
Borrowings	932.64	790.25	226.34	1,949.23	1,949.23
Trade payables	1,431.86	-	-	1,431.86	1,431.86
Other financial liabilities	215.21	-	-	215.21	215.21
Total	**2,579.71**	**790.25**	**226.34**	**3,596.30**	**3,596.30**

Particulars	**As at 31-Mar-20**				
	< I year	**1-3 years**	**> 3 years**	**Total**	**Carrying value**
Borrowings	674.47	1,151.69	97.86	1,924.02	1,924.02
Trade payables	982.34	-	-	982.34	982.34
Other financial liabilities	159.60	-	-	159.60	159.60
Total	**1,816.41**	**1,151.69**	**97.86**	**3,065.96**	**3,065.96**

Particulars	**As at 31-Mar-19**				
	< I year	**1-3 years**	**> 3 years**	**Total**	**Carrying value**
Borrowings	381.09	443.32	174.11	998.52	992.20
Trade payables	671.22	-	-	671.22	671.22
Other financial liabilities	53.55	-	-	53.55	53.55
Total	**1,105.86**	**443.32**	**174.11**	**1,723.29**	**1,716.97**

Particulars	**As at 31-Mar-18**				
	< I year	**1-3 years**	**> 3 years**	**Total**	**Carrying value**
Borrowings	350.12	416.48	59.17	825.77	819.44
Trade payables	628.13	-	-	628.13	628.13
Other financial liabilities	74.01	-	-	74.01	74.01
Total	**1,052.26**	**416.48**	**59.17**	**1,527.91**	**1,521.58**

Foreign currency risk

The Company's exchange risk arises mainly from its foreign currency borrowings. As a result, depreciation of Indian rupee relative to these foreign currencies will have a significant impact on the financial performance of the Company. The exchange rate between the Indian rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future.

The following table presents unhedged foreign currency risk from financial instruments

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Borrowings in USD	24.97	25.46	44.88	62.78

Foreign currency rate sensitivity analysis

Particulars	**Impact on profit after tax**			
	For the eight month period ended	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Decrease in forex rate by 5%				
Increase in profit	0.93	0.95	1.46	2.04
Increase in forex rate by 5%				
Decrease in profit	(0.93)	(0.95)	(1.46)	(2.04)

Note No.

41 Financial instruments

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates and investments. Such risks are overseen by the Company's corporate treasury department as well as senior management.

Interest rate sensitivity analysis

If interest rates had been 1% higher/lower and all other variables were held constant, the company's profit for the period ended / year ended would have impacted in the following manner:

Particulars	**For the eight month period ended**	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Decrease in interest rate				
Increase in profit	14.58	14.40	6.45	2.85
Increase in interest rate				
Decrease in profit	(14.58)	(14.40)	(6.45)	(2.85)

Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company.

The capital structure is as follows:

Particulars	**As at**			
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Equity attributable to the equity share holders of the company	4.78	757.81	1,709.81	1,809.63
Equity as a percentage of total capital	0%	30%	65%	79%
Current borrowings	932.64	674.47	381.09	350.12
Non-current borrowings	1,016.59	1,249.55	617.43	475.65
Total borrowings	**1,949.23**	**1,924.02**	**998.52**	**825.77**
Less: Cash and cash equivalents	61.89	125.24	67.68	355.84
Net borrowings	**1,887.34**	**1,798.78**	**930.84**	**469.93**
Net borrowings as a percentage of total capital	100%	70%	35%	21%
Total capital (borrowings and equity)	**1,892.12**	**2,556.59**	**2,640.65**	**2,279.56**

Note No.

42 Transactions with Related Parties and Balances

A List of related parties:

Description of relationship	Names of related parties
Subsidiaries	Prime Gourmet Private Limited (from 29 August, 2016 upto 5 December 2018) Barbeque Nation MENA Holdings Limited, Dubai (from 27 December, 2016) (formerly known as Barbeque Nation Holdings Limited) Barbeque Nation Restaurant LLC, Dubai (from 25 February, 2017) Barbeque Nation Holdings Private Limited, Mauritius (from 15 September, 2017) Barbeque Holdings Private Limited, Mauritius (from 27 September, 2017, wound up on 10 August 2020) Barbeque Nation (Malaysia) SDN. BHD. (from 3 October, 2017) Barbeque Nation International LLC, Oman (from February 18, 2018) Red Apple Kitchen Consultancy Private Limited (from December 31, 2019)
Investing party for which the Company is an Associate	Sayaji Hotels Limited Sayaji Housekeeping Services Limited Tamara Private Limited
Key Management Personnel (KMP)	Kayum Dhanani (Managing Director) Rahul Agrawal (Chief Financial Officer - from May 21, 2018 to January 13, 2020) Rahul Agrawal (Chief Executive officer- from January 14th 2020) Amit V Betala (Chief Financial Officer - from January 14, 2020) Mohan Kumar Ramamurthy (Chief Financial Officer, w.e.f June 15, 2017 till 01 May 2018) Sameer Bhasin (Chief Executive Officer till 22 May 2018) Nagamani CY (Company Secretary) **Non-Executive Directors** T Narayanan Unni Raoof Razak Dhanani Suchitra Dhanani Tarun Khanna Abhay Chintaman Chaudhary
Relatives of KMP	Gulshanbanu Memon Sanya Dhanani
Entities in which KMP / Relatives of KMP can exercise significant influence	Sara Suole Private Limited Samar Retail Private Limited Samar Lifestyle Private Limited Liberty Restaurent Private Limited Sana Reality Private Limited

Barbeque-Nation Hospitality Limited
Notes to Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Note No. 42

B) Transactions and Balances with Related Parties

		For the period / year ended			
	Particulars	**30-Nov-20**	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
i)	**Transactions with related parties during the period / year ended**				
	Services rendered				
	Entity in which KMP / Relatives of KMP can exercise significant influence				
	Samar Lifestyle Private Limited	-	-	0.60	-
	Royalty income				
	Barbeque Nation MENA Holding Limited	-	-	-	8.16
	Barbeque Nation Restaurant LLC	2.86	7.90	6.96	-
	Barbeque Nation (Malaysia) SDN. BHD.	0.29	0.69	0.36	-
	Barbeque Nation International LLC	0.15	1.05	-	-
	Sponsorship Income				
	Entity in which KMP / Relatives of KMP can exercise significant influence				
	Sara Suole Private Limited	-	-	-	3.00
	Guarentee commission				
	Barbeque Nation MENA Holding Limited	2.61	4.04	3.98	2.88
	Reimbursement of expenses paid				
	Barbeque Nation MENA Holding Limited	0.19	5.26	33.60	21.81
	Barbeque Nation (Malaysia) Sdn. Bhd.	-	0.82	3.81	1.08
	Barbeque Nation International LLC	-	0.29	-	-
	Barbeque Nation Holdings Private Limited	-	-	0.29	0.55
	Barbeque Nation Holdings Limited	-	-	0.28	0.55
	Barbeque Nation Restaurant LLC	-	0.01	-	-
	Services received				
	Investing party for which the Company is an Associate :				
	Sayaji Hotels Limited	0.01	0.08	1.85	12.97
	Entity in which KMP / Relatives of KMP can exercise significant influence				
	Sara Suole Private Limited	-	1.57	-	-
	Samar Lifestyle Private Limited	-	0.26	0.50	-
	Purchase of consumables				
	Entity in which KMP / Relatives of KMP can exercise significant influence				
	Sara Suole Private Limited	-	0.08	6.00	-
	Income from sub-lease				
	Prime Gourmet Private Limited	-	-	1.41	2.86
	Sale of materials				
	Prime Gourmet Private Limited	-	-	0.13	0.25

Barbeque-Nation Hospitality Limited
Notes to Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Note No. 42 B) Transactions and Balances with Related Parties

Particulars	For the period / year ended			
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Rent and maintenance charges				
Entity in which KMP / Relatives of KMP can exercise significant influence				
Sara Suole Private Limited	2.46	0.56	-	4.46
Sana Reality Private Limited	-	14.99	10.30	9.26
Samar Retail Private Limited	-	5.66	-	-
Liberty Restaurent Private Limited	2.46	-	-	-
Investing party for which the Company is an Associate				
Sayaji Hotels Limited	1.79	12.51	18.36	18.26
Relatives of KMP				
Gulshanbanu Memon	2.64	4.56	5.04	3.78
Subsidiaries				
Red Apple Kitchen Consultancy Private Limited	-	0.77	-	-
Investment made during the year in subsidiaries				
Prime Gourmet Private Limited	-	-	-	50.35
Barbeque Nation MENA Holding Limited	-	36.83	257.65	-
Red Apple Kitchen Consultancy Private Limited	-	674.87	-	-
Loan granted to subsidiaries (for terms and conditions, please refer Note D below)				
Prime Gourmet Private Limited	-	-	50.20	31.11
Barbeque Nation MENA Holding Limited	36.18	111.95	149.06	187.11
Receipt towards repayment of loan granted to subsidiary				
Prime Gourmet Private Limited	-	-	-	8.04
Barbeque Nation MENA Holding Limited	-	-	-	61.31
Receipt towards interest on loan granted to subsidiary				
Barbeque Nation MENA Holding Limited	-	-	20.81	2.98
Write off of loan and other receivables				
Prime Gourmet Private Limited	-	-	73.50	-
Provision for impairment of investment and loan receivable				
Barbeque Nation MENA Holding Limited	-	111.95	274.86	-
Barbeque Holdings Private Limited	-	1.39	-	-
Interest income on loan granted				
Prime Gourmet Private Limited	-	-	-	0.57
Barbeque Nation MENA Holding Limited	-	5.95	15.89	7.90
Remuneration				
Relatives of KMP				
Sanya Dhanani	0.75	0.74	0.52	0.36
Security deposit paid				
Entities in which KMP / relatives of KMP have significant influence:				
Sara Suole Private Limited	-	3.13	-	0.21
Samar Retail Private Limited	-	2.50	-	-
Relatives of KMP				
Gulshanbanu Memon	-	0.51	5.00	1.94
Subsidiaries				
Red Apple Kitchen Consultancy Private Limited	-	2.50	-	-
Refund received of security deposit paid				
Entities in which KMP / relatives of KMP have significant influence:				
Sara Suole Private Limited	-	-	-	0.23
Loan received (for terms and conditions, please refer Note E) below**)**				
Non-Executive Directors				
Raoof Razak Dhanani	20.00	-	-	-

Barbeque-Nation Hospitality Limited
Notes to Special Purpose Restated Standalone Financial Information
(Amount in Rupees Millions except for share data or as otherwise stated)

Note No. 42

B) Transactions and Balances with Related Parties

		For the period / year ended			
	Particulars	**30-Nov-20**	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
ii)	**Balances with related parties**				
	Security deposits (refundable) with				
	Entities in which KMP / relatives of KMP have significant influence:				
	Sara Suole Private Limited	3.13	3.13	0.21	0.21
	Samar Retail Private Limited	0.60	0.60	-	-
	Sana Reality Private Limited	3.00	3.00	3.00	3.00
	Relatives of KMP				
	Gulshanbanu Memon	7.46	7.46	6.94	1.94
	Investing party for which the Company is an Associate				
	Sayaji Hotels Limited	5.10	5.10	5.10	5.10
	Subsidiaries				
	Red Apple Kitchen Consultancy Private Limited	2.50	2.50	-	-
	Trade receivables				
	Barbeque Nation MENA Holding Limited	6.65	4.04	3.98	11.04
	Barbeque Nation Restaurant LLC	10.76	7.91	6.96	-
	Barbeque Nation (Malaysia) SDN. BHD.	0.98	0.69	0.36	-
	Barbeque Nation International LLC	1.22	1.05	-	-
	Other receivables				
	Prime Gourmet Private Limited	-	-	-	19.59
	Barbeque Nation Mena Holding Limited	7.87	7.68	20.65	21.81
	Barbeque Nation Holdings Private Limited	1.67	1.67	0.84	1.10
	Barbeque Holdings Private Limited, Mauritius (wound up on 10 August 2020)	-	-	0.83	-
	Barbeque Nation (Malaysia) Sdn. Bhd.	5.76	5.76	4.89	1.08
	Barbeque Nation International Llc	0.38	0.38	0.09	-
	Loans outstanding				
	Prime Gourmet Private Limited (net of write off of loans)	-	-	-	23.30
	Barbeque Nation MENA Holding Limited (net of provision for impairment)	36.18	-	-	125.80
	Interest accrued on loan				
	Prime Gourmet Private Limited	-	-	-	0.57
	Barbeque Nation MENA Holding Limited (net of provision for impairment)	-	-	-	4.92
	Trade Payables				
	Entities in which KMP / relatives of KMP have significant influence:				
	Sara Suole Private Limited	1.26	0.69	0.28	0.65
	Samar Lifestyle Private Limited	0.04	0.04	-	-
	Liberty Restaurent Private Limited	1.31	-	-	-
	Sana Reality Private Limited	0.90	-	-	-
	Investing party for which the Company is an Associate				
	Sayaji Hotels Limited	4.40	2.61	4.54	8.22
	Subsidiaries				
	Red Apple Kitchen Consultancy Private Limited	-	0.47	-	-
	Loan Payable (for terms and conditions, please refer Note E) below)				
	Non-Executive Directors				
	Raoof Razak Dhanani	20.00	-	-	-
	Other current assets				
	Advances paid for supply of materials / rendering of services				
	Samar Lifestyle Private Limited	-	-	0.11	-

Outstanding corporate guarantee

Stand-by Letter of Credit (SBLC) and Corporate guarantee given to Banks on borrowings availed by subsidiaries (to the extent outstanding)	516.99	513.28	583.92	383.92

Note No. 42

Compensation of key management personnel

The remuneration of directors and other members of key management personnel during the period is as follows:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Short-term benefits	8.59	17.33	17.61	18.41
Post-employment benefits	-	-	-	-
Other long-term benefits	-	-	-	-
Share-based payments	1.84	4.69	5.08	2.87
Termination benefits	-	-	-	-
Total	**10.43**	**22.02**	**22.69**	**21.28**

The above compensation excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by actuary.

C) All the related party transactions entered during the period / year were in ordinary course of business and are on arm's length price

D) All loans given to related parties are repayable on demand and carries an interest rate of Parent Company's lending rate plus 0.25%.

E) Loans taken from Raoof Razak Dhanani, KMP are repayable on demand and rate of interest is Nil.

Note No.

43 The Code on Social Security, 2020 ('Code') relating to employee benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Note No. 44

Statement of Adjustments to the Audited Standalone Financial Statements

Effective April 1, 2019, the company adopted Ind AS 116 - "Leases", which sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires Lessees to account for leases in a manner similar to accounting for finance leases under erstwhile Ind AS 17. The company adopted Ind AS 116 using the full retrospective method. Accordingly the comparative figures for each of the years presented in these restated consolidated financial information have been adjusted in accordance with the policy mentioned in Note 3.17 of Notes to Restated Standalone Financial Information. The cumulative adjustment on application of this Standard has been adjusted to retained earnings as at April 1, 2017.

The following is the summary of practical expedients elected by the Company on the initial application:

• Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly Ind AS 116 is applied to all the lease contracts entered before 1st April, 2018 on the initial date of application of Ind AS 116.

• Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.

• In respect of lease contracts of its outlet premises, the company has elected not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The company has also rectified certain prior period items so as to account for the same in respective years.

A Reconciliation of total comprehensive income

Particulars	**For the year ended**	
	31-Mar-19	**31-Mar-18**
Profit / (loss) as per audited financial statements	(306.51)	244.99
Restatement adjustments		
Impact of Ind AS 116		
Reversal of rent expenses recognised under Other operating expenses	642.07	539.48
Finance cost (interest) on lease liability	(347.53)	(318.40)
Depreciation on Right-of-use assets	(404.47)	(334.89)
Profit on early termination of lease contracts recognised under exceptional items	3.78	40.08
Tax impact on the above	39.26	25.52
Restated profit / (loss)	**(373.40)**	**196.78**

B Reconciliation of Equity

Particulars as at April 01, 2017	**Total Equity**
Equity as per audited financial statements	1,532.38
Cumulative impact on account of adoption of Ind AS 116 (net of deferred tax)	(374.48)
Total equity, as restated	**1,157.90**

Particulars as at March 31, 2018	**Total Equity**
Equity as per audited financial statements	2,232.32
Cumulative impact on account of adoption of Ind AS 116 (net of deferred tax)	(422.69)
Total equity, as restated	**1,809.63**

Particulars as at March 31, 2019	**Total Equity**
Equity as per audited financial statements	2,199.39
Cumulative impact on account of adoption of Ind AS 116 (net of deferred tax)	(489.58)
Total equity, as restated	**1,709.81**

Barbeque-Nation Hospitality Limited
Restated Standalone Statement of Accounting Ratios
(Amount in Rupees Millions except for share data or as otherwise stated)

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Basic and Diluted Earnings Per Share (Rs.) #				
Profit/(loss) after tax as restated, attributable to equity shareholders	(797.71)	(926.65)	(370.15)	201.04
Less: Share issue expenses debited to securities premium	-	-	(20.40)	(9.90)
Profit / (loss) after tax, as restated, attributable to equity shareholders	(797.71)	(926.65)	(390.55)	191.14
Basic Earnings Per Share (Basic EPS)				
Weighted average number of equity shares used for calculating Basic EPS	2,79,91,788	2,79,86,203	2,79,73,466	2,70,28,740
Basic EPS in Rs.	**(28.50)**	**(33.11)**	**(13.96)**	**7.07**
Face value in Rs.	**5.00**	**5.00**	**5.00**	**5.00**
Diluted Earnings Per Share (Diluted EPS)				
Profit/(loss) after tax as restated, attributable to equity shareholders	(797.71)	(926.65)	(370.15)	201.04
Less: Share issue expenses debited to securities premium	-	-	(20.40)	(9.90)
Profit / (loss) after tax, as restated, attributable to equity shareholders	(797.71)	(926.65)	(390.55)	191.14
Weighted average number of shares considered for calculating basic EPS	2,79,91,788	2,79,86,203	2,79,73,466	2,70,28,740
Add: Effect of ESOPs and share warrants which are dilutive*	-	-	-	1,74,023
Weighted average number of shares considered for calculating Diluted EPS	**2,79,91,788**	**2,79,86,203**	**2,79,73,466**	**2,72,02,763**
Diluted EPS in Rs.	**(28.50)**	**(33.11)**	**(13.96)**	**7.03**
Face value in Rs.	**5.00**	**5.00**	**5.00**	**5.00**
Net Asset Value Per Equity Share (Rs.)				
Net Asset Value (Net-worth), as restated	4.78	757.81	1,709.81	1,809.63
Number of equity shares outstanding outstanding at the year end / period end	2,79,91,788	2,79,91,788	2,79,84,014	2,75,99,014
Net Assets Value per equity share (Rs.)	**0.17**	**27.07**	**61.10**	**65.57**
Return on Net worth (%) ^				
Profit / (loss) after tax, as restated	(797.71)	(926.65)	(370.15)	201.04
Net worth, as restated	4.78	757.81	1,709.81	1,809.63
Return on net worth (%)	**-16688.49%**	**-122.28%**	**-21.65%**	**11.11%**
Earnings before exceptional items, finance costs, depreciation and amortisation (EBITDA)				
Continuing operations (A)				
EBITDA	99.16	1,595.47	1,653.29	1,443.93
Revenue from operations	1,771.89	7,870.52	7,034.55	5,711.66
EBITDA%	**5.60%**	**20.27%**	**23.50%**	**25.28%**

Basic and Diluted EPS for the eight month period ended November 30, 2020 are not annualised
^ Return on net worth% for the eight month period ended November 30, 2020 are not annualised

* the effect of ESOPs outstanding is anti-dilutive and hence ignored for the purpose of computing Diluted EPS.
The ratios have been computed as per the following formulae:

(i) Basic and Diluted Earnings per Share

$$\frac{\text{Profit/ (loss) after tax, as restated attributable to equity shareholders.}}{\text{Weighted average number of equity shares outstanding during the year / period}}$$

Cont..

(ii) Net Assets Value (NAV)

$$\frac{\text{Net Asset Value, as restated, at the end of the year / period}}{\text{Number of equity shares outstanding at the end of the year / period}}$$

Composition of Net Asset Value (Net-worth), as restated is as follows:

Particulars	**For the eight month period ended**	**For the year ended**		
	30-Nov-20	**31-Mar-20**	**31-Mar-19**	**31-Mar-18**
Equity share capital	139.96	139.96	139.92	138.00
Other equity				
Securities premium account	1,631.01	1,631.01	1,628.42	1,330.43
Share based payment reserve	29.88	47.31	35.98	28.58
Retained earnings	(1,796.07)	(1,060.47)	(94.51)	312.62
Net Asset Value (Net-worth), as restated	**4.78**	**757.81**	**1,709.81**	**1,809.63**

(iii) Return on Net worth (%)

$$\frac{\text{Profit/ (loss) after tax, as restated for the year/period}}{\text{Net worth (excluding revaluation reserve), as restated, at the end of the year / period}}$$

Net-worth (excluding revaluation reserve), as restated, means the aggregate value of the paid-up share capital, securities premium account, share based payment reserve and retained earnings as restated.

(iv) EBITDA%

$$\frac{\text{EBITDA}}{\text{Revenue from operations}}$$

OTHER FINANCIAL INFORMATION

The audited financial statements of (i) our Company for the financial years ended March 31, 2020, March 31, 2019 and March 31, 2018, (ii) Barbeque Nation (MENA) Holding Limited for the financial years ended March 31, 2020, March 31, 2019 and March 31, 2018, (iii) Barbeque Nation Restaurant LLC for the financial years ended March 31, 2020, March 31, 2019 and March 31, 2018, (iv) Barbeque Nation (Malaysia) SDN. BHD for the financial year ended March 31, 2020, March 31, 2019 and March 31, 2018, (v) Barbeque Nation International LLC for the financial years ended March 31, 2020, and March 31, 2019, (vi) Red Apple Kitchen Consultancy Private Limited for the financial years ended March 31, 2020 (collectively, the "**Audited Financial Statements**") are available at https://www.barbequenation.com/investor.

Our Company is providing this link to comply with the requirements of the SEBI ICDR Regulations. The Audited Financial Statements do not constitute (i) a part of this Red Herring Prospectus, or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world.

The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Please see "*Risk Factors – Significant differences exist between Ind AS and other reporting standards, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition.*" on page 77.

For details in relation to accounting and other ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, see "*Restated Consolidated Statement of Accounting Ratios*" on page 357.

FINANCIAL INDEBTEDNESS

Our Company and Subsidiaries have obtained loans in the ordinary course of business for the purposes of setting up new outlets in various cities, capital expenditure for existing and new outlets and long-term working capital purposes. For the Offer, our Company has obtained the necessary consents required under the relevant loan documentation for undertaking the activities contemplated by the Offer, including for change in its capital structure, change in its shareholding pattern, reconstitution of the board of directors, change or amendment to the constitutional documents of our Company or partial or full pre-payment of outstanding amounts under the facilities. Certain other consents from our lenders have not yet been obtained. For details, see "*Risk Factors – We have not been and may continue to not be in compliance with certain covenants under some of our loan agreements and if the relevant lenders were to call an event of default, such an event may adversely affect our business, results of operations and financial conditions.*" on page 48.

Set forth below is a brief summary of the financial indebtedness of our Company and our Subsidiaries, as of January 31, 2021:

(In ₹ Million)

Particulars	Sanction amount	Outstanding amount (As on January 31, 2021)
Secured Loans		
Fund Based		
Rupees Term Loan	996.06 *	792.30 **
Working Capital Demand Loan	50.00	50.00
Unsecured Loans		
Overdraft/ Commercial Paper	150.00	93.90
Secured Loans		
Overdraft/ Commercial Paper	104.88	8.74
Non-Fund Based		
Bank Guarantees to third parties	-	-
Sub Total	**1,300.94**	**944.93**
Our Subsidiaries:		
Fund Based		
Term Loan (BNHL)***	717.90	475.83
Working Capital Demand Loan (Red Apple)	10.00	(0.99)
Unsecured Loans		
Business Loan (Red Apple)	5.00	1.94
Secured Loans		
Red Apple	10.00	9.49
Sub Total	**742.90**	**486.27**
Grand Total	**2,043.84**	**1,431.20**

This includes facilities from Axis Bank Limited which can either be availed either as rupee term loans or foreign currency term loans ("FCTL**") to the extent of ₹400 million.*

*** This includes ₹16.94 million outstanding in USD (conversion rate – ₹72.95 as on January 31, 2021, source: https://rbi.org.in).*

**** The Axis Bank term loan is secured by a stand by letter of credit issued by Axis Bank India in terms of the sanction letter dated September 26, 2016. The Yes Bank term loan is secured by a corporate guarantee provided by Barbeque Nation Hospitality Limited in terms of the sanction letter dated September 29, 2017.*

Principal terms of the borrowings obtained by our Company and our Subsidiaries:

1. ***Interest:*** In terms of the Indian rupee loans obtained by us, the interest rate is typically the aggregate of the base rate of a specified lender and a specified spread per annum. With respect to foreign currency loans, the

interest rate is the aggregate of the LIBOR specified by the lender as of a specific date and a specified spread per annum. The spread varies between different loans for different banks.

2. ***Tenor:*** The tenor of the borrowings obtained by our Company and our Subsidiaries typically ranges from 1 to 6 years.

3. ***Security:*** In terms of our borrowings where security needs to be created, we are typically required to:

   a) create a *pari passu* charge by way of hypothecation on fixed assets (including the outlets to be established with the loan proceeds), current assets (including of the outlets established with the loan proceeds), and security deposits of our Company with lessors of our outlets;

   b) create a *pari passu* charge by way of hypothecation on the brand "Barbeque nation";

   c) create a pledge over certain securities held by us, or procure the creation of a pledge over securities held by our Promoters; and

   d) provide indemnities.

   This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Pre-payment:*** Our Company and our Subsidiaries may prepay part or the entire amount outstanding with prior written notice and certain pre-payment charges as may be applicable in accordance with the terms and conditions agreed with applicable lenders.

5. ***Re-payment:*** The term loan facilities are typically repayable in equal monthly or quarterly instalments, after the end of the moratorium period, if applicable.

6. ***Events of Default:*** Borrowing arrangements entered into by us contain standard events of default, including:

   a) failure to comply with payment obligations;

   b) failure to comply with restrictive covenants;

   c) violation of any other term of the relevant agreement or any other borrowing agreement;

   d) initiation of liquidation, dissolution or winding up proceedings, without the consent of the lender;

   e) acceleration of any other indebtedness leading to a cross-default;

   f) misrepresentation by the Company;

   g) utilization of funds for purposes other than the sanctioned purposes; and

   h) any event which might have a material adverse effect.

   This is an indicative list and there may be additional terms that may amount to an event of default under various borrowing arrangements entered into by us. The consequences of an event of default include the acceleration of all amounts outstanding under the relevant facility, exercise of a right to convert the debt outstanding into equity and the appointment of directors to our Board or the board of our Subsidiaries, as the case may be.

7. ***Restrictive Covenants:*** Certain borrowing arrangements entered into by us contain restrictive covenants, including:

a) change in management setup or control or any change in senior management without prior consent;

b) change in capital structure without prior consent;

c) amendment of charter documents without prior consent;

d) any re-organisation, amalgamation, reconstruction, takeover or any other schemes of compromise or arrangement without prior consent;

e) any dilution of promoter shareholding in our Company or our Subsidiaries, as the case may be;

f) undertaking any expansion or fresh project, except normal capital expenditure, without the prior written consent of the concerned lender(s); and

g) investment in the share capital of, or lending an advance, to any company, without prior consent.

This is an indicative list and there may be additional restrictive covenants under the various borrowing arrangements entered into by us.

Inter-corporate Loans

Pursuant to the approval of Board dated February 28, 2017, August 1, 2017, September 19, 2017, May 21, 2018 and June 5, 2020, our Company has approved to grant a loan to one of our Subsidiaries, BHL, for an amount not exceeding ₹660,000,000 which is payable on demand at a rate of interest of 0.25% more than the lending rate, charged to the company by the bank. As on January 31, 2021, the aggregate outstanding amount under this loan is ₹65.26 million.

Further, BHL has granted the following loans:

1. to Barbeque Nation International LLC at a rate of interest of 0.25% more than the lending rate, charged to the company by the bank. As on January 31, 2021, the aggregate outstanding amount under this loan is ₹55.50 million;

2. to Barbeque Nation Restaurant LLC at a rate of interest of 0.25% more than the lending rate, charged to the company by the bank. As on January 31, 2021, the aggregate outstanding amount under this loan is ₹730.61 million; and

3. to Barbeque Nation (Malaysia) SDN. BHD at a rate of interest of 0.25% more than the lending rate, charged to the company by the bank. As on January 31, 2021, the aggregate outstanding amount under this loan is ₹71.11 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Information and Special Purpose Restated Standalone Financial Information which are included in this Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations are based on our Restated Consolidated Financial Information, together with the annexures and notes thereto and the examination report, which comprise the restated consolidated balance sheet, the restated consolidated statement of profit and loss and the restated consolidated cash flow statement as at and for the eight months period ended November 30, 2020 and financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 and the Special Purpose Restated Standalone Financial Information, together with the annexures and notes thereto and the examination report, which restated standalone statement of assets and liabilities, the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity, the restated standalone cash flow statement, the statement of significant accounting policies, and other explanatory information as at and for the eight months period ended November 30, 2020 and financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 and have been prepared in accordance with Ind AS and restated in accordance with the Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" on pages 37 and 25, respectively, and elsewhere in this Red Herring Prospectus.

Unless stated otherwise, industry and market data used in this section has been obtained or derived from publicly available information as well as industry publications, other sources and the Technopak Report. We commissioned the Technopak Report for the purpose of confirming our understanding of the Indian food services industry for which Technopak is in the process of being paid by the Company pursuant to its engagement letter dated January 12, 2021. The Technopak Report was submitted on February 19, 2021. For details, see "Risk Factors – This Red Herring Prospectus contains information from an industry report which we have commissioned from Technopak." on page 73 of this Red Herring Prospectus. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

Our Fiscal ends on March 31 of each year. Accordingly, all references to a particular Fiscal are to the 12 months ended March 31 of that year.

Overview

We own and operate Barbeque Nation Restaurants, one of India's leading casual dining restaurant chains (in terms of outlet count as of September 30, 2020) according to the Technopak Report, and International Barbeque Nation Restaurants. We also own and operate Toscano Restaurants and UBQ by Barbeque Nation. The first Barbeque Nation Restaurant was launched in 2006 by SHL, one of our promoters. We launched our first Barbeque Nation Restaurant in 2008, and subsequently acquired five Barbeque Nation Restaurants owned by SHL in 2012. We have steadily grown our owned and operated Barbeque Nation Restaurant network from a single restaurant in 2008 to 147 Barbeque Nation Restaurants (including opened, temporarily closed and under construction outlets) across 77 cities in India and six International Barbeque Nation Restaurants in three countries outside India as of December 31, 2020. We own 61.35% of the equity share capital on a fully diluted basis of one of our Subsidiaries, Red Apple, which owns and operates nine restaurants under the brand name, "Toscano", a casual dining Italian restaurant chain and operates one restaurant each under the brand names "La Terrace" and "Collage" respectively. The first Toscano Restaurant commenced operations in June 2008 and, as of December 31, 2020, we operated eleven Italian Restaurants, nine of which are under the brand name "Toscano", in three cities in India. In November 2018, we launched UBQ by Barbeque Nation to provide *a la carte* Indian cuisine in the value segment. At present, UBQ by Barbeque Nation predominantly caters to the delivery segment.

We believe the value we offer, the nature and quality of our food offerings and the ambience and service of our restaurants create a one-of-a-kind overall customer experience. Through our Barbeque Nation Restaurants, we pioneered the format of 'over the table barbeque' concept in Indian restaurants according to the Technopak Report. Live grills embedded in dining tables allow our guests to grill their own barbeques. We believe our Barbeque Nation Restaurants, compared to other fixed price dining options, offer competitive attractions such as a wide range of vegetarian and non-vegetarian appetisers and main courses, a popular dessert menu, a pleasant and casual dining environment and prompt service thereby making it a popular destination for celebrations. We also periodically run popular food festivals at our Barbeque Nation Restaurants offering our guests a range of Indian, international and fusion cuisines.

We diversified into another brand pursuant to our acquisition of 61.35% of the equity share capital on a fully diluted basis of Red Apple, which operates 11 Italian Restaurants in three cities in India, namely Bengaluru, Chennai and Pune. Of the Italian Restaurants operated by us as of December 31, 2020, three Toscano Restaurants were opened since March 31, 2019 and four Toscano Restaurants were opened in the three Fiscals immediately preceding Fiscal 2019. Our acquisition of Red Apple has enabled us to diversify our brand, cuisine and customer segment beyond our flagship concept of 'over the table barbeque'.

UBQ by Barbeque Nation provides *a la carte* Indian cuisine in the value segment, initially through leading food delivery service providers for the delivery of our food. As of December 31, 2020, we were providing delivery in 77 cities in India of *a la carte* Indian cuisine under UBQ by Barbeque Nation from our existing kitchen infrastructure.

According to Technopak, the Chain Casual Dining market in India has been flourishing over the last few years. The Chain CDR segment represents the 2nd largest share in the chain food services market in India after QSR. In FY 2020, the size of the Chain Casual Dining market is estimated at ₹134 billion. The segment is expected to grow at a healthy CAGR of 18% to reach ₹302 billion by FY 2025. Our Barbeque Nation Restaurants have experienced steady growth in the number of covers over the last three Fiscals, and the proportion of total revenues from weekday sales and lunch covers at Barbeque Nation Restaurants is relatively higher as compared with the industry average according to the Technopak Report. We carefully choose the locations of our Barbeque Nation Restaurants with the objective of keeping our rent to potential revenue ratio low.

We believe our offering format positions us to capitalise on both the robust growth trend of the CDR market in India and the broader chain restaurant market within the food and services industry. The numbers of covers at Barbeque Nation Restaurants as well as our Company's revenues have grown consistently as our Barbeque Nation Restaurants have matured, particularly after being in operation for more than two years. For example, the number of in-dining covers at our Barbeque Nation Restaurants in India has grown from 6.86 million in Fiscal 2017 to 9.92 million in Fiscal 2020 at a CAGR of 13.08%. Further, out of the 147 Barbeque Nation Restaurants owned and operated by us in India as of December 31, 2020, 24 Barbeque Nation Restaurants were opened between March 31, 2019 and December 31, 2020 and 71 Barbeque Nation Restaurants have been opened since April 1, 2017. Consequently, we believe we are in a strong position to monetise the benefits of our expansion in the past few Fiscals. We also intend to leverage our experience, together with that of the management team at Red Apple, to expand Toscano Restaurants to other Metro and Tier I cities.

Our core values prioritise being customer-focused to provide excellent products and service and employee-focused by maintaining a superior quality work environment. Our Company places a strong emphasis on customer reviews and feedback and our Barbeque Nation Restaurants use our in-house call centre to obtain customer feedback for our Barbeque Nation Restaurants in accordance with our internally devised and managed Guest Satisfaction Index ("**GSI**"). Our Barbeque Nation Restaurants use two cloud-based systems: the Central Reservation System ("**CRS**") and the Central Feedback System ("**CFS**"). We also accept reservations for our Barbeque Nation Restaurants through our revamped smartphone application 'BBQ App', Facebook chat messenger, chat-bot and other reservation platforms. We have integrated "Business Insights", our in-house business intelligence software, which allows us to track restaurant wise data (operational and financial) for our Barbeque Nation Restaurants at a granular level and it has a direct interface with the enterprise resource planning system of the Barbeque Nation Restaurants.

Our Company was ranked amongst the top 10 retail companies to work for by Great Place to Work Institute in 2020 in collaboration with the Retailers Association of India and was ranked number 7 amongst India's best companies to work for in 2020 by the Great Place to Work Institute in collaboration with Economic Times.

Our consolidated total revenue, EBITDA and Adjusted EBITDA from continuing operations of Barbeque Nation Restaurants have changed from ₹5,904.48 million, ₹1,403.68 million and ₹823.94 million, respectively, in Fiscal 2018 to ₹8,507.94 million, ₹1,680.39 million and ₹782.48 million, respectively in Fiscal 2020, at a CAGR of 20.04%, 9.41% and (2.55%), respectively. In Fiscals 2018, 2019, 2020 and for the eight months ended November 30, 2020, our total consolidated revenues from continuing operations were ₹5,904.48 million, ₹7,425.41 million, ₹8,507.94 million and ₹2,366.08 million, our consolidated EBITDA from continuing operations was ₹1,403.68 million, ₹1,493.87 million, ₹1,680.39 million and ₹125.91 million, and our Adjusted EBITDA from continuing operations was ₹823.94 million, ₹777.31 million, ₹782.48 million and ₹(521.69) million, respectively.

Our standalone total revenue, EBITDA and Adjusted EBITDA have changed from ₹5,763.04 million, ₹1,443.93 million and ₹904.45 million respectively, in Fiscal 2018 to ₹7,903.58 million, ₹1,595.47 million and ₹809.06 million respectively, in Fiscal 2020, at a CAGR of 17.11%, 5.12% and (5.42%), respectively. In Fiscals 2018, 2019 and 2020 and for eight months ended November 30, 2020, our total standalone revenues were ₹5,763.04 million, ₹7,076.29 million, ₹7,903.58 million and ₹2,087.91 million, our standalone EBITDA was ₹1,443.93 million, ₹1,653.29 million, ₹1,595.47 million and ₹99.16 million and our Adjusted EBITDA was ₹904.45 million, ₹1,011.23 million, ₹809.06 million and ₹(455.32) million, respectively. The Company also had negative net working capital in Fiscals 2018, 2019, 2020 and for eight months ended November 30, 2020.

EBITDA and Adjusted EBITDA presented in this Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Furthermore, EBITDA and Adjusted EBITDA are not measurements of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered as alternatives to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. In addition, EBITDA and Adjusted EBITDA are not standardised terms, hence a direct comparison of EBITDA and Adjusted EBITDA between companies may not be possible or meaningful. Other companies may calculate EBITDA and Adjusted EBITDA differently from us, thereby limiting its usefulness as a comparative measure.

Significant Factors Affecting our Results of Operations

The following is a discussion of certain factors that have had, and will continue to have, a significant effect on our financial results:

COVID-19

The World Health Organization declared the outbreak of COVID-19 a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020. Further, on March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown announced on March 24, 2020. Subsequently, progressive relaxations have been granted for movement of goods and people and cautious re-opening of businesses and offices. The outbreak of COVID-19, as well as GoI measures to reduce the spread of COVID-19, have had a substantial adverse impact on our restaurant operations since March 2020, and the timing of how long the COVID-19 pandemic will last is still uncertain. In addition, our restaurants in different states and regions in India have been disproportionately affected by COVID-19 and the measures implemented in each state have varied due to regional and regulatory differences in each state in India. As a result of COVID-19, we have had to temporarily close a number of restaurants across India commencing from March 2020 and have experienced reduced store-level operations, including reduced operating hours and restaurant closures. During the initial stage of the COVID-19 crisis, footfalls and sales in our restaurants fell significantly due to the lockdown and other measures implemented by the GoI. Our footfalls and sales have since started to recover, although not yet to levels we saw prior to the COVID-19 crisis. As of the date of filing of this RHP, our restaurants in 77 cities across India have reopened, often with limited operations. As of the date of the filing of this RHP, the majority of our restaurants have opened for dine-in guests, however, the capacity may be limited, based on local regulations. In addition, the COVID-19 pandemic has directly impacted our same-store sales in our restaurants. The reduction in the level of business activity due to the COVID-19 crisis has also led to write offs of food inventory and a reduction in orders with our suppliers since our inventory includes food items which are perishable in nature. Similarly, our corporate offices also experienced closures and certain employees have been restricted from commuting to their places of work.

Our sales have recovered month on month post lockdown and easing of various supply side restrictions like restrictions on operating hours, restrictions on operational capacity and restrictions on sales of liquor. While some of these restrictions have eased across a few states, we continue to face some restrictions across some cities. The recovery of our monthly sales has been driven both by an increase in dine-in sales and delivery sales. Our consolidated sales of food and beverages over the last few months post lockdown are as follows:

	Monthly Sales* (₹ million) Fiscal 2020 (A)	**Monthly Sales* (₹ million) Fiscal 2021 (B)**	**Fiscal 2021 Monthly Sales* as a % of Fiscal 2020 Monthly Sales* (B/ A)**	**Month-on-month growth (%) in Fiscal 2021**	**Number of restaurants operational for dine-in at the end of each month during Fiscal 2021 (C)**	**Average Daily Sales per restaurants (in ₹) (D = B / (C x N**))**
April	646.90	4.99	0.8%	-98.6%	2	83,184
May	725.79	17.33	2.4%	247.2%	4	139,748
June	748.56	74.95	10.0%	332.5%	73	34,221
July	718.82	125.24	17.4%	67.1%	89	45,394
August	690.62	241.45	35.0%	92.8%	106	73,477
September	693.22	389.76	56.2%	61.4%	123	105,626
October	705.68	542.94	76.9%	39.3%	152	115,224
November	725.06	610.83	84.2%	12.5%	156	130,519
December	884.34					
January	823.18					
February	735.11					
March	356.06					

** Monthly Sales means the consolidated sales of food and beverages*
***Where N for a particular month is equal to the number of days for that month.*
Note: Monthly Sales from restaurants operated by Red Apple have been consolidated in the table above from January 2020 since Red Apple became a subsidiary of the Company with effect from December 31, 2019. Red Apple operates 11 Italian Restaurants and hence, the comparison for the period between April and December of Fiscal 2020 with the corresponding period in Fiscal 2021 may not be comparable to such extent. The calculations set out in the table above are subject to rounding differences.

We have undertaken various cost optimisation efforts such as seeking rent reliefs from our landlords, renegotiating our commercial terms, temporarily reducing senior management salaries and realigning store operating costs and structures. As of December 31, 2020, we had 7,298 full time employees in our Company and its Subsidiaries as against 9,620 full time employees as on February 29, 2020.

The financial impact of COVID-19 has had, and is expected to continue to have, an adverse effect on our liquidity, and we are seeking appropriate sources of liquidity in order to sustain our business throughout this crisis. This also led to temporary delays in compliance with our payment obligations to our lenders and payment of our statutory dues. We have recently completed a private placement of Equity Shares for an aggregate consideration of ₹1,499.69 million. We have also engaged in rent relief negotiations with our landlords and arrived at negotiated agreements with respect to reductions in rent and our rental obligations during the COVID-19 pandemic with a large proportion of them. In addition, the salaries of senior management and certain other support centre employees were reduced temporarily. We have also negotiated revised commercial terms during the COVID-19 pandemic with some of our other service providers, and we have managed our inventory through promotions, reorganisation and liquidation of stocks. This has provided us with working capital support and additional liquidity. However, depending on how long the COVID-19 pandemic lasts, we may need to seek additional sources of liquidity. The COVID-19 pandemic is adversely affecting the availability of liquidity generally in the credit markets, and there can be no assurance that additional liquidity from other sources will be available to us on favourable terms, or at all, especially the longer the COVID-19 pandemic lasts or if it were to worsen. While we cannot currently estimate the duration or the future negative financial impact of the COVID-19 pandemic on our business, we expect the negative effects to continue beyond the fourth quarter of Fiscal 2021.

Customer spending and general economic and market conditions

Our success depends to a significant extent on customer confidence and spending, which is influenced by general economic condition and discretionary income levels. Many factors affect the level of customer confidence and spending in the overall food services market and the casual dining market, including recession, inflation, deflation, political uncertainty, availability of consumer credit, taxation, stock market performance and unemployment. Our performance may decline during recessionary periods or in other periods where one or more macro-economic factors, or potential macro-economic factors, negatively affect the level of customer confidence and spending including the amount that consumers spend on eating out and our restaurants' cover turnaround.

Urbanisation rate may also influence our financial results as most of our customers are currently concentrated in the urban areas. Developments in the economy and the rate of urbanisation have in the past increased the supply and demand and affected pricing trends in food service market in the cities and the regions where we operate or intend to operate. We believe that this factor will continue to impact our business, financial condition, results of operations and prospects.

In addition, an increasing number of government and media initiatives to create increased awareness of healthy eating could have an impact on the public's perception of casual dining, and customers may turn to our competitors offering healthier food options such as lower calorie meals, which could adversely affect our business, financial condition, results of operations and prospects.

Furthermore, our business and results of operations to a large extent also depend on our ability to respond to changing trends. The experimental Indian consumer is becoming increasingly demanding and gets bored with one type restaurant/ concept/ food very fast and is continually looking for different options and newer concepts. We will need to keep up with continuous innovation in terms of formats, themes and products to attract and retain customers. The success of our business depends on our ability to anticipate the tastes of customers and to offer products and services that appeal to their preferences.

Number of restaurants and results of their operation

We generate a majority of our revenue from food and beverages sales at our restaurants. Accordingly, our revenues are affected to a significant extent by the number of restaurants we have in operation.

A new restaurant generally experiences lower results of operations due to initially lower sales and higher start-up operating costs. For example, the daily average revenue per restaurant for our Barbeque Nation Restaurants which commenced operations prior to the start of Fiscal 2020 was ₹167,758 for Fiscal 2020, while the daily average revenue per restaurant for our Barbeque Nation Restaurants newly added during Fiscal 2020 was ₹115,828 for Fiscal 2020. Further, the location of a new restaurant is an important factor affecting the restaurant's business and results of operations and the length of its ramp-up period.

Restaurants incur various costs and expenses before they open and newly opened restaurants typically incur materially greater operating costs during the first few months of their operations. Therefore, new restaurants may temporarily lower our results of operations on a per restaurant basis.

Cost of materials (food and beverages)

Cost of food and beverages consumed is the largest component of our expenses, representing 33.51% 33.35%, 34.34% and 32.30% of our total consolidated revenue from continuing operations, in Fiscals 2018, 2019 and 2020 and in the eight months ended November 30, 2020, respectively. Therefore, any change in the market prices of food and beverages will have a significant and direct impact on our profitability. Our APC in Fiscals 2018, 2019 and 2020 and in the eight months ended November 30, 2020 at consolidated level was ₹750, ₹793, ₹789 and ₹809 respectively and on a standalone basis was ₹741, ₹777, ₹764 and ₹762 respectively (excluding revenues from UBQ and taxes). Our cost of food and beverages is also impacted by the quality of food and beverages we offer in our restaurants. Our results of operations are therefore affected by our on-going ability to procure and prepare quality food and beverage offerings at an optimum price.

Our supply arrangements (see section "*Our Business – Suppliers and Purchasing Practices*" on page 216 of this Red Herring Prospectus) have a direct impact on our results of operations. Our cost of food and beverages is therefore impacted by our relationships with our suppliers. As a casual dining operator in India, we believe we are also a key customer for many of our suppliers. This has historically enabled us to negotiate discounts and other favourable terms in contracts with our suppliers. Such favourable terms can help reduce our cost of materials and can therefore help improve our gross margin. In addition, we maintain more than one supplier for each of our key ingredients, including meat, chicken, seafood, rice and vegetables, which we believe can help mitigate price volatility. Given the increase in the number of restaurants in our network and scale of operations, we have increased our efforts to centralise supply sources by having national and regional level vendor management and supplies and consequently, enhance our bargaining power with suppliers.

In addition, we reduce cost of materials by controlling and reducing food wastage in the restaurants. We have adopted an inventory model for some of our raw materials such as fruits and vegetables and have reduced the holding period over time. We follow forecast and projection methods to ensure our production volumes are in accordance with our sale volumes.

Effectiveness of marketing strategies

We devote significant attention to our brand-building efforts. Our advertising strategy is centred on increasing our brand awareness, complemented with certain promotions and festivals from time to time. We use a variety of media to convey our advertising, including internet, radio, direct marketing and other unconventional media, such as short message services and social networking sites, to optimise our media plan and coverage of target demographic profiles. We also believe in word of mouth marketing by delivering good food and service to our customers. We plan on continuing to build our brand and retail sales by satisfying consumer preferences for fresh, wholesome, flavourful food and an affordable casual dining experience typically expected only in a five-star hotel setting. In Fiscals 2018, 2019 and 2020 and in the eight months ended November 30, 2020, we spent at consolidated level ₹99.34 million, ₹174.37 million, ₹174.28 million and ₹31.86 million, respectively, on business promotion, which represented 1.68%, 2.35%, 2.05% and 1.35% of our total consolidated revenue in respect of continuing operations for the corresponding years/period, respectively.

Digital marketing is becoming more and more important in business operations. We launched a chat bot in January 2017 to address enquiries by consumers and to reserve tables through social networking sites. It also lets users enquire about locations and pricing and answers queries about ongoing festivals and menus. Table reservations can be made by simply sending a message on social networking sites. We also enable our consumers to make online reservations through other online reservation platforms. We have recently revamped our smartphone application to make it more user friendly and interactive. We intend to continue developing such mechanism/platform to interact with the consumer in real time and accelerate easy interaction with our customers.

We have also launched a loyalty programme for our customers, "Smiles" in which we provide reward points to our customers which can be redeemed at our Barbeque Nation restaurant. Under our Smiles Loyalty program, we currently provide 5% of the bill value (subject to certain terms and conditions) to our customers as Smiles points which can be redeemed within a defined timeline during the customer's next dine-in visit or delivery order from our BBQ App or website. In the month of February 2020, only 0.8% of our customer bills reflected the redemption of Smiles points but this has grown to 9.6% of our customer bills for the month of December 2020. As of January 24, 2021, our average rating of the BBQ App on an internet app store was 4.5 out of 5.0.

Employee benefits expenses

Restaurant operations are highly service-oriented, and consequently, our success, to a considerable extent, depends upon our ability to attract, motivate and retain a sufficient number of qualified employees, including restaurant managers and restaurant staff. We offer competitive wages and benefits to our restaurant employees to manage employee attrition. Employee remuneration includes wages, salaries and bonuses paid to employees at our restaurants, as well as employee benefits such as employee accommodation, medical insurance and contributions to provident funds. These costs are subject to certain factors that are out of our control, including amendments to the minimum wage laws and other employee benefit laws in India.

In addition, for Fiscal 2018, 2019 and 2020 and for the eight months ended November 30, 2020, these costs were primarily affected by the opening of new restaurants, hiring of additional restaurant staff and annual salary increments. The salary level of employees in the consumer food services industry in India has been rising in recent years. In addition, when we open new restaurants, we typically have to hire staff approximately 30-60 days in advance of the restaurant opening and consequently we normally incur obligations to pay wages for the hired staff of those restaurants before they begin to generate revenue.

Our expenses related to employee benefits as a percentage of total consolidated revenue in respect of continuing operations, was 21.29% in Fiscal 2018, 22.62% in Fiscal 2019, 23.21% in Fiscal 2020 and 30.12% in the eight months ended November 30, 2020. In Fiscals 2018, 2019 and 2020 and in the eight months ended November 30, 2020, we opened 23, 24, 21 and 2 new Barbeque Nation Restaurants, respectively. As of December 31, 2020, we had 7,298 full-time employees on a consolidated basis. We expect our restaurant wages and related expenses, in absolute terms, to continue to increase as inflationary pressures in India, drive up wages and as we continue to increase the number of our restaurants.

We believe the resulting upward pressure on our expenses related to employee benefits as a percentage of total revenue from operations could be mitigated by (i) our increasing operating leverage expected from the use of commissaries as our restaurant network expands, (ii) keeping the number of staff requirements as static, which will be based on table turn and helps us to mitigate the cost escalation to certain extent, (iii) hiring interns and part-time employees, (iv) tracking numbers of employees in each restaurant and (v) effective management of operations to reduce the number of employees in each restaurant.

Rent including lease rentals

We lease properties for all the restaurants operated by us and intend to continue to do so. In order to grow our business operations, we must identify suitable and available restaurant locations and successfully negotiate and finalise the terms of leases at such location. Our inability to identify suitable new restaurant locations at reasonable rentals, or a general increase in commercial real estate rentals in India, particularly in cities where we have significant operations, would negatively impact the growth of our revenue and profit.

We generally enter into long-term lease agreements or license agreements that have an initial term that typically ranges from a period of five to 19 years for our Barbeque Nation restaurants in India and overseas and five to 15 years for our Toscano Restaurants. Some of our lease/license agreements also grant us the right of renewal upon expiration of the current term. We enter into three types of leases depending on location and commercial viability: fixed rental leases, revenue sharing leases with a minimum guarantee and revenue sharing leases without a minimum guarantee. Our rental payments in respect of our revenue sharing leases (both with and without a minimum guarantee) are determined as a percentage of sales as defined by the terms of the applicable lease agreement. As a percentage of our consolidated total revenue, our rent (including lease rentals) expenses were 10.58%, 11.63%, 12.46% and 18.26% in Fiscals 2018, 2019 and 2020 and in the eight months ended November 30, 2020, respectively. In Fiscal 2018, due to a change in law, our GST payment on rent increased to 18% due to the unavailability to input tax credit and, accordingly, our rent increased.

Seasonality

Certain aspects of our businesses are subject to seasonal factors that can impact our results of operations. We typically experience slightly higher revenue from operations during the second half of our financial year than during the first half of our financial year resulting from the festive season including Diwali, Christmas, Dussehra and New Year. Certain of our restaurants, particularly those with outdoor seating or in areas with high tourist traffic, enjoy higher income from operations during the winter months than during the summer months.

Competition

We compete in India with national and regional restaurant chains. In addition, we compete with smaller restaurant chains as well as individual restaurants within the cities in which we operate. We also face competition from companies replicating our restaurant concepts at lower costs. Due to increased competition, we could experience

downward pressure on prices, lower demand for our products, reduced margins, an inability to take advantage of new business opportunities and a loss of market share, all of which may have an adverse impact on our business, results of operations, financial condition and prospects.

We also compete on a broader scale with casual dining and other international, national, regional and local food service businesses. The overall food service markets, particularly the casual dining market, are highly competitive with respect to food quality, price, service, convenience and concept. Furthermore, technology and digitisation are making our operating environment more competitive. The offers, incentives, product information, and promotions can be communicated in real time. Restaurant operators are also able to see feedbacks and reviews generated by consumers instantly and are able to take immediate corrective actions and carry out recoveries. We also compete with other businesses for management, staff and restaurant locations. Difficulty in securing suitable management, staff and suitable restaurant locations may have an adverse impact on our business, results of operations, financial condition and prospects.

Significant Accounting Policies

Our significant accounting policies are those that we believe are the most important to the portrayal of our financial condition and results of operations and that require our management's most difficult, subjective or complex judgements. In many cases, the accounting treatment of a particular transaction is specifically dictated by applicable accounting policies with no need for the application of our judgement. In certain circumstances, however, the preparation of financial statements in conformity with applicable accounting policies requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent assets and liabilities at the end of the reporting period. Actual results could differ from those estimates. We base our estimates on historical experience and on various other assumptions that our management believes are reasonable under the circumstances. However, significant accounting estimates are reflective of significant judgements and uncertainties and are sufficiently sensitive to result in materially different results under different assumptions and conditions. We believe that our significant accounting estimates are those described below.

Basis of Preparation of Financial Information

Our Restated Consolidated Financial Information and Special Purpose Restated Standalone Financial Information has been prepared in accordance with the IndAS to comply with the Accounting Standards specified under Section 133 and the relevant provisions of the Companies Act, 2013. The Restated Consolidated Financial Information and Special Purpose Restated Standalone Financial Information has been prepared on accrual basis under the historical cost convention.

The Restated Consolidated Financial Information and Special Purpose Restated Standalone Financial Information has been prepared in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

Our Restated Consolidated Financial Information and Special Purpose Restated Standalone Financial Information has been prepared specifically for inclusion in this Red Herring Prospectus to be filed with the SEBI, the RoC and the relevant stock exchange in connection with the Offer. We have compiled the Restated Financial Statements from our audited Consolidated Financial Statement and Standalone Financial Statement and further incorporated adjustments to comply in all material respects with the requirements of the SEBI ICDR Regulations. Accordingly, we have made adjustments to the Restated Consolidated Financial Information and Special Purpose Restated Standalone Financial Information for the change in our accounting policy retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods and after incorporating adjustment for the material amounts in the respective financial years to which they relate. There were no extraordinary items that

need to be disclosed separately and there were no qualifications in the audit report of our consolidated financial statements for the respective years requiring adjustment.

Revenue Recognition

Revenue is recognized at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer.

Food and beverages

Revenue from sale of food and beverages is recognized at the time of underlying sale to the customer. Revenue is presented net of discounts given to the customers and any taxes collected from customers for remittance to the government. In case of discount to customers in the form of a gift voucher, the value of such discount is determined based on the percentage of redemption in the past. Customer purchases of gift cards are recognized as sales upon redemption of gift card or upon expiry.

Displays and sponsorships

Revenue from displays and sponsorships are recognized in the period in which the products or the sponsor's advertisements are promoted/ displayed.

Royalty

Royalty arrangements based on sales are recognised at the time the underlying sales occur.

Government incentives

Government incentives are accrued for based on fulfilment of eligibility criteria for availing the incentives and when there is no uncertainty in receiving the same. These incentives include estimated realisable values/benefits from special import licenses and benefits under Serve From India Scheme.

Employee Benefits

Our employee benefits include provident fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plan

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are recognised as an expense when employees have rendered service entitling them to the contributions.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. Remeasurement, comprising actuarial gains and losses is recognised in other comprehensive income in the period in which they occur.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

a. in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

b. in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the date of commencement of the lease, the Company recognizes a right-of-use asset ("**ROU**") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expenseon a straight-line basis over the term of the lease.

For arrangements entered into prior to the date of transition to Ind AS, i.e., April 1, 2016, the Company has determined whether the arrangement contains lease on the basis of facts and circumstances existing on the date of transition.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Further, in respect of lease contracts of its outlet premises, the Company has elected not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

Measurement of the right-of use asset:

At the commencement date, the right-of-use asset is measured at cost and comprises:

- the amount of the initial measurement of the lease liability, to which is added, if applicable, any lease payments made at or before the commencement date, less any lease incentives received;

- where relevant, any initial direct costs incurred by the lessee for the conclusion of the contract. These are incremental costs which would not have been incurred if the contract had not been concluded;

- estimated costs for restoration and dismantling of the leased asset according to the terms of the contract, through a return obligation liability or provision determined as a discounted amount of the restoration and dismantling costs.

Following the initial recognition, the right-of-use asset is depreciated from the commencement date on a straight-line basis over the lease term. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Measurement of the lease liability

At the commencement date, the lease liability is recognized for an amount equal to the present value of the lease payments over the lease term.

Amounts involved in the measurement of the lease liability are:

- fixed payments (including in-substance fixed payments; meaning that even if they are variable in form, they are in-substance unavoidable);
- variable lease payments that depend on an index or a rate, initially measured using the index or the rate in force at the lease commencement date;
- amounts expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently measured based on a process similar to the amortized cost method using the discount rate:

- the liability is increased by the accrued interests resulting from the discounting of the lease liability, at the beginning of the lease period;
- less payments made. The interest cost for the period as well as variable payments, not taken into account in the initial measurement of the lease liability and incurred over the relevant period are recognized as costs.

In addition, the lease liability may be remeasured in the following situations:

- change in the lease term,
- modification related to the assessment of the reasonably certain nature (or not) of the exercise of an option,
- remeasurement linked to the residual value guarantees,
- adjustment to the rates and indices according to which the rents are calculated when rent adjustments occur.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Taxes on income

Current tax

The tax currently payable is based on taxable profit for the year. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither

the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Our current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Foreign Currency Transaction and Translation

The functional currency of the Company is Indian Rupee (₹).

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

Acquisition of subsidiaries

In December 2016, we incorporated Barbeque-Nation Restaurant LLC, Dubai (BNR LLC), in which we hold 49% stake through our wholly owned subsidiary Barbeque-Nation (MENA) Holding Limited. BNR LLC started its operations with effect from November 2, 2016 and is considered our subsidiary pursuant to our control of the composition of its board of directors.

In Fiscal 2018, we incorporated Barbeque-Nation (Malaysia) SDN BHD, in which we hold 100% stake through our wholly owned subsidiary Barbeque-Nation (MENA) Holding Limited. Barbeque-Nation (Malaysia) SDN BHD was incorporated on October 3, 2017 and is considered our Subsidiary pursuant to our shareholding.

In Fiscal 2019, we incorporated Barbeque-Nation International LLC in which we hold a 49% stake through our wholly owned subsidiary Barbeque-Nation (MENA) Holding Limited. Barbeque-Nation International LLC was incorporated

on February 13, 2018 and is considered our Subsidiary pursuant to our control of the composition of its board of directors.

On October 31, 2019, our Company entered into a Securities Purchase Agreement ("**SPA**") with Samar Retail Private Limited to purchase securities of Red Apple Kitchen Consultancy Private Limited ("**Red Apple**") representing 61.35% stake on a fully diluted basis and additional acquisition rights in Red Apple, for a total consideration of ₹674.87 million. Red Apple is engaged in the business of operating restaurants in India under the brand names "Toscano" and "Café Toscano". Pursuant to the approval of the Company's board of directors, shareholders and audit committee, the acquisition was completed on payment of consideration as mentioned above. Red Apple became a subsidiary of the Company on December 31, 2019, the date on which, the Company acquired the ability to appoint a majority on its board of directors.

Discontinued operations:

PGPL, acquired during the fiscal 2017, was operating Johnny Rockets Restaurants pursuant to the terms of International Master Development Agreement (IMDA) with Johnny Rockets Licensing LLC. During the year ended 31 March 2019, the IMDA was terminated. The Board of Directors of the Company, in their meeting held on 19 November 2018 approved the disposal of its investments in PGPL. The disposal was completed on December 4, 2018 on which date control passed to the acquirer.

Impact of the above disposal on the results of the Company are as follows:

(in ₹ million)

Particulars	For the year ended	
	31-Mar-18	31-Mar-19
Revenue from operations	112.07	40.42
Other income	1.52	-
Total revenue	**113.59**	**40.42**
Cost of food and beverages consumed	37.47	11.85
Employee benefits expenses	39.27	12.55
Occupancy cost and other operating expenses	70.29	17.20
Total	**147.03**	**41.60**
Loss before exceptional items, finance costs, depreciation and amortisation	**(33.44)**	**(1.18)**
Finance costs	22.52	9.57
Depreciation and amortisation expense	50.61	126.27
Loss before exceptional items and tax	**(106.57)**	**(137.02)**
Exceptional Items	19.22	-
Loss before tax	**(125.79)**	**(137.02)**
Loss on disposal	-	(89.68)
Loss from discontinued operations before tax	**(125.79)**	**(226.70)**

For further details please see "*Restated Consolidated Financial Information – Note 33 (Business combination)*" on page 334.

Changes in Accounting Policies in the last three Financial Years

Effective April 1, 2019, the Company adopted Ind AS 116 - "Leases", which sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires Lessees to account for leases in a manner similar to accounting for finance leases under erstwhile Ind AS 17. The Company adopted Ind AS 116 using the full retrospective method. Accordingly, the comparative figures for each of the years presented in the restated consolidated financial information has been adjusted in accordance with the policy. The cumulative adjustment on application of this Standard has been adjusted to retained earnings as at April 1, 2016.

The table below sets out amount recognised in Consolidated Statement of Profit and Loss:

(in ₹ million)

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Depreciation on Right-of-use assets				
-from continuing operations	389.01	587.12	473.85	380.58
-from discontinued operation	-	-	9.74	27.13
Finance cost: Interest on lease liabilities				
-from continuing operations	340.85	481.33	394.32	350.73
-from discontinued operation	-	-	4.6	17.2
Exceptional items: Profit/(loss) on early termination of lease contracts				
-from continuing operations	-	-	-	-
-from discontinued operation	-	-	-	19.22
Short term and variable lease payments (Refer Note below)	111.85	162.03	146.87	44.79

Note: The Company applies the short-term lease recognition exemption to its short-term leases of certain premises taken on lease (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and lease arrangements having variable lease payments based on turnover of respective outlets at premises taken on lease.

The table below sets out amount recognised in Standalone Statement of Profit and Loss:

Particulars	For the eight month period ended	For the year ended		
	30-Nov-20	31-Mar-20	31-Mar-19	31-Mar-18
Depreciation: on Right-of-use assets	327.56	514.93	411.65	340.81
Finance cost: Interest on lease liabilities	306.07	433.96	347.53	318.40
Short term and variable lease payments (Refer Note below)	102.51	152.57	145.66	50.05

The Company applies the short-term lease recognition exemption to its short-term leases of certain premises taken on lease (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and lease arrangements having variable lease payments based on turnover of respective outlets at premises taken on lease.

Principal Components of Our Consolidated Income Statement

Revenue

Our consolidated revenue comprises revenue generated from operations and other income.

Revenue from operations

Our consolidated revenue from continuing operations comprises revenue generated from sale of food and beverages and other operating revenue.

The following table sets forth a breakdown of our consolidated revenue from continuing operations for the periods indicated:

Particulars	Fiscal 2018		Fiscal 2019		Fiscal 2020		Eight months ended November 30, 2020	
	(in ₹ million)	(%)	(in ₹ million)	(%)	(in ₹ million)	(%)	(in ₹ million)	(%)
Sales of food and beverage	5,815.67	99.19	7,358.90	99.58	8,453.34	99.81	2,007.48	99.87
Other operating revenue (net)								
Revenue from displays and sponsorships	24.27	0.41	6.56	0.09	2.43	0.03	0.09	0.00
Share of profits and income from royalty	16.36	0.28	16.09	0.22	5.31	0.06	0.48	0.02
Sale of scrap	2.49	0.04	3.07	0.04	2.23	0.03	0.84	0.04
Receipts from outdoor catering	3.29	0.06	-	-	1.96	0.02	-	0.00
Others	1.29	0.02	5.54	0.07	4.43	0.05	1.14	0.06
Sub-total - Other operating revenue	**47.70**	**0.81**	**31.26**	**0.42**	**16.36**	**0.19**	**2.55**	**0.13**
Total revenue from operations	**5,863.37**	**100.00**	**7,390.16**	**100.00**	**8,469.70**	**100.0**	**2,010.0**	**100.00**

Sales of food and beverages comprise income from food and beverage sold in our restaurants.

Revenue from displays and sponsorships comprise income from group activities with unrelated third parties at our owned and operated restaurants.

Share of profits and income from royalty comprise profits and royalty from our franchisee restaurant.

Receipts from outdoor catering comprise of revenues received from catering done by us for an outdoor event.

Other income

Our other income primarily consists of (i) interest income from deposits with bank, (ii) interest income from other financial assets at amortised cost, (iii) income from government grant, (iv) provision no longer required, (v) net gain on fair value/ sale of investments in mutual funds, (vi) foreign exchange gain (net) and vii) rent concession due to COVID-19.

Expenses

Our other operating expenses comprise of (i) cost of food and beverages consumed, (ii) employee benefits expenses, and (iii) occupancy cost and other expenses.

Cost of food and beverages consumed

Our cost of food and beverages consumed comprises of opening stock and additional purchases less closing stock.

Employee benefits expenses

Our employee benefits expenses comprises: (i) salaries and wages, (ii) contribution to provident funds, (iii) gratuity expenses, (iv) expense on employee stock option scheme and (v) staff welfare expenses.

Other operating expenses

Other operating expenses primarily comprises expenses related to: (i) consumption of stores and operating supplies, (ii) power and fuel, (iii) rent including lease rentals for leases of less than 1 year, (iv) repairs and maintenance

(building, machinery and others), (v) housekeeping services, (vi) water charges, (vii) rates and taxes, (viii) communication, (ix) travelling and conveyance, (x) printing and stationary, (xi) security service charges, (xii) business promotion, (xiii) legal and professional and (xiv) miscellaneous expenses.

EBITDA

EBITDA represents our earnings before exceptional items, finance costs, tax, depreciation and amortisation.

Finance costs

Our finance costs primarily comprises: (i) interest expense on borrowings, (ii) provisions for asset retirement obligations (iii) interest on lease liabilities (iv) receivable discounting charges, (v) other bank charges (vi) other costs (vii) gross obligation

Depreciation and amortisation expenses

Tangible, intangible and right-of-use assets are depreciated and amortised over periods corresponding to their estimated useful lives and, particularly in respect of right-of-use assets, their lease terms.

Exceptional items

Exceptional items represent net loss relating to restaurant closed or relocated during the year, write back of gross obligation to acquire non-controlling interests in Red Apple, expenses towards accelerated vesting of employee stock options surrendered, offer document filing fees written off and impairment of goodwill.

Tax expense

Our tax expense comprises current tax expense, deferred tax and deferred tax impact due to change in tax rate.

Results of Operations

The following table sets forth our consolidated income statement for the periods indicated and as a percentage of revenue from operations for such periods:

Particulars	Fiscal 2018		Fiscal 2019		Fiscal 2020		Eight-month period ended November 30, 2020	
	(in ₹ million)	(%)	(in ₹ million)	(%)	(in ₹ million)	(%)	(in ₹ million)	(%)
REVENUE								
Continuing operations								
Revenue from operations	5,863.37	99.30	7,390.16	99.53	8,469.70	99.55%	2,010.03	84.95%
Other income	41.11	0.70	35.25	0.47	38.24	0.45%	356.05	15.05%
Total Revenue	**5,904.48**	**100.00**	**7,425.41**	**100.00**	**8,507.94**	**100.00%**	**2,366.08**	**100.00%**
EXPENSES								
Cost of food and beverages consumed	1,978.41	33.51	2,476.25	33.35	2,921.99	34.34%	764.30	32.30%
Employee benefits expenses	1,256.88	21.29	1,679.80	22.62	1,975.08	23.21%	712.66	30.12%
Other operating expenses	1,265.51	21.43	1,775.49	23.91	1,930.48	22.69%	763.21	32.26%
Total Expenses	**4,500.80**	**76.23**	**5,931.54**	**79.88**	**6,827.55**	**80.25%**	**2,240.17**	**94.68%**

Particulars	Fiscal 2018		Fiscal 2019		Fiscal 2020		Eight-month period ended November 30, 2020	
	(in ₹ million)	(%)	(in ₹ million)	(%)	(in ₹ million)	(%)	(in ₹ million)	(%)
Earnings before exceptional items, finance costs, depreciation and amortisation [EBITDA]	**1,403.68**	**23.77**	**1,493.87**	**20.12**	**1,680.39**	**19.75%**	**125.91**	**5.32%**
Finance costs	535.66	9.07	564.01	7.60	755.92	8.88%	591.35	24.99%
Depreciation and amortisation expense	702.70	11.90	895.36	12.06	1,339.63	15.75%	820.20	34.66%
Profit before tax and exceptional items	**165.32**	**2.80**	**34.50**	**0.46**	**(415.16)**	**-4.88%**	**(1,285.64)**	**-54.34%**
Exceptional items	(26.31)	(0.45)	102.72	1.38	(163.80)	-1.93%	(20.67)	-0.87%
Profit / (loss) before tax	**191.63**	**3.25**	**(68.22)**	**(0.92)**	**(251.36)**	**-2.95%**	**(1,264.97)**	**-53.46%**
Tax expense / (benefit):								
Current tax	154.46	2.62	184.36	2.48	49.35	0.58%	-	0.00%
Deferred tax	(30.62)	(0.52)	(40.56)	(0.55)	(56.63)	-0.67%	(258.49)	-10.92%
Deferred tax impact on account of change in effective tax rate	-	-	-	-	85.20	1.00%	-	0.00%
Net tax expense / (benefit)	**123.84**	**2.10**	**143.80**	**1.94**	**77.92**	**0.92%**	**(258.49)**	**-10.92%**
Profit/(loss) after tax from continuing operations, as restated	**67.79**	**1.15**	**(212.02)**	**(2.86)**	**(329.28)**	**-3.87%**	**(1,006.48)**	**-42.54%**
Discontinued operations								
Loss from discontinued operations	(125.79)	(2.13)	(226.70)	(3.05)	-	0.00%	-	0.00%
Tax benefit / (expense) of discontinued operations	-	-	54.86	0.74	-	0.00%	-	0.00%
Profit/(loss) after tax from discontinued operations, as restated	**(125.79)**	**(2.13)**	**(171.84)**	**(2.31)**	**-**	**0.00%**	**-**	**0.00%**
Profit/(loss) for the year / period, as restated	**(58.00)**	**(0.98)**	**(383.86)**	**(5.17)**	**(329.28)**	**-3.87%**	**(1,006.48)**	**-42.54%**

Eight months ended November 30, 2020

Revenue from continuing operations

Our revenue from operations was ₹2,010.03 million in the eight months ended November 30, 2020, comprising sales of food and beverages of ₹2,007.48 million and other operating revenue (net of expense directly attributable to such income) of ₹2.55 million.

Other income

Our other income was ₹356.05 million in the eight months ended November 30, 2020, primarily comprising an interest income from other financial assets at amortised cost of ₹19.14 million, write back of excessive provision for asset retirement obligation no longer required of ₹3.98 million, interest income on fixed deposits with bank of ₹3.45 million, foreign exchange gain (net) ₹2.05 million and rent concession due to COVID-19 ₹327.43 million. The Group has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24th July 2020 on IND- AS 116 for all rent concessions which are granted due to COVID-19 pandemic. Accordingly, these rent concessions confirmed for the period ended November 30, 2020 of ₹327.43 million have been accounted as other Income.

Expenses

Our total expenses were ₹2,240.17 million in the eight months ended November 30, 2020, comprising cost of food and beverages consumed, employee benefits expenses and other operating expenses.

Cost of food and beverages consumed

Our cost of food and beverages consumed was ₹764.30 million in the eight months ended November 30, 2020, primarily comprising stock purchases of ₹768.75 million.

Employee benefits expenses

Our employee benefits expenses were ₹712.66 million in the eight months ended November 30, 2020, primarily comprising salaries and wages of ₹529.51 million, staff welfare expenses of ₹126.63 million and contributions to provident funds of ₹33.45 million.

Other operating expenses

Our other operating expenses were ₹763.21 million in the eight months ended November 30, 2020, primarily comprising power and fuel cost of ₹217.77 million, consumption of stores and operating supplies of ₹96.97 million, rent including lease rentals of ₹111.85 million, housekeeping services of ₹19.74 million and business promotion cost of ₹31.86 million.

EBITDA

As a result of the foregoing, our EBITDA was ₹125.91 million in the eight months ended November 30, 2020.

Finance costs

Our finance costs were ₹591.35 million in the eight months ended November 30, 2020, primarily comprising interest on lease liabilities of ₹340.85 million, interest expense on borrowings of ₹161.27 million and receivable discounting charges of ₹10.36 million.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses were ₹820.20 million in the eight months ended November 30, 2020, comprising depreciation and amortisation expenses of fixed assets (property, plant and equipment) and right-of-use asset.

Exceptional items

We recorded exceptional items gain of ₹20.67 million in the eight months ended November 30, 2020. This was due to gain on restaurant outlets closed/relocated of ₹51.87 million, expenses towards accelerated vesting of employee stock options surrendered of ₹25.88 million and offer document filing fees written off ₹5.32 million.

Tax expense

Our net tax benefit was ₹258.49 million in the eight months ended November 30, 2020, comprising of deferred tax gain.

Net profit/ loss after tax from continuing operations

Due to the factors discussed above, our consolidated loss from continuing operations was ₹1,006.48 million in the eight months ended November 30, 2020.

Loss from discontinued operations

Nil

Net profit/ loss for the period

Due to the factors discussed above, our consolidated loss from continuing operations was ₹1,006.48 million in the eight months ended November 30, 2020.

Fiscal 2020 compared to Fiscal 2019

Revenue from continuing operations

Our revenue from operations increased by 14.61% to ₹8,469.70 million in Fiscal 2020 from ₹7,390.16 million in Fiscal 2019. This increase was primarily due to increase in sale of food and beverages by 14.87% to ₹8,453.34 million from ₹7,358.90 million. The increase in our sales of food and beverages were driven by addition of 21 new Barbeque Nation Restaurants and 2 new International Barbeque Nation Restaurants in Fiscal 2020, full year revenues in respect of our restaurants opened in Fiscal 2019 as well as to some extent due to same store sales growth driven by an increase in price and footfall during the year.

Other income

Our other income increased by 8.48% to ₹38.24 million in Fiscal 2020 from ₹35.25 million in Fiscal 2019. This increase was primarily due to increase in interest income from other financial assets at amortised cost.

Expenses

Our expenses increased by 15.11% to ₹6,827.55 million in Fiscal 2020 from ₹5,931.54 million in Fiscal 2019. This increase was primarily due to increases in (i) cost of food and beverages consumed, (ii) employee benefits expenses, and (iii) other operating expenses.

Cost of food and beverages consumed

Our cost of food and beverages consumed increased by 18.00% to ₹2,921.99 million in Fiscal 2020 from ₹2,476.25 million in Fiscal 2019. This increase was primarily due to (i) an increase in our sales of food and beverages by 14.87% to ₹8,453.34 million in Fiscal 2020 from ₹7,358.90 million in Fiscal 2019 and (ii) price inflation on cost of food and

beverages during the year. The increase in the cost of food and beverages consumed was driven by the addition of 21 new Barbeque Nation Restaurants and 2 new International Barbeque Nation Restaurants in Fiscal 2020, costs associated with full year revenues in respect of our restaurants opened in Fiscal 2019 as well as to some extent due to same store sales growth driven by an increase in price and footfall during the year.

Employee benefits expenses

Our employee benefits expenses increased by 17.58% to ₹1,975.08 million in Fiscal 2020 from ₹1,679.80 million in Fiscal 2019. This increase was primarily due to an increase in the number of employees for new Barbeque Nation Restaurants and an increase in salary and wages by 19.00% to ₹1,415.11 million in Fiscal 2020 from ₹1,189.19 million in Fiscal 2019.

Other operating expenses

Our other operating expenses increased by 8.73% to ₹1,930.48 million in Fiscal 2020 from ₹1,775.49 million in Fiscal 2019. This increase was primarily due to increases in number of Barbeque Nation Restaurants, increases in consumption of stores & operating supplies by 31.04% to ₹181.49 million in Fiscal 2020 from ₹138.50 million in Fiscal 2019, increases in power and fuel expenses by 12.72% to ₹659.38 million in Fiscal 2020 from ₹584.99 million in Fiscal 2019, rent including lease rentals by 10.32% to ₹162.03 million in Fiscal 2020 from ₹146.87 million in Fiscal 2019 and other miscellaneous expenses by 41.97% to ₹123.36 million in Fiscal 2020 from ₹86.89 million in Fiscal 2019.

EBITDA

As a result of the foregoing, our EBITDA increased by 12.49% to ₹1,680.39 million in Fiscal 2020 from ₹1,493.87 million in Fiscal 2019.

Finance costs

Our finance costs increased by 34.03% to ₹755.92 million in Fiscal 2020 from ₹564.01 million in Fiscal 2019. This increase was primarily due to increase in interest on lease liabilities by 22.07% to ₹481.33 million in Fiscal 2020 from ₹394.32 million in Fiscal 2019.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 49.62% to ₹1,339.63 million in Fiscal 2020 from ₹895.36 million in Fiscal 2019. This increase was primarily due to an increase in our fixed assets and right-of-use asset as a result of opening of new Barbeque Nation Restaurants and globally in Fiscal 2020.

Exceptional items

We recorded exceptional item gain of ₹163.80 million in Fiscal 2020. This gain was because of write back of gross obligation to acquire non-controlling interests in Red Apple of ₹236.17 million, impairment of goodwill of ₹50.00 million and net losses incurred on restaurant outlets closed/relocated of ₹22.37 million.

We recorded exceptional item loss of ₹102.72 million in Fiscal 2019. This loss was because of net (gain)/ losses incurred on restaurant outlets closed/relocated.

Tax expense

Our net tax expense from continuing operations decreased by 45.81% to ₹77.92 million in Fiscal 2020 from ₹143.80 million in Fiscal 2019. This decrease was primarily due to decrease in our current tax, partially offset by an increase in our deferred tax benefits and increase in deferred tax impact on account of change in effective tax rate.

Net profit/ loss after tax from continuing operations

Due to the factors discussed above, our net loss after tax from continuing operations increased by 55.31% to a loss of ₹329.28 million in Fiscal 2020 from a loss of ₹212.02 million in Fiscal 2019.

Loss from discontinued operations

Our net loss from discontinued operations was nil in Fiscal 2020 from a loss of ₹171.84 million in Fiscal 2019.

Net profit/ loss for the year

Due to the factors discussed above, our net loss for the year decreased to ₹329.28 million in Fiscal 2020 from a loss of ₹383.86 million in Fiscal 2019.

Acquisition of Red Apple in December 2019

Red Apple was acquired in December 2019 and made our subsidiary which has resulted in changes to all the line items mentioned above from January 2020.

Fiscal 2019 compared to Fiscal 2018

Revenue from continuing operations

Our revenue from operations increased by 26.04% to ₹7,390.16 million in Fiscal 2019 from ₹5,863.37 million in Fiscal 2018. This increase was primarily due to increase in sale of food and beverages by 26.54% to ₹7,358.90 million from ₹5,815.67 million. The increase in our sales of food and beverages were driven by addition of 24 new Barbeque Nation Restaurants and the net addition of 3 International Barbeque Nation Restaurants in Fiscal 2019, full year revenues in respect of our restaurants opened in Fiscal 2018 as well as to some extent due to same store sales growth driven by an increase in price and footfall during the year.

Other income

Our other income decreased by 14.25% to ₹35.25 million in Fiscal 2019 from ₹41.11 million in Fiscal 2018. This decrease was primarily due to withdrawal of the "Phantom Option Scheme 2015" and the consequent write back of the carrying amount of such liability in Fiscal 2018.

Expenses

Our expenses increased by 31.79% to ₹5,931.54 million in Fiscal 2019 from ₹4,500.80 million in Fiscal 2018. This increase was primarily due to increases in (i) cost of food and beverages consumed, (ii) employee benefits expenses, and (iii) other operating expenses. Our total expenses in Fiscal 2019 were also adversely affected by the annualised impact of GST on our restaurants and the unavailability of a GST input credit compared with Fiscal 2018, which was a transitional year for the application of GST.

Cost of food and beverages consumed

Our cost of food and beverages consumed increased by 25.16% to ₹2,476.25 million in Fiscal 2019 from ₹1,978.41 million in Fiscal 2018. This increase was primarily due to (i) an increase in our sales of food and beverages by 26.54% to ₹7,358.90 million in Fiscal 2019 from ₹5,815.67 million in Fiscal 2018 and (ii) price inflation on cost of food and beverages during the year. The increase in the cost of food and beverages consumed was driven by the addition of 24 new Barbeque Nation Restaurants and 3 new International Barbeque Nation Restaurants in Fiscal 2019, costs associated with full year revenues in respect of our restaurants opened in Fiscal 2018 as well as to some extent due to same store sales growth driven by an increase in price and footfall during the year.

Employee benefits expenses

Our employee benefits expenses increased by 33.65% to ₹1,679.80 million in Fiscal 2019 from ₹1,256.88 million in Fiscal 2018. This increase was primarily due to an increase in the number of employees for new Barbeque Nation

Restaurants and an increase in salary and wages by 27.95% to ₹1,189.19 million in Fiscal 2019 from ₹929.39 million in Fiscal 2018.

Other operating expenses

Our other operating expenses increased by 40.30% to ₹1,775.49 million in Fiscal 2019 from ₹1,265.51 million in Fiscal 2018. This increase was primarily due to increases in number of Barbeque Nation Restaurants, increases in consumption of stores & operating supplies by 69.27% to ₹138.50 million in Fiscal 2019 from ₹81.82 million in Fiscal 2018, increases in power and fuel expenses by 31.44% to ₹584.99 million in Fiscal 2019 from ₹445.07 million in Fiscal 2018, rent including lease rentals by 227.91% to ₹146.87 million in Fiscal 2019 from ₹44.79 million in Fiscal 2018, Housekeeping services by 20.24% to ₹180.42 million in Fiscal 2019 from ₹150.05 million in Fiscal 2018, Business promotion by 75.53% to ₹174.37 million in Fiscal 2019 from ₹99.34 million in Fiscal 2018 and other miscellaneous expenses by 69.61% to ₹86.89 million in Fiscal 2019 from ₹51.23 million in Fiscal 2018.

EBITDA

As a result of the foregoing, our EBITDA increased by 6.43% to ₹1,493.87 million in Fiscal 2019 from ₹1,403.68 million in Fiscal 2018.

Finance costs

Our finance costs increased by 5.29% to ₹564.01 million in Fiscal 2019 from ₹535.66 million in Fiscal 2018. This increase was primarily due to increase in interest on lease liabilities by 12.43% to ₹394.32 million in Fiscal 2019 from ₹350.73 million in Fiscal 2018.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 27.42% to ₹895.36 million in Fiscal 2019 from ₹702.70 million in Fiscal 2018. This increase was primarily due to an increase in our fixed assets and right-of-use asset as a result of opening of new Barbeque Nation Restaurants and globally in Fiscal 2019.

Exceptional items

We recorded exceptional item loss of ₹102.72 million in Fiscal 2019. This loss was because of forfeiture of lease deposits and additional payments to lessors of ₹103.43 million, primarily in our international business and net losses incurred on disposal of certain property, plant and equipment in our India business of ₹3.07 million and partially adjusted by gains on early termination of lease contracts of ₹3.78 million.

We recorded exceptional item gain of ₹26.31 million in Fiscal 2018. This was because of gains on early termination of lease contracts of ₹40.08 million, partially offset by forfeiture of lease deposits of ₹9.96 million and net losses incurred on disposal of certain property, plant and equipment of ₹3.81 million.

Tax expense

Our net tax expense from continuing operations increased by 16.12% to ₹143.80 million in Fiscal 2019 from ₹123.84 million in Fiscal 2018. This increase was primarily due to increase in our current tax, partially offset by an increase in our deferred tax benefits.

Net profit/ loss after tax from continuing operations

Due to the factors discussed above, our net profit after tax from continuing operations decreased by 412.76% to a loss of ₹212.02 million in Fiscal 2019 from a profit of ₹67.79 million in Fiscal 2018.

Loss from discontinued operations

Our net loss from discontinued operations of PGPL increased by 36.61% to ₹171.84 million in Fiscal 2019 from a loss of ₹125.79 million in Fiscal 2018.

This was primarily due to loss from discontinued operations of ₹226.70 million including loss on disposal of ₹89.68 million, partially offset by tax benefit from discontinued operations of ₹54.86 million.

Net profit/ loss for the year

Due to the factors discussed above, our net loss for the year increased to ₹383.86 million in Fiscal 2019 from a loss of ₹58.00 million in Fiscal 2018.

Liquidity and Capital Resources

Our primary sources of liquidity have historically been cash generated from operations and borrowings from banks and other financial institution. Other than the proceeds of the Fresh Issue, and the funds raised from the Pre-IPO Placement, we expect that cash generated from operations and borrowings will continue to be our primary sources of liquidity. We believe that after taking into account the expected cash to be generated from our business and operations, we have sufficient funds for both our present and anticipated future requirements for capital expenditures and other cash requirements for 12 months following the date of this Red Herring Prospectus.

Consolidated Cash flows

The following table sets out a condensed summary of our cash flows for the periods indicated.

(in ₹ million)

Particulars	Fiscal 2018	Fiscal 2019	Fiscal 2020	Eight months ended November 30, 2020
Net cash generated from operating activities	1,275.48	1,222.54	1,810.53	320.99
Net cash used in investing activities	(992.82)	(1,291.02)	(1,529.01)	20.62
Net cash generated from/(used in) financing activities	72.97	(247.44)	(265.36)	(411.85)
Net increase/(decrease) in cash and cash equivalents	**355.63**	**(315.92)**	**16.16**	**(70.24)**
Cash and cash equivalents at the beginning of the year	80.60	436.23	119.81	146.96
Add: cash and cash equivalents pertaining on acquisition of subsidiary	-	-	10.99	-
Less: Cash and bank balances pursuant to disposal of subsidiary during the year	-	(0.50)		-
Cash and cash equivalents at the end of the year	**436.23**	**119.81**	**146.96**	**76.72**
Cash and cash equivalents as per Balance Sheet, as restated	**436.22**	**119.81**	**146.96**	**76.72**
Add: current investments considered as part of cash and cash equivalents in the Cash Flow Statements	0.01	-	-	-
Cash and cash equivalents at the end of the year	**436.23**	**119.81**	**146.96**	**76.72**

Operating activities

Eight months ended November 30, 2020

Our net cash generated from operating activities was ₹320.99 million in the eight months ended November 30, 2020. Our operating profit before working capital changes was ₹(245.36) million in the eight months ended November 30, 2020, which was primarily adjusted by net income tax refund of ₹15.48 million, an increase in operating financial and non-financial assets of ₹1.95 million, an increase in inventories of ₹9.38 million, an increase in trade receivables of

₹19.48 million, offset by an increase in trade payables of ₹478.95 million, an decrease in current provisions of ₹7.17 million, an increase in non-current provisions of ₹7.46 million and an increase in other liabilities of ₹102.44 million.

Fiscal 2020

Our net cash generated from operating activities was ₹1,810.53 million in Fiscal 2020. Our operating profit before working capital changes was ₹1,598.19 million in Fiscal 2020, which was primarily adjusted by net income tax of ₹78.44 million, an increase in operating financial and non-financial assets of ₹74.13 million, an decrease in inventories of ₹43.48 million, and an decrease in trade receivables of ₹16.62 million, partially offset by an increase in trade payables of ₹343.27 million, an decrease in non-current provision of ₹28.75 million, an decrease in other liabilities of ₹44.32 million and an increase in current provisions of ₹34.61 million.

Fiscal 2019

Our net cash generated from operating activities was ₹1,222.54 million in Fiscal 2019. Our operating profit before working capital changes was ₹1,422.13 million in Fiscal 2019, which was primarily adjusted by net income tax of ₹142.94 million, an increase in operating financial and non-financial assets of ₹176.90 million, an increase in inventories of ₹2.93 million, and an increase in trade receivables of ₹5.20 million, partially offset by an increase in trade payables of ₹98.10 million, an increase in non-current provision of ₹15.95 million, an increase in other liabilities of ₹13.04 million and an increase in current provisions of ₹1.29 million.

Fiscal 2018

Our net cash generated from operating activities was ₹1,275.48 million in Fiscal 2018. Our operating profit before working capital changes was ₹1,299.20 million in Fiscal 2018, which was primarily adjusted by net income tax of ₹144.64 million, an increase in operating financial and non-financial assets of ₹77.82 million, an increase in inventories of ₹29.08 million and an increase in trade receivables of ₹19.00 million, partially offset by an increase in trade payables of ₹243.09 million, an increase in current provisions of ₹5.54 million, a decrease in non-current provisions of ₹1.59 million and a decrease in other liabilities of ₹0.22 million.

Investing activities

Eight months ended November 30, 2020

Net cash generated from investing activities was ₹20.62 million in eight months ended November 30, 2020. This was primarily due to capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances of ₹35.57 million, deposits held as margin money released of ₹33.52 million, interest received of ₹22.59 million and proceeds from sale of property, plant and equipment of ₹0.08 million.

Fiscal 2020

Net cash used in investing activities was ₹1,529.01 million in Fiscal 2020. This was primarily due to capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances of ₹840.59 million, acquisition of subsidiary for ₹674.87 million, deposits placed for margin money of ₹36.44 million, partially offset by proceeds from interest received of ₹22.21 million and proceeds from sale of property, plant and equipment of ₹0.68 million.

Fiscal 2019

Net cash used in investing activities was ₹1,291.02 million in Fiscal 2019. This was primarily due to capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances of ₹1,299.82 million, deposits placed for margin money of ₹9.86 million, partially offset by proceeds from interest received of ₹17.12 million, sale of fixed assets of ₹1.03 million, proceeds from sale of investment in subsidiary of ₹0.50 million and sale of investment in mutual fund of ₹0.01 million.

Fiscal 2018

Net cash used in investing activities was ₹992.82 million in Fiscal 2018. This was primarily due to capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances of ₹1,010.73 million, partially offset by deposits held as margin money released ₹13.69 million, proceeds from sale of fixed assets of ₹1.22 million, sale of investment in mutual funds of ₹2.83 million, and interest received of ₹0.17 million.

Financing activities

Eight months ended November 30, 2020

Net cash used in financing activities was ₹411.85 million in eight months ended November 30, 2020. This was primarily due to payments of interest portion of lease liabilities ₹300.61 million, repayment of long term borrowings ₹55.60 million, net decrease in working capital borrowings of ₹56.35 million, interest paid of ₹129.53 million, share issue expenses / expenses towards offer for sale of shares ₹1.90 million partially offset by proceeds from long-term borrowings of ₹112.14 million and loan from director of ₹20.00 million.

Fiscal 2020

Net cash used in financing activities was ₹265.36 million in Fiscal 2020. This was primarily due to payments of interest portion of lease liabilities ₹481.29 million, payments of principal portion of lease liabilities ₹393.43 million, repayment of long term borrowings ₹325.50 million, interest paid of ₹172.77 million, dividend paid (including dividend tax) of ₹33.73 million, share issue expenses / expenses towards offer for sale of shares ₹61.10 million, partially offset by long-term borrowings of ₹943.88 million, net increase in working capital borrowings of ₹257.56 million and proceeds from issue of equity shares of ₹1.02 million.

Fiscal 2019

Net cash used in financing activities was ₹247.44 million in Fiscal 2019. This was primarily due to payments of interest portion of lease liabilities ₹398.93 million, payments of principal portion of lease liabilities ₹311.25 million, repayment of long term borrowings ₹497.08 million, interest paid of ₹103.13 million, dividend paid (including dividend tax) of ₹33.73 million, share issue expenses / expenses towards offer for sale of shares ₹22.70 million, net decrease in working capital borrowings of ₹28.02 million partially offset by proceeds from issue of equity shares of ₹320.31 million and long-term borrowings of ₹827.09 million.

Fiscal 2018

Net cash from financing activities was ₹72.97 million in Fiscal 2018. This was primarily due to proceeds from issue of equity shares of ₹478.41 million, long-term borrowings of ₹791.70 million and net increase in working capital borrowings of ₹150.67 million, partially offset by payments of interest portion of lease liabilities ₹367.93 million, payments of principal portion of lease liabilities ₹228.57 million, repayment of long term borrowings ₹536.93 million, interest paid of ₹114.47 million, dividend paid (including dividend tax) of ₹32.52 million, share issue expenses / expenses towards offer for sale of shares ₹67.39 million

Principal Components of Our Standalone Income Statement

Revenue

Our standalone revenue comprises revenue generated from operations and other income.

Revenue from operations

Our standalone revenue from operations comprises revenue generated from sale of food and beverages and other operating revenue.

The following table sets forth a breakdown of our standalone revenue from operations for the periods indicated:

Particulars	Fiscal 2018		Fiscal 2019		Fiscal 2020		Eight months ended November 30, 2020	
	(in ₹ million)	(%)	(in ₹ million)	(%)	(in ₹ million)	(%)	(in ₹ million)	(%)
Sales of food and beverages	5,652.92	98.97	6,995.03	99.44	7,840.17	99.61	1,764.36	99.58
Other operating revenue (net)								
Revenue from displays and sponsorships	24.27	0.42	6.56	0.09	2.43	0.03	0.09	0.00
Share of profits and income from royalty	24.52	0.43	23.42	0.33	15.25	0.19	3.42	0.19
Sale of scrap	2.49	0.04	3.07	0.04	2.23	0.03	0.51	0.03
Receipts from outdoor catering	3.29	0.06	-	-	1.96	0.02	-	0.00
Guarantee commission	2.88	0.05	3.98	0.06	4.04	0.05	2.61	0.15
Others	1.29	0.02	2.49	0.04	4.43	0.06	0.89	0.05
Sub-total - Other operating revenue	**58.74**	**1.03**	**39.52**	**0.56**	**30.35**	**0.39**	**7.53**	**0.42**
Total revenue from operations	**5,711.66**	**100.00**	**7,034.55**	**100.00**	**7,870.52**	**100.00**	**1,771.89**	**100.00**

Sales of food and beverages comprise income from food and beverage sold at our restaurants.

Revenue from displays and sponsorships comprise income from group activities with unrelated third parties at our owned and operated restaurants.

Share of profits and income from royalty comprise profits and royalty from our franchisee restaurant.

Receipts from outdoor catering comprise of revenues received from catering done by us for an outdoor event.

Other income

Our other income primarily consists of (i) interest income on fixed deposits and loan, (ii) interest income from other financial assets at amortised cost, (iii) rental income from sublease, (iv) income from government grant, (v) provision no longer required, (vi) net gain on fair value/ sale of investments in mutual fund, (vii) net foreign exchange gain and (viii) rent concession due to COVID-19 pandemic.

Expenses

Our expenses comprise of (i) cost of food and beverages consumed, (ii) employee benefits expenses, and (iii) occupancy cost and other expenses.

Cost of food and beverages consumed

Our cost of food and beverages consumed comprises of opening stock and additional purchases less closing stock.

Employee benefits expenses

Our employee benefits expenses comprises: (i) salaries and wages, (ii) contribution to provident funds, (iii) gratuity expenses, (iv) expense on employee stock option scheme and (v) staff welfare expenses.

Other operating expenses

Our occupancy cost and other operating expenses primarily comprises expenses related to: (i) consumption of stores and operating supplies, (ii) power and fuel, (iii) rent including lease rentals for leases of less than 1 year, (iv) repairs and maintenance (building, machinery and others), (v) housekeeping services, (vi) water charges, (vii) rates and taxes, (viii) communication, (ix) travelling and conveyance, (x) printing and stationary, (xi) security service charges, (xii) business promotion, (xiii) legal and professional and (xiv) miscellaneous expenses.

EBITDA

EBITDA represents our earnings before exceptional items, finance costs, tax, depreciation and amortisation.

Finance costs

Our finance costs primarily comprises: (i) interest expense on borrowings, (ii) provisions for asset retirement obligations (iii) interest on lease liabilities (iv) receivable discounting charges, (v) other bank charges (vi) others.

Depreciation and amortisation expenses

Tangible, intangible and right-of-use assets are depreciated and amortised over periods corresponding to their estimated useful lives.

Exceptional items

Exceptional items represent net profit/ loss relating to restaurant closed or relocated during the year, net loss on disposal of investments in PGPL, provision for impairment of loans given to Barbeque-Nation Mena Holdings Limited, provision for impairment of investments in Barbeque Nation Mena Holdings Limited & Red Apple Kitchen Consultancy Private Limited, recognition of credit loss in respect of financial guarantee given towards loan taken by subsidiary, offer document filing fees written off and expenses towards accelerated vesting of employee stock options surrendered.

Tax expense

Our tax expense comprises current tax expense, deferred tax and deferred tax impact due to change in tax rate.

Results of Operations

The following table sets forth our standalone income statement for the periods indicated and as a percentage of revenue from operations for such periods:

Particulars	**Fiscal 2018**		**Fiscal 2019**		**Fiscal 2020**		**Eight month period ended November 30, 2020**	
	(in ₹ million)	**(%)**	**(in ₹ million)**	**(%)**	**(in ₹ million)**	**(%)**	**(in ₹ million)**	**(%)**
REVENUE								
Revenue from operations	5,711.66	99.11	7,034.55	99.41	7,870.52	99.58	1,771.89	84.86
Other income	51.38	0.89	41.74	0.59	33.06	0.42	316.02	15.14
Total Revenue	**5,763.04**	**100.00**	**7,076.29**	**100.00**	**7,903.58**	**100.00**	**2,087.91**	**100.00**
EXPENSES								
Cost of food and beverages consumed	1,925.82	33.42	2,366.30	33.44	2,752.97	34.83	698.43	33.45
Employee benefits expenses	1,182.34	20.52	1,451.52	20.51	1,778.63	22.50	615.47	29.48

Particulars	Fiscal 2018		Fiscal 2019		Fiscal 2020		Eight month period ended November 30, 2020	
Other operating expenses	1,210.95	21.01	1,605.18	22.68	1,776.51	22.48	674.85	32.32
Total Expenses	**4,319.11**	**74.94**	**5,423.00**	**76.64**	**6,308.11**	**79.81**	**1,988.75**	**95.25**
Earnings before exceptional items, finance costs, depreciation and amortisation, as restated [EBITDA]	**1,443.93**	**25.06**	**1,653.29**	**23.36**	**1,595.47**	**20.19**	**99.16**	**4.75**
Finance costs	491.85	8.53	472.91	6.68	631.61	7.99	483.10	23.14
Depreciation and amortisation expense	653.51	11.34	773.84	10.94	1,045.73	13.23	686.81	32.89
Profit before tax and exceptional items, as restated	**298.57**	**5.18**	**406.54**	**5.75**	**(81.87)**	**(1.04)**	**(1,070.75)**	**(51.28)**
Exceptional items	(26.31)	(0.46)	687.75	9.72	766.86	9.70	(20.67)	(0.99)
Profit / (loss) before tax, as restated	**324.88**	**5.64**	**(281.21)**	**(3.97)**	**(848.73)**	**(10.74)**	**(1,050.08)**	**(50.29)**
Tax expense / (benefit):								
Current tax	154.46	2.68	129.50	1.83	49.35	0.62	-	0.00
Deferred tax	(30.62)	(0.53)	(40.56)	(0.57)	(56.63)	(0.72)	(252.37)	(12.09)
Deferred tax impact on account of change in effective tax rate	-	-	-	-	85.20	1.08	-	0.00
Net tax expense / (benefit)	**123.84**	**2.15**	**88.94**	**1.26**	**77.92**	**0.99**	**(252.37)**	**(12.09)**
Net Profit / (loss) for the year / period ended, as restated	**201.04**	**3.49**	**(370.15)**	**(5.23)**	**(926.65)**	**(11.72)**	**(797.71)**	**(38.21)**

Eight months ended November 30, 2020

Revenue from operations

Our revenue from operations was ₹1,771.89 million in the eight months ended November 30, 2020, comprising sales of food and beverages of ₹1,764.36 million and other operating revenue (net of expense directly attributable to such income) of ₹7.53 million.

Other income

Our other income was ₹316.02 million in the eight months ended November 30, 2020, primarily comprising rent concession due to COVID-19 pandemic ₹291.75 million, an interest income from other financial assets at amortised cost of ₹16.54 million, and interest income on fixed deposits a loan of ₹3.44 million, write back of excessive provision for asset retirement obligation no longer required of ₹3.98 million and foreign exchange gain of ₹0.31 million.

Expenses

Our total expenses were ₹1,988.75 million in the eight months ended November 30, 2020, comprising cost of food and beverages consumed, employee benefits expenses and other operating expenses.

Cost of food and beverages consumed

Our cost of food and beverages consumed was ₹698.43 million in the eight months ended November 30, 2020, primarily comprising stock purchases of ₹707.25 million.

Employee benefits expenses

Our employee benefits expenses were ₹615.47 million in the eight months ended November 30, 2020, primarily comprising salaries and wages of ₹460.04 million, staff welfare expenses of ₹102.67 million and contributions to provident funds of ₹31.09 million.

Other operating expenses

Our other operating expenses were ₹674.85 million in the eight months ended November 30, 2020, primarily comprising power and fuel cost of ₹195.74 million, consumption of stores and operating supplies of ₹90.65 million, rent including lease rentals of ₹102.51 million, housekeeping services of ₹18.86 million and business promotion cost of ₹29.02 million.

EBITDA

As a result of the foregoing, our EBITDA was ₹99.16 million in the eight months ended November 30, 2020.

Finance costs

Our finance costs were ₹483.10 million in the eight months ended November 30, 2020, primarily comprising interest on lease liabilities of ₹306.07 million, interest expense on borrowings of ₹139.93 million and receivable discounting charges of ₹5.82 million.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses were ₹686.81 million in the eight months ended November 30, 2020, comprising depreciation and amortisation expenses of fixed assets and right-of-use asset.

Exceptional items

We recorded exceptional items gain of ₹20.67 million in the eight months ended November 30, 2020. This was due to relocation / closure of certain restaurants, pursuant to which we incurred gain on early termination of lease contracts of ₹51.87 million, expenses towards accelerated vesting of employee stock options surrendered ₹25.88 million and offer document filing fees written off ₹5.32 million.

Tax expense

Our net tax gain was ₹252.37 million in the eight months ended November 30, 2020, comprising of deferred tax gain.

Net profit/ loss for the period

Due to the factors discussed above, our standalone loss was ₹797.71 million in the eight months ended November 30, 2020.

Fiscal 2020 compared to Fiscal 2019

Revenue from operations

Our revenue from operations increased by 11.88% to ₹7,870.52 million in Fiscal 2020 from ₹7,034.55 million in Fiscal 2019. This increase was primarily due to increase in sale of food and beverages by 12.08% to ₹7,840.17 million from ₹6,995.03 million. The increase in our sales of food and beverages were driven by addition of 21 new Barbeque Nation Restaurants in Fiscal 2020, full year revenues in respect of our restaurants opened in Fiscal 2019 as well as to some extent due to same store sales growth driven by an increase in price and footfall during the year.

Other income

Our other income decreased by 20.80% to ₹33.06 million in Fiscal 2020 from ₹41.74 million in Fiscal 2019. This decrease was primarily due to lower interest income on fixed deposit and loan and lower interest income from other financial assets at amortised cost.

Expenses

Our expenses increased by 16.32% to ₹6,308.11 million in Fiscal 2020 from ₹5,423.00 million in Fiscal 2019. This increase was primarily due to increases in (i) cost of food and beverages consumed, (ii) employee benefits expenses, and (iii) other operating expenses.

Cost of food and beverages consumed

Our cost of food and beverages consumed increased by 16.34% to ₹2,752.97 million in Fiscal 2020 from ₹2,366.30 million in Fiscal 2019. This increase was primarily due to (i) an increase in our sales of food and beverages and (ii) price inflation on cost of food and beverages during the year. The increase in the cost of food and beverages consumed was driven by the addition of 21 new Barbeque Nation Restaurants in Fiscal 2020, costs associated with full year revenues in respect of our restaurants opened in Fiscal 2019 as well as to some extent due to same store sales growth driven by an increase in price and footfall during the year.

Employee benefits expenses

Our employee benefits expenses increased by 22.54% to ₹1,778.63 million in Fiscal 2020 from ₹1,451.52 million in Fiscal 2019. This increase was primarily due to an increase in the number of employees and an increase in salary and wages by 23.52% to ₹1,275.76 million in Fiscal 2020 from ₹1,032.85 million in Fiscal 2019.

Other operating expenses

Our other operating expenses increased by 10.67% to ₹1,776.51 million in Fiscal 2020 from ₹1,605.18 million in Fiscal 2019. This increase was primarily due to increases in number of Barbeque Nation Restaurants, increases in consumption of stores & operating supplies by 37.11% to ₹172.89 million in Fiscal 2020 from ₹126.10 million in Fiscal 2019, increases in power and fuel expenses by 13.19% to ₹617.56 million in Fiscal 2020 from ₹545.59 million in Fiscal 2019, rent including lease rentals by 4.74% to ₹152.57 million in Fiscal 2020 from ₹145.66 million in Fiscal 2019 and other miscellaneous expenses by 109.25% to ₹115.99 million in Fiscal 2020 from ₹55.43 million in Fiscal 2019.

EBITDA

As a result of foregoing, our EBITDA decreased by 3.50% to ₹1,595.47 million in Fiscal 2020 from ₹1,653.29 million in Fiscal 2019.

Finance costs

Our finance costs increased by 33.56% to ₹631.61 million in Fiscal 2020 from ₹472.91 million in Fiscal 2019. This increase was primarily due to increase in interest expense on borrowings by 110.50% to ₹133.27 million from ₹63.31 million, interest on lease liabilities by 24.87% to ₹433.96 million in Fiscal 2020 from ₹347.53 million in Fiscal 2019 which was partially offset by decrease in receivable discounting charges by 3.47% to ₹46.46 million from ₹48.13 million.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 35.14% to ₹1,045.73 million in Fiscal 2020 from ₹773.84 million in Fiscal 2019. This increase was primarily due to an increase in our fixed assets and right-of-use asset as a result of opening new Barbeque Nation Restaurants and net addition of new restaurants globally in Fiscal 2020.

Exceptional items

We recorded exceptional item loss of ₹766.86 million in Fiscal 2020. This loss was primarily because of provision for impairment of investments in Barbeque Nation Mena Holdings Limited of ₹313.09 million and in Red Apple Kitchen Consultancy Private Limited of ₹271.00 million, provision for impairment for loan given to Barbeque-Nation (MENA) Holding Limited of ₹117.90 million and recognition of credit loss in respect of financial guarantee given towards loan taken by subsidiary of ₹71.20 million

We recorded exceptional item loss of ₹687.75 million in Fiscal 2019. This loss was primarily because of net loss on disposal of investments in PGPL of ₹413.60 million and provision for impairment for loan given to Barbeque-Nation (MENA) Holding Limited of ₹274.86 million

Tax expense

Our net tax expense decreased by 12.39% to ₹77.92 million in Fiscal 2020 from ₹88.94 million in Fiscal 2019. This decrease was primarily due to decrease in our current tax and an increase in our deferred tax benefits.

Net profit/ loss for the year after tax

Due to the factors discussed above, our net profit after tax decreased by 150.34% to a loss of ₹926.65 million in Fiscal 2019 from a loss of ₹370.15 million in Fiscal 2019.

Fiscal 2019 compared to Fiscal 2018

Revenue from operations

Our revenue from operations increased by 23.16% to ₹7,034.55 million in Fiscal 2019 from ₹5,711.66 million in Fiscal 2018. This increase was primarily due to increase in sale of food and beverages by 23.74% to ₹6,995.03 million from ₹5,652.92 million. The increase in our sales of food and beverages were driven by addition of 24 new Barbeque Nation Restaurants in Fiscal 2019, full year revenues in respect of our restaurants opened in Fiscal 2018 as well as to some extent due to same store sales growth driven by an increase in price and footfall during the year.

Other income

Our other income decreased by 18.76% to ₹41.74 million in Fiscal 2019 from ₹51.38 million in Fiscal 2018. This decrease was primarily due to withdrawal of the "Phantom Option Scheme 2015" and the consequent write back of the carrying amount of such liability in Fiscal 2018.

Expenses

Our expenses increased by 25.56% to ₹5,423.00 million in Fiscal 2019 from ₹4,319.11 million in Fiscal 2018. This increase was primarily due to increases in (i) cost of food and beverages consumed, (ii) employee benefits expenses, and (iii) other operating expenses. Our total expenses in Fiscal 2019 were also adversely affected by the annualised impact of GST on our restaurants and the unavailability of a GST credit compared with Fiscal 2018, which was a transitional year for the application of GST.

Cost of food and beverages consumed

Our cost of food and beverages consumed increased by 22.87% to ₹2,366.30 million in Fiscal 2019 from ₹1,925.82 million in Fiscal 2018. This increase was primarily due to (i) an increase in our sales of food and beverages and (ii)

price inflation on cost of food and beverages during the year. The increase in the cost of food and beverages consumed was driven by the addition of 24 new Barbeque Nation Restaurants in Fiscal 2019, costs associated with full year revenues in respect of our restaurants opened in Fiscal 2018 as well as to some extent due to same store sales growth driven by an increase in price and footfall during the year.

Employee benefits expenses

Our employee benefits expenses increased by 22.77% to ₹1,451.52 million in Fiscal 2019 from ₹1,182.34 million in Fiscal 2018. This increase was primarily due to an increase in the number of employees and an increase in salary and wages by 21.29% to ₹1,032.85 million in Fiscal 2019 from ₹851.54 million in Fiscal 2018.

Other operating expenses

Our other operating expenses increased by 32.56% to ₹1,605.18 million in Fiscal 2019 from ₹1,210.95 million in Fiscal 2018. This increase was primarily due to increases in consumption of stores and operating supplies, power and fuel, rent including lease rentals, repairs and maintenance (building, machinery and others), housekeeping services, water charges, rates and taxes, communication, printing and stationary, security service charges, business promotion, and other miscellaneous expenses.

EBITDA

As a result of foregoing, our EBITDA increased by 14.50% to ₹1,653.29 million in Fiscal 2019 from ₹1,443.93 million in Fiscal 2018.

Finance costs

Our finance costs decreased by 3.85% to ₹472.91 million in Fiscal 2019 from ₹491.85 million in Fiscal 2018. This decrease was primarily due to decrease in interest expense on borrowings by 37.25% to ₹63.31 million from ₹100.89 million and receivable discounting charges by 18.90% to ₹48.13 million from ₹59.35 million which was partially offset by increase in interest on lease liabilities by 9.15% to ₹347.53 million in Fiscal 2019 from ₹318.40 million in Fiscal 2018.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 18.41% to ₹773.84 million in Fiscal 2019 from ₹653.51 million in Fiscal 2018. This increase was primarily due to an increase in our fixed assets and right-of-use asset as a result of opening new Barbeque Nation Restaurants and net addition of new restaurants globally in Fiscal 2019.

Exceptional items

We recorded exceptional item loss of ₹687.75 million in Fiscal 2019. This loss was primarily because of net loss on disposal of investments in PGPL of ₹413.60 million and provision for impairment for loan given to Barbeque-Nation (MENA) Holding Limited of ₹274.86 million

We recorded exceptional item gain of ₹26.31 million in Fiscal 2018. This was because of gain on early termination of lease contracts of ₹40.08 million, partially offset by write-down of lease deposits and additional payments to lessors of ₹9.96 million and net losses incurred on disposal of certain property, plant and equipment of ₹3.81 million.

Tax expense

Our net tax expense decreased by 28.18% to ₹88.94 million in Fiscal 2019 from ₹123.84 million in Fiscal 2018. This decrease was primarily due to decrease in our current tax and an increase in our deferred tax benefits.

Net profit/ loss for the year after tax

Due to the factors discussed above, our net profit after tax decreased by 284.12% to a loss of ₹370.15 million in Fiscal 2019 from a profit of ₹201.04 million in Fiscal 2018.

Standalone Cash flows

The following table sets out a condensed summary of our cash flows for the periods indicated.

(in ₹ million)

Particulars	Fiscal 2018	Fiscal 2019	Fiscal 2020	Eight months ended November 30, 2020
Net cash generated from operating activities	1,323.62	1,444.56	1,769.31	308.88
Net cash used in investing activities	(822.5)	(1396.59)	(1,654.49)	(39.16)
Net cash generated from/(used in) financing activities	(217.52)	(336.13)	(57.26)	(333.07)
Net increase/(decrease) in cash and cash equivalents	**283.60**	**(288.16)**	**57.56**	**(63.35)**
Cash and cash equivalents at the beginning of the year	**72.24**	**355.84**	**67.68**	**125.24**
Cash and cash equivalents at the end of the year	355.84	67.68	125.24	61.89
Cash and cash equivalents as per Balance Sheet, as restated	355.83	67.68	125.24	61.89
Add: current investments considered as part of cash and cash equivalents in the Cash Flow Statements	0.01	0	0	0
Cash and cash equivalents at the end of the year	**355.84**	**67.68**	**125.24**	**61.89**

Operating activities

Eight months ended November 30, 2020

Our net cash generated from operating activities was ₹308.88 million in the eight months ended November 30, 2020. Our operating profit before working capital changes was ₹(226.58) million in the eight months ended November 30, 2020, which was primarily adjusted by net income tax refund of ₹15.48 million, a decrease in operating financial and non-financial assets of ₹15.31 million, an increase in inventories of ₹14.19 million, an increase in trade receivables of ₹29.33 million, offset by an increase in trade payables of ₹449.50 million, an decrease in current provisions of ₹8.42 million, a increase in non-current provisions of ₹5.33 million and an increase in other liabilities of ₹101.78 million.

Fiscal 2020

Our net cash generated from operating activities was ₹1,769.31 million in Fiscal 2020. Our operating profit before working capital changes was ₹1,519.71 million in Fiscal 2020, which was primarily adjusted by net income tax of

₹78.44 million, an increase in operating financial and non-financial assets of ₹88.19 million, a decrease in inventories of ₹52.81 million, and a decrease in trade receivables of ₹31.07 million, partially offset by an increase in trade payables of ₹311.12 million, a decrease in non-current provisions of ₹26.91 million, an increase in other liabilities of ₹29.05 million and an increase in current provisions of ₹19.09 million.

Fiscal 2019

Our net cash generated from operating activities was ₹1,444.56 million in Fiscal 2019. Our operating profit before working capital changes was ₹1,575.37 million in Fiscal 2019, which was primarily adjusted by net income tax of ₹142.94 million, an increase in operating financial and non-financial assets of ₹49.76 million, an increase in inventories of ₹7.62 million, and an increase in trade receivables of ₹3.06 million, partially offset by an increase in trade payables of ₹43.11 million, an increase in non-current provisions of ₹10.43 million, an increase in other liabilities of ₹17.69 million and an increase in current provisions of ₹1.34 million.

Fiscal 2018

Our net cash generated from operating activities was ₹1,323.62 million in Fiscal 2018. Our operating profit before working capital changes was ₹1,364.53 million in Fiscal 2018, which was primarily adjusted by net income tax of ₹144.67 million, an increase in operating financial and non-financial assets of ₹68.33 million, an increase in inventories of ₹24.94 million and an increase in trade receivables of ₹27.23 million, partially offset by an increase in trade payables of ₹231.36 million, an increase in current provisions of ₹0.86 million, an increase in non-current provisions of ₹0.84 million and a decrease in other liabilities of ₹8.80 million.

Investing activities

Eight months ended November 30, 2020

Net cash used in investing activities was ₹39.16 million in eight months ended November 30, 2020. This was primarily due to capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances of ₹56.97 million, loan given to subsidiary of ₹36.18 million, partially adjusted by deposits held as margin money released of ₹33.93 million and interest received of ₹19.98 million and proceeds from sale of fixed assets of ₹0.08 million.

Fiscal 2020

Net cash used in investing activities was ₹1,654.49 million in Fiscal 2020. This was primarily due to capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances of ₹795.40 million, investment in subsidiary of ₹711.38 million, loan given to subsidiary of ₹111.95 million, deposits placed for margin money of ₹36.44 million, partially offset by sale of fixed assets of ₹0.68 million.

Fiscal 2019

Net cash used in investing activities was ₹1,396.59 million in Fiscal 2019. This was primarily due to capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances of ₹952.27 million, investment in subsidiary of ₹260.43 million, loan given to subsidiary of ₹199.26 million, deposits placed for margin money of ₹9.86 million, partially offset by proceeds from interest received of ₹23.69 million, sale of fixed assets of ₹1.03 million, proceeds from sale of investment in subsidiary of ₹0.50 million and sale of investment in mutual fund of ₹0.01 million.

Fiscal 2018

Net cash used in investing activities was ₹822.50 million in Fiscal 2018. This was primarily due to capital expenditure on property, plant and equipment, including Right-of-use assets, CWIP and capital advances of ₹643.59 million, investment in subsidiary of ₹50.35 million, loan given to subsidiary of ₹218.22 million, partially offset by receipt towards repayment of loan from subsidiary of ₹69.35 million, deposits held as margin money released of ₹13.69

million, proceeds from sale of fixed assets of ₹1.22 million, sale of investment in mutual funds of ₹2.83 million, and interest received of ₹2.57 million.

Financing activities

Eight months ended November 30, 2020

Net cash used in financing activities was ₹333.07 million in eight months ended November 30, 2020. This was primarily due to payments of interest portion of lease liabilities ₹245.85 million, repayment of long term borrowings ₹46.80 million, interest paid of ₹116.88 million, net decrease in working capital borrowings of ₹47.78 million share issue expenses / expenses towards offer for sale of shares ₹1.90 million partially offset by proceeds from long-term borrowings of ₹126.14 million.

Fiscal 2020

Net cash used in financing activities was ₹57.26 million in Fiscal 2019. This was primarily due to payments of interest portion of lease liabilities ₹433.96 million, payments of principal portion of lease liabilities ₹332.69 million, repayment of long term borrowings ₹216.03 million, interest paid of ₹128.62 million, dividend paid (including dividend tax) of ₹33.73 million, share issue expenses / expenses towards offer for sale of shares ₹61.10 million, partially offset by proceeds from issue of equity shares of ₹1.02 million, proceeds from long-term borrowings of ₹899.03 million and net increase in working capital borrowings of ₹248.82 million,

Fiscal 2019

Net cash used in financing activities was ₹336.13 million in Fiscal 2019. This was primarily due to payments of interest portion of lease liabilities ₹347.53 million, payments of principal portion of lease liabilities ₹275.77 million, repayment of long term borrowings ₹497.08 million, interest paid of ₹65.91 million, dividend paid (including dividend tax) of ₹33.73 million, share issue expenses / expenses towards offer for sale of shares ₹22.70 million, net decrease in working capital borrowings of ₹28.02 million, partially offset by proceeds from issue of equity shares of ₹320.31 million and proceeds from long-term borrowings of ₹614.30 million.

Fiscal 2018

Net cash used in financing activities was ₹217.52 million in Fiscal 2018. This was primarily due to payments of interest portion of lease liabilities ₹318.40 million, payments of principal portion of lease liabilities ₹207.87 million, repayment of long term borrowings ₹534.52 million, interest paid of ₹96.09 million, dividend paid (including dividend tax) of ₹32.52 million, share issue expenses / expenses towards offer for sale of shares ₹67.39 million, partially offset by proceeds from issue of equity shares of ₹478.41 million and net increase in working capital borrowings of ₹170.86 million.

Reconciliation of EBITDA with Adjusted EBITDA

The table below sets out our consolidated Adjusted EBITDA, which has been adjusted to remove the effects of our adoption of Ind AS 116, for the periods indicated.

(in ₹ million)

Particulars	Fiscal 2018	Fiscal 2019	Fiscal 2020	Eight months ended November 30, 2020
Consolidated EBITDA from continuing operations	**1,403.68**	**1,493.87**	**1,680.39**	**125.91**
Less Adjustments of Ind AS 116				
Rent including lease rentals	(564.89)	(697.80)	(874.72)	(300.61)
Rent Waivers COVID-19	-	-	-	(327.43)
Deferred prepaid rent on security deposits	(14.85)	(18.76)	(23.19)	(19.56)

Particulars	Fiscal 2018	Fiscal 2019	Fiscal 2020	Eight months ended November 30, 2020
Consolidated Adjusted EBITDA	**823.94**	**777.31**	**782.48**	**(521.69)**

The table below sets out our standalone Adjusted EBITDA, which has been adjusted to remove the effects of our adoption of Ind AS 116, for the periods indicated.

(in ₹ million)

Particulars	Fiscal 2018	Fiscal 2019	Fiscal 2020	Eight months ended November 30, 2020
Standalone EBITDA	**1,443.93**	**1,653.29**	**1595.47**	**99.16**
Less Adjustments of Ind AS 116				
Rent including lease rentals	(526.27)	(623.30)	(766.65)	(245.85)
Rent Waivers COVID-19	-	-	-	(291.75)
Deferred prepaid rent on security deposits	(13.21)	(18.76)	(19.76)	(16.88)
Standalone Adjusted EBITDA	**904.45**	**1,011.23**	**809.06**	**(455.32)**

Indebtedness

As of November 30, 2020, we had total outstanding consolidated indebtedness of ₹2,469.82 million and standalone indebtedness of ₹1,949.23 million, which consisted of long-term and short-term borrowings. The following table sets out our indebtedness at consolidated and standalone level as of November 30, 2020:

(in ₹ million)

Particulars	Consolidated	Standalone
Long-term borrowings (excludes current maturities)	1,355.08	1,016.59
Short-term borrowings	378.31	378.14
Current maturities of long-term borrowings (included in other current liabilities)	736.43	554.50
Total borrowings	**2,469.82**	**1,949.23**

As of November 30, 2020, our consolidated long-term borrowings of ₹2,091.51 million (including current portion of our long-term borrowings of ₹736.43 million) and standalone long-term borrowings of ₹1,571.09 million (including current portion of our long-term borrowings of ₹554.50 million) represented secured term loans from banks. Our short-term borrowings represented secured loans from banks.

Our financing agreements that we have entered into with our bank lenders contain certain restrictive covenants that limit our ability to undertake certain types of transactions. Under some of our financing arrangements, upon the occurrence of an event of default, the lender shall have the right to, *inter alia*, cancel the outstanding facilities available for drawdown, convert the outstanding loan into equity in the Company, appoint nominee directors irrespective of default, declare the loan to be immediately due and payable with accrued interest and enforce rights over the security created. See "*Risk Factors – Some of our loan agreements contain restrictive covenants which may adversely affect our business, results of operations and financial conditions*" on page 65 of this Red Herring Prospectus.

Contractual Obligations and Commitments

The following table sets forth information regarding our consolidated contractual maturities of significant financial liabilities as of November 30, 2020.

Particulars	Payment due by period (in ₹ million)		
	Total	Less than one year	More than one year
Borrowings	2,469.82	1,114.74	1,355.08
Trade payables	1,604.08	1,604.08	-
Other financial liabilities	168.90	168.90	-

The following table sets forth information regarding our standalone contractual maturities of significant financial liabilities as of November 30, 2020.

Particulars	Payment due by period (in ₹ million)		
	Total	Less than one year	More than one year
Borrowings	1,949.23	932.64	1,016.59
Trade payables	1,431.86	1,431.86	-
Other financial liabilities	215.21	215.21	-

Related Party Transactions

Related party transactions primarily relate to purchase of fixed assets and consumables, royalty and service charge income, sponsorship income, rent and maintenance, issue of equity shares at face value against outstanding warrants and payment of security deposit. For further details of such related parties, see Note 43 to our Restated Consolidated Financial Information included elsewhere in this Red Herring Prospectus

Off-balance Sheet Arrangements and Contingent Liabilities

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

The following table sets our consolidated contingent liabilities as of November 30, 2020.

(in ₹ million)

Particulars	30-Nov-20
Claims against the Company not acknowledged as debt on account of:	
Indirect tax matters*	169.22
Direct tax matters	420.36

**For further details, please see "Risk factors – Our Company has been issued a notice from the National Anti-Profiteering Authority under the Central Goods and Services Tax Act, 2017. Any adverse decision in these matters may have a direct adverse impact on the business, operations, future prospects and financial position of our Company and an indirect impact on the reputation, profitability and business of our Company." on page 42 of this Red Herring Prospectus.*

The following table sets our standalone contingent liabilities as of November 30, 2020.

(*in ₹ million*)

Particulars	30-Nov-20
Claims against the Company not acknowledged as debt on account of:	
Indirect tax matters* (Sales tax and VAT)	169.22
Direct tax matters	420.36
Stand-by Letter of Credit and guarantee given to bank on borrowings by subsidiary (to the extent of loans outstanding)	516.99

**For further details, please see "Risk factors - Our Company has been issued a notice from the National Anti-Profiteering Authority under the Central Goods and Services Tax Act, 2017. Any adverse decision in these matters may have a direct adverse impact on the business, operations,*

future prospects and financial position of our Company and an indirect impact on the reputation, profitability and business of our Company." on page 42 of this Red Herring Prospectus.

Capital Expenditures

Our net capital expenditures include expenditures on tangible and intangible assets. Tangible assets primarily include leasehold improvements, furniture and fixtures, plant and machinery, service and computer equipment and vehicle. Intangible assets include liquor licenses, software and licenses, brand name and goodwill.

The following table sets out our consolidated net capital expenditures for the years indicated:

(in ₹ million)

Particulars	Fiscal 2018	Fiscal 2019	Fiscal 2020	Eight months ended November 30, 2020
Tangible assets				
Plant and equipment	185.12	118.56	198.60	26.23
Service equipment	134.96	218.20	215.41	12.92
Computer equipment	29.78	63.67	50.85	3.81
Furniture and fixtures	166.05	237.94	225.83	23.43
Vehicles	3.30	0.64	8.16	1.33
Leasehold improvements	305.49	507.79	441.19	58.48
Sub-total	**824.70**	**1,146.80**	**1,140.04**	**126.20**
Intangible assets (others)				
Liquor licenses	-	(24.22)	2.85	0.00
Software and licenses	7.94	17.35	19.75	(0.03)
Brand name	-	-		0.45
Goodwill	-	(40.31)	533.31	-
Sub-total	**7.94**	**(47.18)**	**555.91**	**0.42**
Capital work-in progress	**34.76**	**(26.32)**	**(49.94)**	**(58.14)**
Total capital expenditure	**867.40**	**1,073.30**	**1646.01**	**68.48**

The following table sets out our standalone net capital expenditures for the years indicated:

(in ₹ million)

Particulars	Fiscal 2018	Fiscal 2019	Fiscal 2020	Eight months ended November 30, 2020
Tangible assets				
Plant and equipment	152.66	177.27	161.91	26.89
Service equipment	123.49	145.06	132.27	13.67
Computer equipment	23.76	62.75	46.24	3.61
Furniture and fixtures	143.92	229.55	175.51	22.66
Vehicles	1.53	0.44	4.28	1.40
Leasehold improvements	249.16	294.27	234.31	53.23
Sub-total	**694.52**	**909.34**	**754.52**	**121.46**
Intangible assets (others)				
Liquor licenses	-	-	0.60	
Software and licenses	8.04	17.31	19.62	
Brand name	-	-		0.45
Goodwill	-	-		

Particulars	Fiscal 2018	Fiscal 2019	Fiscal 2020	Eight months ended November 30, 2020
Sub-total	**8.04**	**17.31**	**20.22**	**0.45**
Capital work-in progress	**(29.87)**	**(29.54)**	**7.20**	**(47.37)**
Total capital expenditure	**672.69**	**897.11**	**781.94**	**74.54**

We expect to meet our funds, net capital expenditures and investment requirements for the next 12 months primarily from revenues from operating activities, borrowings as well as the proceeds from the Fresh Issue that will be utilised for general corporate purposes.

Our actual net capital expenditures may differ from the amount set out above due to various factors, including our future cash flows, results of operations and financial condition, changes in the local economy in India, defects or cost overrun, delays in obtaining or receipt of governmental approval, changes in the legislative and regulatory environment and other factors that are beyond our control.

Qualitative Disclosure about Market Risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk, equity price risk, foreign exchange risk, credit risk and inflation risk. We believe that our principal market risks are equity price risk, interest rate risk and credit risk.

Reservations, Qualifications and Adverse Remarks

Our Statutory Auditors have placed emphasis on certain matters in relation to our Company in the Restated Consolidated Financial Information and Special Purpose Restated Standalone Financial Information. For further details, please see "*Financial Statements*" on page 278.

Known Trends and Uncertainties

Except as described elsewhere in this Red Herring Prospectus, there are no known trends or uncertainties which are expected to have a material adverse impact on our revenues or income from continuing operations.

Unusual or Infrequent Events or Transactions

As of the date of this Red Herring Prospectus, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are likely to Affect Revenue from Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in the section titled "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 37, 161 and 196 of this Red Herring Prospectus, respectively.

Material Increase in Revenue from Operations or Other Income

Our business has been affected and we expect that it will continue to be affected by the trends identified above in "*Significant Factors Affecting Our Results of Operations*" and the uncertainties described in the section titled "*Risk Factors*" on page 37 of this Red Herring Prospectus. To our knowledge, except as disclosed in this Red Herring Prospectus, there are no known factors which we expect to have a material adverse impact on revenue from operations or other income.

Future Relationships between Costs and Income

Other than as described in this section and the sections of this Red Herring Prospectus entitled "*Risk Factors*" and "*Our Business*" and on pages 37 and 196 of this Red Herring Prospectus, respectively, there are no known factors which will have a material adverse impact on our business operations or financial condition.

New Products or Business Segments

Except as set out in this Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For details, please see the discussions of our competition in "*Risk Factors*" on page 37 of this Red Herring Prospectus.

Suppliers or Customers Concentration

We are not dependent on any particular supplier or customer.

Significant Developments after November 30, 2020

Our Company has completed a Pre-IPO placement of ₹1,499.69 million. Under a share subscription agreement dated December 9, 2020 entered into by the Company with Xponentia, it has been allotted 1,587,302 Equity Shares for an aggregate consideration of ₹400 million. In addition, under a share subscription agreement dated December 31, 2020 entered into by the Company with Jubilant, it has been allotted 3,650,794 Equity Shares for an aggregate consideration of approximately ₹920 million. As a part of the Pre-IPO placement, certain individuals and employees also subscribed for an aggregate of 713,036 Equity Shares for an aggregate consideration of ₹179.69 million. As a consequence, the Pre-IPO Placement aggregated to ₹1,499.69 million.

Except as set out above and in this Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Red Herring Prospectus which have materially or adversely affected or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months. For further details, please see "*History and Certain Corporate Matters*" on page 224 and "*Capital Structure*" on page 103 of this Red Herring Prospectus.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:

(a) outstanding (i) criminal proceedings, (ii) actions by statutory or regulatory authorities, (iii) claims related to direct and indirect taxes, or (iv) material litigations determined to be material as per the policy adopted by our Board, in each of the above cases involving our Company, our Promoters, our Directors or our Subsidiaries; and

(b) disciplinary actions including penalty imposed by SEBI or any stock exchanges against our Promoters in the last five financial years, including any outstanding action.

For the purpose of material litigation in (a)(iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed by our Company in this Red Herring Prospectus:

(a) Criminal, tax proceedings and actions by statutory authorities/regulatory authorities: All criminal, tax proceedings, actions by statutory/ regulatory authorities involving our Company, our Promoters, our Directors or our Subsidiaries shall be deemed to be material;

(b) Disciplinary actions, including penalties imposed by SEBI or stock exchanges against our Promoters in the last five financial years, including outstanding actions, shall be deemed to be material;

(c) Pre-litigation notices: Notices received by our Company, our Promoters, our Directors, our Subsidiaries or our Group Entities, from third parties (excluding matters identified in paragraphs (a) and (b) above) shall not be evaluated for materiality until such time that our Company, our Promoters, our Directors or our Subsidiaries or our Group Entities are impleaded as defendants in litigation proceedings before any judicial forum; and

*(d) De minimis monetary threshold for civil litigation: Civil litigation involving our Company, our Promoters, our Directors or our Subsidiaries before any judicial forum and having a monetary impact exceeding the lower of ₹5 million or 5% of the net worth of the Company on a consolidated basis as on March 31, 2020, (i.e., ₹2.96 million based on the Restated Consolidated Financial Information disclosed in this Red Herring Prospectus), shall be considered material (the "**Materiality Threshold**"). Further, litigation proceedings where: (i) the decision in one case is likely to affect the decision in similar matters, even though the amount involved in an individual litigation may not exceed the Materiality Threshold; and (ii) which do not exceed the Materiality Threshold (individually or taken together with similar matters in terms of (i) above) or where the monetary impact involved is not quantifiable, but where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of our Company or any of our Subsidiaries, shall be considered material.*

(e) Pending litigations involving our Group Entities which have a material impact on the Company.

Further, except as stated in this section, there are no outstanding dues to material creditors, other creditors and micro, small and medium enterprises.

Litigation involving our Company

Civil Litigation against our Company

Amit Rai Sood, a landlord had filed a suit against our Company for eviction, recovery of possession, arrears in rent and mesne profits before the District Judge (Commercial Court), South-East District, Saket District Court, New Delhi. The Saket District Court passed an order dated September 1, 2020 directing our Company to deposit a sum of ₹3.15 million before the Court within fifteen days from the date of the order. Aggrieved by the order, our Company filed an appeal before the High Court of Delhi. The High Court of Delhi vide order dated November 24, 2020, referred the

dispute between the parties before the Delhi High Court Mediation and Conciliation Centre. Our Company has since vacated the premises, and on January 22, 2021, the parties entered into a settlement agreement by which the Company agreed to pay Amit Rai Sood a total amount of ₹3.92 million (by adjusting the security deposit and paying an additional sum of ₹0.95 million) which provides for full and final settlement of Amit Rai Sood's claims.

Criminal Litigation against our Company

1. Rahul Yadav filed a criminal complaint against the Company on July 14, 2020 with the SHO, Medical College Police Station, Meerut alleging that he was served non-vegetarian food instead of vegetarian food at the Barbeque Nation Restaurant in Meerut. Rahul Yadav has also filed a complaint before the District Consumer Disputes Redressal Forum, Meerut on July 20, 2020 seeking compensation of ₹1.60 million and ₹0.10 million as legal fees. It also states that Rahul Yadav filed a complaint before the Sub-Divisional Magistrate, Meerut on December 27, 2019 and has sent a legal notice to the Company alleging deficiency in service and negligence and demanding compensation of ₹2.40 million and ₹21,000 as legal fees. Further, the compliant states that the Company in response to the legal notice has stated that the complainant had accepted a sum of ₹50,000 as the full and final settlement, which fact has been disputed by the complainant. Additionally, our Company has filed its written statement in this matter before the District Consumer Disputes Redressal Forum, Meerut in January 2021. The matter is currently pending.

2. Madanlal has filed a police complaint against the Company with the SHO, Janakpuri Metro Police Station, New Delhi alleging that he was served non-vegetarian food instead of vegetarian food at the Barbeque Nation Restaurant in Janakpuri, New Delhi. A First Information Report ("**FIR**") has been registered in this matter and our Company has provided CCTV footage in response to such information sought by the investigating officer. The matter is currently pending.

3. Omendra Yadav has filed a criminal complaint dated February 26, 2021, against our Company, before the Chief Judicial Magistrate, Gautam Budh Nagar, under Section 156(3) of the Criminal Procedure Code, alleging that he was issued a receipt of an incorrect amount when he dined at the Barbeque Nation Restaurant in Greater Noida. On March 2, 2021, our Company replied to a notice issued by Omendra Yadav dated February 5, 2021 in relation to the incident, denying the allegations contained in the notice. The matter is currently pending.

Civil Litigation by our Company

Our Company had entered into a Business Conducting Agreement dated November 24, 2011 under which our Company was permitted to operate its restaurant in Andheri, Mumbai in the premises owned by Automatic Hotels & Restaurants (I) Limited ("**AHRL**"). On March 20, 2020, our Company issued a notice of force majeure, requesting AHRL for waiver of payment during the lockdown period, which request was not acceded to. Subsequently, our Company issued a notice of termination of the business conducting agreement on May 21, 2020, however, AHRL refused to return the furniture, fixtures and service equipment of the Company lying within the premises. Consequent to this, our Company has filed a suit dated October 21, 2020 before the High Court of Bombay against ARHL claiming wrongful dispossession. In addition to this, our Company has sought specific relief by way of restoration and handover of peaceful possession of the said premises till such time the defendant settles the claims, and in the alternative, claimed a sum of ₹25.59 million as liquidated damages to be paid to our Company along with refund of ₹5.30 million being the refundable security deposit together with a rate of interest of 15%. Thereafter, our Company had filed an additional affidavit and certain amendments to the plaint on November 3, 2020 alleging that AHRL has inducted a third party and has commenced operations of a restaurant in the name and style of 'Indian BBQ Co., by Chef Harpal Singh Chokhi'. The High Court of Bombay passed an order on November 23, 2020, directing AHRL to file a reply to our interim application and additional affidavit. AHRL filed an affidavit in rejoinder in the suit on December 10, 2020. The matter is currently pending.

Criminal Litigation by our Company

In relation to our Company's restaurant at Lokhandwala, Mumbai, as stated in "*Outstanding Litigation and Material Developments – Litigation involving our Company – Civil Litigation by our Company*" above, after the termination of the Business Conducting Agreement dated November 24, 2011, Rajesh Chowdhury, the owner of AHRL, refused

to return the furniture, fixtures and service equipment of the Company in the premises formerly used by the Company. In addition to this, it came to our attention that the restaurant premises had been refurbished and the outlet had been renamed as "India BBQ Co. By Chef Harpal Singh Chokhi". Our Company has filed two complaints dated October 16, 2020 and October 24, 2020 respectively, before the Amboli Police Station for taking necessary action against Rajesh Chaudhary, the owner and Harpal Singh Chokhi for using the Company's properties in an unauthorised manner. The matter is currently pending.

Actions by statutory/ regulatory authorities against our Company

1. Our Company had received a notice dated April 27, 2016 from the Office of the Joint Director of Health Services, Kamrup Metropolitan District, Uzanbazar, Guwahati forwarding the report of the Food Analyst to the Government of Assam pertaining to the paneer sample collected from our Barbeque Nation Restaurant located at Guwahati. The report of the Food Analyst opined about the non-conformity of the paneer sample with the prescribed standards under the Food Safety and Standards (Food Products Standards and Additives) Regulations, 2011 and was therefore sub-standard in terms of the requirements prescribed under these Regulations. Our Company has filed a reply dated June 7, 2016 with the Designated Officer, Food Safety, Kamrup Metropolitan District, Guwahati submitting the justification that the paneer sample taken for testing was not meant for human consumption and was a sample received from a vendor for quality check. Subsequently, there has been no communication from the Designated Officer in this regard.

2. Our Company along with some of our Directors, namely Kayum Dhanani, T Narayanan Unni, Tarun Khanna, Raoof Dhanani and Suchitra Dhanani along with an erstwhile director of the Company and others had received a notice dated April 29, 2016 from the Mahanagar Seva Sadan, Health Department, Ahmedabad Municipal Corporation forwarding the report of the Food Analyst to the Ahmedabad Municipal Corporation pertaining to the 'green mukhvaas' sample collected from our Barbeque Nation Restaurant located at Ahmedabad. The report of the Food Analyst opined about the non-conformity of the 'green mukhvaas' sample with the prescribed standards under the FSSR. This was further confirmed by the Director, Referral Food Laboratory, Pune pursuant to their letter dated July 7, 2016. Subsequently, there has been no communication from the Ahmedabad Municipal Corporation in this regard.

3. Our Company received a notice dated October 30, 2017 from the Pune Municipal Corporation ("**PMC**") under Section 478(1) of the Maharashtra Municipal Corporation Act, 1949 in relation to the restaurant at Deccan Mall, Pune, directing removal of an alleged unauthorised construction on the terrace. Our Company filed a reply to the notice on November 7, 2017 requesting PMC to cancel the notice and grant an opportunity to regularize the construction. Our Company then filed an application before the Civil Judge Junior Division, PMC Court, Pune challenging the said notice and seeking a permanent injunction restraining PMC from acting as per the notice. On November 24, 2017, the PMC Court passed an order directing both parties to maintain status-quo subject to the Company depositing the penalty amount in the court till the next date. On February 15, 2021, the PMC Court passed an order rejecting the application filed by the Company. On February 26. 2021, our Company filed an appeal against the order of the PMC Court. The matter is currently pending.

4. The New Delhi Municipal Council ("**NDMC**") has issued notices, and in one instance, taken action in relation to the Barbeque Nation Restaurant located at Connaught Place, New Delhi regarding the following matters:

   (a) NDMC had sealed the terrace at this outlet. Our Company has subsequently submitted two letters requesting NDMC to de-seal the terrace at this outlet, stating that the Company had not undertaken any unauthorized construction.

   (b) notice dated August 24, 2018, directing submission of the effluent test report and proper maintenance of the kitchen effluent discharge. Our Company has responded to this notice on August 29, 2018.

   (c) notice dated October 12, 2018, directing the Company to remove encroachment from the back courtyard of the outlet premises and keep the area in hygienic condition. Our Company has responded to this notice on October 16, 2018.

Subsequently, there has been no communication from NDMC in respect of these matters.

5. The Income Tax Department, Bengaluru conducted search operations at the residences of certain Directors, certain Promoters, and one KMP and at the Registered and Corporate Office between January 10, 2018 and January 12, 2018. Pursuant to such search operations, our Company had received certain notices from the Office of the Assistant Commissioner of Income Tax, Bengaluru ("**ACIT**") on February 5, 2019 under section 153A of the IT Act, directing the Company to prepare correct returns of total income for the assessment years 2012-13 till 2017-18. Our Company had filed returns in response to the notices for these assessment years. Thereafter, our Company received further notices from the ACIT under Section 142(1) of the IT Act on July 19, 2019, directing the Company to furnish certain accounts and documents. Subsequently, assessment proceedings were initiated against the Company. Pursuant to this, assessment orders were passed by the Deputy Commissioner of Income Tax, Bengaluru on December 30, 2019 for each of the assessment years, with tax demands aggregating to ₹150.03 million. Separately, in respect of assessment year 2018-19, an order was passed by the ACIT on December 31, 2019 under Section 143(3) of the IT Act with a tax demand amounting to ₹2.84 million. Our Company has filed appeals against these orders before the Commissioner of Income-tax (Appeals). Consequent to these orders, penalty proceedings have been initiated against the Company on December 31, 2019, on grounds such as concealment of income, misreporting of income and furnishing inaccurate particulars of income in relation to certain assessment years. Additionally, in relation to the order passed for the assessment year 2012-2013, the Joint Commissioner of Income-tax (OSD) passed an order on June 9, 2020, rectifying the demand payable for the assessment year 2012-13 to ₹114. Our Company has since paid the revised demand in relation to assessment year 2012-13.

6. Our Company had received a notice dated September 30, 2019 from the National Anti-Profiteering Authority (GST), Department of Revenue, Ministry of Finance, Government of India ("**NAA**") forwarding the report of the Director General of Anti-Profiteering ("**DGAP**") dated September 4, 2019, which has alleged profiteering, amounting to ₹325.88 million against the Company under Section 171 of the GST Act. The matter was initiated to investigate whether GST reduction benefit from 18% to 5% was passed on to the end customer. The period for which such investigation was carried out was from November 15, 2017 to March 31, 2019. The notice issued by the NAA directs the Company to show cause as to why the report should not be accepted and the liability for profiteering should not be determined. Our Company appeared before the NAA for hearings on various dates and has made its written submissions to the NAA on November 14, 2019, December 2, 2019, and February 15, 2020. The NAA passed an interim order in the matter on May 20, 2020 stating that the report of the DGAP could not be accepted and directed the DGAP to submit a fresh report after conducting further investigation, and also recompute the profiteered amount, which investigation should be completed within a period of three months from the date of this order. Pursuant to the order of the NAA, the DGAP issued various notices to our Company, seeking information or documents in relation to the alleged profiteering. Our Company has filed a writ petition before the High Court of Karnataka challenging the order of the NAA dated May 20, 2020. On July 15, 2020, the High Court of Karnataka granted interim relief to the Company and granted a stay of the order passed by the NAA for a period of eight weeks, which interim stay was extended till further orders on August 12, 2020. On September 10, 2020, the NAA has filed a transfer petition before the Supreme Court of India, for transfer of the writ petition to the Delhi High Court. In December 2020, the respondents filed their statement of objections to the writ petition filed by the Company before the High Court of Karnataka. The matter is currently pending.

7. Our Company along with some of our Directors received two notices from the Food Safety Officer, Food and Drug Administration, Nagpur dated January 7, 2020. One of the notices pertains to the noodles sample and the other notice pertains to a paneer sample taken for testing from the Barbeque Nation Restaurant at Nagpur on May 29, 2019. The notices state that the samples collected were not as per the prescribed standards. Our Company has filed reply to both notices on October 27, 2020. The matters are currently pending.

8. On August 5, 2020, our Company received a notice from the Department of Registration and Stamps, Government of Maharashtra, Pune directing the Company to pay deficit stamp duty of ₹1.62 million along with a penalty of 2% per month from the date of execution of the agreement in relation to a leave and license agreement for its restaurant at Pune. On October 8, 2020, Our Company has filed a response with the Joint

Sub Registrar-In-Charge (Class - 2), Haveli No. 3, Hadaspur, Pune stating that the duty paid on the document is correct and sufficient, and that there is no deficit duty as claimed in the notice. The matter is currently pending.

9. On September 25, 2020, our Company received a notice from the Office of the Joint District Registrar Grade-1 and Stamp Collector, Pune City, Pune ("**District Registrar**") directing the Company to pay deficit stamp duty of ₹1.00 million in relation to a lease deed. Our Company has filed a response dated December 22, 2020 with the Office of the District Registrar stating that it has paid the stamp duty as per the calculation by the owner of the property during registration and also requested for details of deficit payable by the Company as per the calculations done by the authority. The matter is currently pending.

10. Our Company had received a notice dated November 27, 2020 from the Assistant Food Controller & Food Safety Designated Officer, Krishna District, Machilipatnam forwarding the report of the Food Analyst, State Food Laboratory, Hyderabad, pertaining to the coloured sugar sprinkles sample collected from our Barbeque Nation Restaurant located at Vijaywada. The report of the Food Analyst stated that sugar sprinkles sample were not in conformity with the standards prescribed under the Food Safety and Standards (Packaging and Labelling) Regulations, 2011. Our Company has filed a reply dated December 23, 2020 with the Assistant Food Controller & Food Safety Designated Officer, Krishna District, Machilipatnam submitting that upon being notified by Assistant Food Controller & Food Safety Designated Officer, Krishna District, Machilipatnam, the remaining packets of the product have been discarded and their usage have been discontinued. The matter is currently pending.

11. Our Company has received a notice from the Municipal Corporation, Ghaziabad on December 31, 2020 alleging that the Barbeque Nation Restaurant in Ghaziabad was not in compliance with Section 31A of the Air (Prevention and Control of Pollution) Act, 1981 for use of coal which was banned by the National Green Tribunal. Our Company has filed a response with the Nagar Nigam Health Officer, Ghaziabad, on January 4, 2021, clarifying that coal is not used at the restaurant, and instead wood charcoal is used, which is permitted. The matter is currently pending.

12. Our Company received a notice from the Deputy Commissioner (License), Navi Mumbai Municipal Corporation dated January 5, 2021 in relation to the Barbeque Nation restaurant at Vashi, Navi Mumbai relating to the alleged use of solid fuels / kerosene, which is prohibited in terms of the license. Our Company has filed a response with the Deputy Commissioner (License) on January 11, 2021, clarifying that prohibited solid fuels or kerosene are not used at the restaurant, and instead, wood charcoal is used, which is permitted. The matter is currently pending.

13. Our Company received a notice dated January 27, 2021 from the Directorate of Enforcement, Vigilance and Disaster Management, Greater Hyderabad Municipal Corporation directing the Company to pay an amount of ₹0.1 million within three days of receipt of the notice for the violation of advertisement rules. The matter is currently pending.

14. Our Company received summons dated January 22, 2021 from the Employee's Provident Fund Organisation, Karnataka, imposing a penalty of ₹2.46 million along with interest amounting to ₹1.18 million in relation to an alleged delay in payment of contributions for the months July 2019 and March 2020. Our Company was issued a notice on January 27, 2021 directing the Company to appear for an inquiry and present its case in the proceedings. Subsequently, our Company also received another summons from the Employee's Provident Fund Organisation, Karnataka in relation to alleged delay in contribution for the months April 2020 till December 2020, imposing a penalty of ₹3.72 million along with interest amounting to ₹2.44 million. Our Company has filed responses to both the summons by letters dated January 29, 2021 and February 15, 2021 in these proceedings stating that our Company had promptly remitted the provident fund contributions for the above-mentioned periods and requested the Regional Provident Fund Commissioner to waive the interest and damages levied for the delays. By an order dated February 17, 2021, the Assessing Officer stated that there was no provision for waiver of the interest but noted that the contentions with respect to waiver of damages will be considered before passing the final order. Our Company has remitted the interest amounts of ₹1.18 million and ₹2.44 million on February 19, 2021. The matter is currently pending.

15. Our Company was issued a notice by the Senior Labour Inspector, Labour Department, Government of Karnataka dated January 22, 2021 relating to certain violation and non-compliances observed under certain labour laws, during an inspection of our Registered and Corporate Office on January 22, 2021. Our Company submitted a reply to the Senior Labour Inspector on March 10, 2021, stating that the all the registers and records under the concerned acts were being maintained by the Company and requested to close the matter. The matter is currently pending.

Tax proceedings involving our Company

Nature of Tax Proceedings	Number of cases	Amount involved (in ₹ million)
Direct Tax	7	127.53
Indirect Tax	29	177.73

Litigation involving our Subsidiaries

Civil Litigation against our Subsidiaries

Nil

Criminal Litigation against our Subsidiaries

Nil

Civil Litigation by our Subsidiaries

On July 1, 2013, our Subsidiary, Red Apple entered into a leave and license agreement with Hoysala Hospitality & Services Private Limited ("**Hoysala**"). In accordance with the terms and conditions of this agreement, Red Apple deposited an amount of ₹6.37 million with Hoysala. Hoysala had represented that it had a valid "bar license", however it failed to deliver a copy of such license to Red Apple. As a consequence, Red Apple terminated the leave and license agreement and demanded a refund of the entire amount of deposit. Hoysala has only made a part payment of ₹1.5 million to Red Apple. Accordingly, on February 5, 2019, Red Apple filed a summary suit before the Court of City Civil Judge (Bangalore) against Hoysala to recover the remaining amount of ₹4.87 million along with interest at the rate of 18% per annum. The matter is currently pending.

Criminal Litigation by our Subsidiaries

Nil

Actions by statutory/ regulatory authorities against our Subsidiaries

Nil

Tax proceedings involving our Subsidiaries

Nature of Tax Proceedings	Number of cases	Amount involved (in ₹ million)
Direct Tax	1	12.64
Indirect Tax	Nil	Nil

Litigation involving our Promoters

Litigation involving SHL

Civil Litigation against SHL

Gaurav Maheshwari has filed a consumer complaint dated December 10, 2016 before the Madhya Pradesh State Consumer Disputes Redressal Commission, Bhopal against SHL seeking ₹5 million along with interest of 2% per month as compensation for an alleged deficiency in services for marriage functions at the hotel provided by SHL. SHL has filed its written statement before the Commission. The matter is currently pending.

Criminal Litigation against SHL

1. On April 10, 2010, one of the guests, Tabassum Ahmed, was found dead in the steam room of the Indore hotel of SHL. A diary copy no. 774(A) was filed by the Vijay Nagar police station before the Magistrate First Class against certain employees of SHL. The trial is currently pending. The employees of SHL filed a petition no. 7921/2010 with the High Court of Madhya Pradesh, Principal seat at Jabalpur, Indore Bench, pending trial in the court of Magistrate First Class, praying that the FIR and subsequent proceedings against them should be quashed. The High Court through its order dated February 9, 2016 dismissed the petition stating that there is no abuse of judicial process and the merits of the matter will be decided by the trial court. The matter is currently pending trial in the court of Magistrate First Class.

2. On December 22, 2017, one of SHL's employees, Aakash Karade died while receiving treatment for injury. A FIR has been lodged with the Sayajigunj police station which states that Aakash Karade was hit by a car driven by Gopalbhai Baria, an employee of SHL within the premises of SHL's hotel in Vadodara. Further, the legal heirs of Aakash Karade have filed an application for compensation against Gopalbhai Baria, Devdutt Chawla and Liberty Videocon General Insurance Company before the Motor Accident Claims Tribunal, which is currently pending.

Civil Litigation by SHL

Nil

Criminal Litigation by SHL

1. SHL filed a criminal complaint on May 27, 2016 before the First Class Judicial Magistrate, Indore against Mayank Chinchvadkar under Section 138 of the Negotiable Instruments Act, 1881 for recovering an amount of ₹0.04 million which was due towards non-payment of boarding charges by the accused. The matter is currently pending.

2. SHL filed a criminal complaint on April 19, 2017 before the First Class Judicial Magistrate, Indore against Alok Gupta under Section 138 of the Negotiable Instruments Act, 1881 for recovering an amount of ₹0.20 million which was due towards non-payment of charges for using hotel facilities for marriage function by the accused. The matter is currently pending.

Actions by statutory/ regulatory authorities against SHL

1. SHL received show cause notices dated August 23, 2011 and August 26, 2014 issued by the Indore Development Authority ("**IDA**") directing SHL to show cause as to why the lease agreement dated June 29, 1994 executed between SHL and IDA for property situated at Plot H-1, Scheme No. 54, MR 10, Vijaynagar, Indore, Madhya Pradesh ("**IDA Lease Agreement**") should not be cancelled, for reasons which include, *inter alia*, sale of shops constructed on the said property by SHL, in breach of the terms of the IDA Lease Agreement. Pursuant to resolution no. 179 dated October 28, 2015, the IDA cancelled the allotment of the said plot and the IDA Lease Agreement, and issued an order dated December 11, 2015 to SHL informing it of such cancellation, with effect from midnight of December 26, 2015. SHL filed a writ petition dated November 24, 2015 before the High Court of Madhya Pradesh claiming, *inter alia*, that a proper opportunity of hearing was not accorded to SHL and praying for the quashing of the resolutions no. 179 and 153 passed by the IDA on October 28, 2015 and October 7, 2015, respectively. The High Court of Madhya Pradesh (Indore Bench) passed an order dated December 18, 2015 setting aside the said resolutions and directed the IDA to give a proper opportunity of hearing to SHL and take a fresh decision as per law. Pursuant to an order dated December 20, 2017, the IDA cancelled the IDA Lease Agreement. SHL filed an appeal/ petition before the High Court of Madhya Pradesh against the order of the IDA, which was subsequently dismissed by the

High Court. SHL has filed an appeal against the dismissal order of the High Court before the division bench of the High Court of Madhya Pradesh. The matter is currently pending.

2. IDA has also initiated proceedings under the Lok Parishad Bedakhali Adhiniyam for evicting SHL from the premises under the Public Premises (Eviction of Unauthorised Occupants) Act, 1971. However, the High Court of Madhya Pradesh, Indore bench, vide order dated November 30, 2018, has granted interim relief to SHL and held that IDA cannot evict SHL without the leave of the court. SHL has filed its objections before the Lok Parishad Bedakhali Adhiniyam. The matter is currently pending.

3. An order was passed on January 21, 2015 by the Building officer, Zone 7, Indore Municipal Corporation, Nagar Palika, Indore ("**Building Officer**") directing SHL to demolish the restaurant operated in the name of 'Mediterra' on the eighth floor of the hotel building owned by SHL as the same was illegal and was constructed without permission. SHL filed a writ petition no. 594/2015 against Indore Municipal Corporation, acting through the Commissioner of Nagar Palika Nigam, Indore and the Building Officer, before the Hon'ble High Court of Judicature of Madhya Pradesh bench at Indore. It has been further submitted by SHL that it had obtained all the relevant permissions in relation to the construction of the said restaurant. SHL has alleged that the Building Officer failed to consider that the construction is in the compoundable limits and hence the order served upon SHL for demolition of the restaurant is in violation of natural justice. SHL has further alleged that the said notice for demolition is barred by the law of limitation. SHL had prayed, *inter alia*, a joint inspection to be conducted in its presence and a joint inspection report should be prepared. The Hon'ble High Court pursuant to its order dated April 19, 2017 ordered for conducting a joint inspection. In light of this order, the Building Officer had issued a notice dated May 5, 2017 to SHL in relation to joint inspection to be conducted. The joint inspection report dated May 7, 2017 was prepared by the Building Officer along with SHL. The matter is currently pending.

4. SHL has received a notice dated August 28, 2018 from Madhya Pradesh Paschim Kshetra Vidyut Vitran Company Limited seeking the payment of ₹16.23 million in respect of revised energy bills for the period from April 2015 to July 2016 following a change in the applicable tariffs. SHL had filed a writ petition before the High Court of Madhya Pradesh, Indore bench challenging the notice, which was dismissed by an order dated September 20, 2019, with a direction to approach the Madhya Pradesh Electricity Commission for resolving the dispute. SHL has filed a writ appeal before the High Court of Madhya Pradesh against the order. The matter is currently pending.

5. The Joint District Registrar of Stamps, Pune had passed an order dated January 24, 2019 against SHL requiring payment of deficit stamp duty of ₹3.00 million and a fine of ₹0.24 million in relation to a registered deed under the title 'declaration of equitable mortgage' under the Maharashtra Stamp Act, 1958. SHL has challenged the said order before the Inspector General of Registration, Chief Controlling Revenue Authority, Pune. The matter is currently pending.

6. SHL and its directors received nine show cause notices in August 2019 from the Office of the Joint Director General of Foreign Trade ("**DGFT**") in respect of certain authorizations granted to SHL under the Export Promotion Capital Goods Scheme ("**EPCG**") of the Foreign Trade Policy. These notices alleged that SHL and its directors had misguided the DGFT at the time of obtaining the EPCG authorizations. The notices directed SHL and its directors to show cause as to why fiscal penalty should not be imposed under section 11 of the Foreign Trade (Development and Regulation) Act, 1992. In September 2019, SHL and its directors filed a reply to each of these show cause notices. The matter is currently pending.

Disciplinary action including penalty imposed by SEBI or stock exchanges against SHL in the last five financial years including outstanding action

1. <u>Orders dated December 10, 2015 and May 17, 2016 and show cause notice dated May 17, 2017 issued by SEBI in respect of SHL</u>

   An order bearing reference WTM/PS/101/CFD/DEC/2015 dated December 10, 2015, was issued by SEBI in respect of SHL in the matter of non-compliance with the requirements of minimum public shareholding norms by listed companies. During February 2013, one of the promoters of SHL, Raoof Dhanani (who is also

a Promoter and a Director of our Company) had acquired 27.16% shareholding of SHL from Clearwater Capital Partners Cyprus Limited. The said acquisition triggered an open offer under the Takeover Regulations. Accordingly, the open offer was undertaken and it was completed on September 11, 2013. However, pursuant to the said open offer, the total promoters' shareholding in SHL increased to 79.90%, thereby breaching the requirement of maintaining minimum public shareholding of 25% under rule 19A of the SCRR. Such fall in public shareholding occurred on October 3, 2013. Thereafter, SHL failed to increase its public shareholding to 25% within the prescribed period of 12 months from the date of fall in minimum public shareholding, under rule 19A(2) of the SCRR. Accordingly, SEBI passed the aforesaid order, (a) directing freezing of voting rights and corporate benefits like dividend, rights, bonus shares and split with respect to the excess of proportionate promoter/ promoter group shareholding; (b) prohibiting the promoters/ promoter group members of SHL and directors of SHL from directly/ indirectly dealing in securities of SHL, except for complying with minimum public shareholding requirements; and (c) prohibiting the promoter/ promoter group shareholders of SHL and the directors of SHL from holding any new position as a director in any listed company, till such time that SHL met the minimum public shareholding requirements.

The aforesaid order issued by SEBI was subsequently vacated by SEBI order bearing reference WTM/PS/38/CFD/MAY/2016 dated May 17, 2016, whereby SEBI noted that the promoters had divested (a) 3.61% shareholding of SHL through an offer for sale on February 12, 2016; and (b) 1.37% shareholding of SHL through offers for sale on March 2, 2016 and March 3, 2016, thereby reducing promoter shareholding in SHL to 74.93%, and bringing SHL in compliance with the minimum public shareholding limits prescribed under the SCRR. However, in light of the delayed compliance with the minimum public shareholding requirements, SEBI referred the matter for adjudication, and stated that an adjudicating officer shall be appointed by SEBI to conduct an inquiry as per law. SEBI issued a show cause notice bearing reference EAD/NP/AS/OW/11093/1/2017 dated May 17, 2017 directing SHL to show cause within 15 days from the date of receipt of the show cause notice as to why an enquiry should not be held against SHL under section 23E of the SCRA for its failure to comply with listing conditions. SHL replied to the show cause notice on June 21, 2017. Subsequently, SEBI issued an adjudication order no. EAD/SR/SM/AO/01/2017-18 dated September 29, 2017 against SHL, imposing a penalty of ₹1.20 million on SHL. SHL paid the penalty on November 9, 2017.

2. Show cause notice dated February 15, 2017 issued by SEBI to SHL

SHL received a show cause notice bearing reference SEBI/HO/EAD/EAO/OW/P/2017/3582/1 dated February 15, 2017 issued by SEBI in relation to (a) failure of SHL to report acquisition of 725,000 shares of SHL by Ahilya Hotels Limited on March 2, 2006 under Regulation 13(1) of the SEBI Insider Trading Regulations, 1992 to the stock exchanges; and (b) failure of SHL to report sale of 600,000 shares of SHL by Aries Hotels Private Limited on September 6, 2005 under Regulation 13(3) of the SEBI Insider Trading Regulations, 1992 to the stock exchanges. SEBI directed SHL to reply to the show cause notice within 14 days from the date of receipt of the show cause notice, failing which the matter would be proceeded with on the basis of the evidence on record. SHL replied to the show cause notice on April 29, 2017, stating that while SHL was in compliance with the reporting requirements, it was unable to trace the copies of intimations made to the stock exchanges. Subsequently, SEBI issued an adjudication order no. RA/DPS/287/2018 dated January 31, 2018, directing SHL to pay a penalty of ₹1.50 million, within 45 days of receipt of the said adjudication order. SHL paid the amount on March 13, 2018.

3. Email dated August 18, 2020 from BSE to SHL

SHL received an email dated August 18, 2020 from BSE wherein BSE directed SHL to pay a fine of ₹0.09 million for non-submission of the financial results for the quarter and year ended March 31, 2020 as per Regulation 33 of the SEBI Listing Regulations. BSE directed that the fine along with financial results for the said period be submitted within 15 days from the date of the email. SHL replied to the notice on August 26, 2020 requesting BSE to waive the penalty and provide time till September 30, 2020 to submit the consolidated financial results for the quarter and year ended March 31, 2020. Pursuant to this, the promoters of SHL, including Suchitra Dhanani, Kayum Dhanani and Raoof Dhanani received an email dated November 4, 2020 informing them that in case the fine outstanding as on November 4, 2020 was not paid by SHL, BSE would proceed to freeze the demat accounts of the promoters of SHL within 10 days from the date of the

communication. SHL replied to BSE on November 10, 2020 requesting that no action be taken relating to freezing of the holding of the promoters and levying the penalty.

4. Email dated August 20, 2020 from BSE to SHL

SHL received an email dated August 20, 2020 from BSE in relation to Regulations 17(1), 17(1A), 18(1), 19(1), 19(2), 20(2)/(2A) and 21(2) of the SEBI Listing Regulations, relating to certain non-compliances with the requirements pertaining to (a) the composition of the board of directors of SHL; and (b) the constitution of the stakeholder relationship committee. BSE directed SHL to ensure compliance with the regulations and also pay a fine aggregating to ₹0.75 million within 15 days from the date of the email. SHL replied to BSE on September 1, 2020 requesting BSE to waive the fine imposed.

5. Email dated October 16, 2020 from BSE to SHL

SHL received an email dated October 16, 2020 from BSE wherein BSE directed SHL to pay a fine of ₹0.18 million for non-submission of the consolidated financial results for the quarter ended June 30, 2020 as per Regulation 33 of the SEBI Listing Regulations. BSE directed that the fine along with financial results for the said quarter be submitted within 15 days from the date of the email. SHL replied to the notice on October 24, 2020 requesting BSE to waive the penalty and provide time till November 15, 2020 to submit the consolidated financial results for the quarter ended June 30, 2020.

6. Email dated November 17, 2020 issued by BSE to SHL

SHL received an email dated November 17, 2020 from BSE in relation to non-compliances with Regulation 13(3), 27(2), 31, 17(1), 17(1A), 17(2A), 18(1), 19(1)/ 19(2), 20(2)/(2A), 21(2) and 28(1) of the SEBI Listing Regulations. BSE directed SHL to ensure compliance with the regulations and also pay a fine aggregating to ₹0.33 million within 15 days from the date of the letter. SHL replied to BSE on November 23, 2020, requesting BSE to waive the fine imposed.

7. Email dated December 30, 2020 from BSE to SHL

SHL and the promoters of SHL, including Suchitra Dhanani, Kayum Dhanani and Raoof Dhanani received an email dated December 30, 2020 informing the promoters that in case a fine outstanding as on December 30, 2020 (i.e., ₹0.14 million) is not paid by SHL in relation to non-compliance of Regulation 33 of the SEBI Listing Regulations by SHL for not submitting the financial results for the quarter ending September 30, 2020, BSE would proceed to freeze the demat accounts of the promoters of SHL within 10 days from the date of the communication. SHL replied to the email requesting that no action be taken relating to freezing of the holding of the promoters and levying the penalty as SHL had completed the submission on December 12, 2020.

8. For the details in relation to the letter submitted by SHL to BSE dated September 17, 2020, intimating a non-compliance of Regulation 9(1) of the SEBI Insider Trading Regulations, 2015 by Suchitra Dhanani and Azhar Dhanani, please see "*Outstanding Litigation and Material Developments – Litigation involving Suchitra Dhanani – Actions by statutory/ regulatory authorities against Suchitra Dhanani*" on page 491.

Tax proceedings involving SHL

Nature of Tax Proceedings	Number of cases	Amount involved (in ₹ million)
Direct Tax	5	11.16
Indirect Tax	19	28.03

Litigation involving SHKSL

Civil Litigation against SHKSL

Nil

Criminal Litigation against SHKSL

Nil

Civil Litigation by SHKSL

Nil

Criminal Litigation by SHKSL

Nil

Actions by statutory/ regulatory authorities against SHKSL

Nil

Disciplinary action including penalty imposed by SEBI or stock exchanges against SHKSL in the last five financial years including outstanding action

Nil

Tax proceedings involving SHKSL

Nature of Tax Proceedings	Number of cases	Amount involved (in ₹ million)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

Litigation involving Kayum Dhanani

Civil Litigation against Kayum Dhanani

Nil

Criminal Litigation against Kayum Dhanani

1. M/s RRR Investments, a partnership firm, filed a complaint dated July 16, 2020 before the Additional Civil Judge & J.M.F.C, Bellary under Section 200 of the Criminal Procedure Code, against Kayum Dhanani (as director of Samar Retail) and certain others. It is alleged by M/s RRR Investments that Samar Retail had submitted a cheque of an amount of ₹2.50 million in favour of M/s RRR Investments which was returned with as "funds insufficient" when presented for collection. It has been further alleged by M/s RRR Investments that the accused are liable to pay the amount covered in the cheque. The matter is currently pending.

2. M/s Shoe Care has filed a complaint dated October 29, 2020, before the Court of the Additional District Munsif Cum Judicial Magistrate, Ambur District, under Section 138, 141 and 142 of the Negotiable Instruments Act, 1881 read with Section 200 of the Criminal Procedure Code, against Sara Suole Private Limited, represented by Kayum Dhanani (as director of Sara Suole Private Limited), in relation to certain cheques issued by Sara Suole Private Limited to M/s Shoe Care, amounting to ₹1.24 million in total being dishonoured on presentation for collection. The matter is currently pending.

3. M/s Gen Pack, issued three notices of demand dated January 22, 2020 to Sara Suole Private Limited, Kayum Dhanani (as director of Sara Suole Private Limited) and certain others, stating that certain cheques issued by Sara Suole Private Limited to M/s Gen Pack aggregating to ₹5.28 million, were returned by the bank on

presentation due to insufficiency of funds. Kayum Dhanani was issued summons in relation to a complaint filed by M/s Gen Pack against Sara Suole Private Limited before the Additional Court No. II, Agra. The matter is currently pending.

4. M/s T.M. Overseas, issued four notices in October 2019 and November 2019 to Sara Suole Private Limited, Kayum Dhanani (as director of Sara Suole Private Limited) and certain others, stating that certain cheques issued by Sara Suole Private Limited to M/s T.M. Overseas aggregating to ₹4.05 million, were returned by the bank on presentation. Kayum Dhanani was issued summons in relation to a complaint filed by M/s T.M. Overseas against Sara Suole Private Limited before the Additional Court No. II, Agra. The matter is currently pending.

5. Excel Polymer Industries, a partnership firm, has filed a complaint dated August 25, 2020 before the Court of the Judicial Magistrate at Bidhannagar against Sara Suole Private Limited, Kayum Dhanani (as director of Sara Suole Private Limited) and certain others, under Section 138 of the Negotiable Instruments Act, 1881, in relation to a cheque issued by Sara Suole Private Limited to Excel Polymer Industries, amounting to ₹1.41 million being dishonoured on presentation for encashment. The matter is currently pending.

Civil Litigation by Kayum Dhanani

Nil

Criminal Litigation by Kayum Dhanani

Nil

Actions by statutory/ regulatory authorities against Kayum Dhanani

1. Kayum Dhanani had received certain notices from the Income Tax Department, Bengaluru, pursuant to search operations conducted on January 10, 2018, for the assessment years 2013-14, 2015-16, 2017-18 and 2018-19. Subsequently, assessment orders were passed against Kayum Dhanani by the Income Tax Department, Bengaluru on December 29, 2019 and December 30, 2019 for these assessment years, with tax demands aggregating to ₹20.38 million. Kayum Dhanani has filed appeals against the orders for the assessment years 2015-16 and 2017-18 before the Commissioner of Income-tax (Appeals). In respect of the orders for the assessment years 2013-14 and 2018-19, no appeals have been filed. Consequent to these orders, on December 29, 2019 and December 30, 2019, penalty proceedings have been initiated against Kayum Dhanani on grounds such as concealment of income and underreporting of income in relation to certain assessment years. In respect of the notices received by our Company from the ACIT, please see details under "*Outstanding Litigation and Material Developments – Litigation involving our Company – Actions by statutory/ regulatory authorities against our Company*" on page 479.

2. Please see details of the notices received by Kayum Dhanani from the DGFT, under "*Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving SHL – Actions by statutory/ regulatory authorities against SHL*", on page 483.

3. Please see details of the notice received by Kayum Dhanani from the Mahanagar Seva Sadan, Health Department, Ahmedabad Municipal Corporation, under "*Outstanding Litigation and Material Developments – Litigation involving our Company – Actions by statutory/ regulatory authorities against our Company*" on page 478.

Disciplinary action including penalty imposed by SEBI or stock exchanges against Kayum Dhanani in the last five financial years including outstanding action

<u>Show cause notice dated January 4, 2017 issued by SEBI to promoters and promoter group members of SHL, including, Kayum Dhanani</u>

Kayum Dhanani, Suchitra Dhanani and other promoters and promoter group members of SHL, received a show cause notice bearing reference SEBI/HO/EAD/EAO/OW/P/2017/272/1 dated January 4, 2017 issued by SEBI, in the matter of alleged irregularities in the shares of SHL. The show cause notice was issued in relation to (i) failure of (late) Sajid Dhanani to make an open offer for acquisition of 0.40% shareholding of SHL (while he held 57.37% shareholding in SHL) during April to June 2005 under Regulation 11(2) of the Takeover Regulations, 1997; (ii) failure of (late) Sajid Dhanani, Suchitra Dhanani, Anisha Dhanani, Aries Hotels Private Limited and Alishan Computer System Private Limited to report the divestment of 15.34% shareholding of SHL between July to September 2005 under Regulation 7(1A) of the Takeover Regulations, 1997; (iii) failure of (late) Sajid Dhanani and Ahilya Hotels Limited to make an open offer and disclosures for acquisition of 10.52% shareholding of SHL during January to March 2006 under Regulations 7(1A) and 11(1) of the Takeover Regulations, 1997; and (iv) failure of Suchitra Dhanani to disclose change in her shareholding in SHL from 7.63% to 2.54% under Regulation 13(3) of the SEBI Insider Trading Regulations, 1992. SEBI directed the noticees to reply to the show cause notice within 14 days from the date of receipt of the show cause notice, failing which the matter would be proceeded with on the basis of the evidence on record. Ahilya Hotels Limited (on behalf of the noticees), replied to the said show cause notice on May 2, 2017.

SEBI through its adjudication order no. RA/DPS/338-379/2018 dated March 28, 2018 imposed penalties of ₹31.00 million on Suchitra Dhanani, Kayum Dhanani and other noticees; and ₹0.50 million on Suchitra Dhanani for a separate violation. The noticees then filed an appeal (no. 281 of 2018) with the Securities Appellate Tribunal. During the pendency of the appeal, a settlement application was filed before SEBI under SEBI (Settlement Proceeding) Regulations, 2018. SEBI allowed the settlement application pursuant to which the settlement amount of ₹35.19 million (including interest) has been paid by the noticees on September 30, 2019. Consequently, pursuant to an order dated October 22, 2019, the Securities Appellate Tribunal disposed of the appeal.

Tax proceedings involving Kayum Dhanani

Nature of Tax Proceedings	Number of cases	Amount involved (in ₹ million)
Direct Tax	4	20.38
Indirect Tax	Nil	Nil

Litigation involving Raoof Dhanani

Civil Litigation against Raoof Dhanani

SICOM Limited ("**SICOM**") had filed a summary suit for recovery in 1997 against DCL, Yusuf Dhanani and Raoof Dhanani at the High Court of Bombay to recover an initial amount of ₹5 million granted to DCL as a loan ("**Initial Recovery Suit**"). The Initial Recovery Suit was transferred to the Debt Recovery Tribunal-II, Mumbai ("**DRT-II Mumbai**") in 2005 bearing O.A. No. 203/2005, with Yusuf Dhanani and Raoof Dhanani, who were guarantors for the said term loan being listed as parties to the suit. The DRT-II Mumbai through its judgement dated September 29, 2006 allowed for the recovery of an amount of ₹2.75 million from Yusuf Dhanani and Raoof Dhanani ("**DRT Order**") and issued a recovery certificate dated October 19, 2006. Subsequently, insolvency notice N/73 of 2007 dated March 16, 2007 was issued by the High Court of Bombay to Yusuf Dhanani and Raoof Dhanani (as judgement creditors), to pay SICOM ₹6.01 million, with interest on the sum of ₹2.75 million at the rate of 12% per annum from January 24, 2007 until payment, as claimed by SICOM and as set out in the DRT Order, which amount the Defendants had failed to pay. Yusuf Dhanani and Raoof Dhanani filed a notice of motion dated November 30, 2007 in the High Court of Bombay for setting aside the insolvency notice. The Bombay High Court has passed an order dated July 5, 2016, wherein the notice of motion N/73 of 2007 involving the Defendants and other similar insolvency matters have been reserved for directions until the Supreme Court decides whether an insolvency notice can be issued on the basis of a judgment and order passed by the debt recovery tribunal. The matter is currently pending.

Criminal Litigation against Raoof Dhanani

A complaint was filed by Videocon Leasing and Industrial Finance Limited ("**Complainant**") under Sections 34, 415, 418 and 420 of the Indian Penal Code ("**IPC**") and Section 200 of the Criminal Procedure Code before the Additional Criminal Judicial Magistrate, Court No. 8, Ghaziabad, against, *inter alia*, Raoof Dhanani for dishonestly inducing the Complainant to part with ₹160 million for issuance of non-convertible, redeemable debentures of Divya Chemicals

Limited ("**DCL**"), which were not issued and subsequently, *inter alia*, undertaking to repay an amount of ₹225.57 million to the Complainant, which was also done. Pursuant to order dated May 9, 2003, the Magistrate issued summons to the accused, including Raoof Dhanani to appear before the court. The accused filed an application under Section 245(2) of the Criminal Procedure Code for discharge and pleaded that the court at Ghaziabad did not have jurisdiction to hear the matter. The Magistrate rejected the application, against which the accused, including Raoof Dhanani, filed a criminal revision petition no. 578 of 2004 before the Additional Sessions Judge, Court no. 1, Ghaziabad, which was rejected. Thereafter, the accused filed a criminal miscellaneous application no. 11816 of 2005 before the High Court of Allahabad claiming that the Magistrate at Ghaziabad did not have territorial jurisdiction to hear the matter. The High Court of Allahabad upheld the application and directed the Magistrate to decide the question of territorial jurisdiction according to law, without insisting on the personal appearance of the accused. The matter is currently pending.

Civil Litigation by Raoof Dhanani

Nil

Criminal Litigation by Raoof Dhanani

Nil

Actions by statutory/ regulatory authorities against Raoof Dhanani

Please see details of the notices received by Raoof Dhanani from the DGFT, under "*Outstanding Litigation and Material Developments – Litigation involving our Promoters– Litigation involving SHL – Actions by statutory/ regulatory authorities against SHL*", on page 483.

Disciplinary action including penalty imposed by SEBI or stock exchanges against Raoof Dhanani in the last five financial years including outstanding action

1. <u>Show cause notice dated June 27, 2014 issued by SEBI to certain promoters and promoter group members of Liberty Phosphate Limited, including our Promoter, Raoof Dhanani</u>

   Our Promoter and Director, Raoof Dhanani and certain erstwhile promoters and promoter group members of Liberty Phosphate Limited, which subsequently merged with Coromandel International Limited received a common show cause notice bearing reference number EAD-5/ADJ/ASK/AA/OW/18543/2014 dated June 27, 2014 issued by SEBI, in relation to violation of Regulation 11(1) read with Regulation 14(1) of the Takeover Regulations, 1997 for failure to make a public announcement on acquisition of shares exceeding the prescribed thresholds. SEBI directed the noticees to reply to the show cause notice within 14 days from the date of receipt of the show cause notice. Further, SEBI also issued individual show cause notices to the said erstwhile promoters and promoter group members of Liberty Phosphate Limited, including Raoof Dhanani. The individual show cause notice dated June 27, 2014 issued to Raoof Dhanani bore reference number EAD-5/ADJ/ASK/AA/OW/18536/2014. For details of the individual show cause notice received by Raoof Dhanani, see "*Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving Raoof Dhanani - Disciplinary action including penalty imposed by SEBI or stock exchanges against Raoof Dhanani in the last five financial years including outstanding action – Show cause notice dated June 27, 2014 issued by SEBI to Raoof Dhanani*" on page 490. Pursuant to the provisions of the Securities and Exchange Board of India (Settlement of Administrative and Civil Proceedings) Regulations, 2014, the noticees jointly filed a consent application no. 2905 of 2014 on October 8, 2014 and a rectified consent application on November 12, 2014 before SEBI in relation to the common show cause notice and the individual show cause notices. SEBI rejected the consent application vide letter dated February 18, 2016, for failure of the noticees to submit details in relation to the necessary disclosures under the SEBI Insider Trading Regulations, 1992, which were required to be made by the noticees in relation to the trades referred to in the show cause notices. Subsequently, vide order dated July 25, 2016, the Securities Appellate Tribunal permitted SEBI to withdraw the letter dated February 18, 2016 issued to the noticees. Thereafter, pursuant to letter dated July 29, 2016 issued by the noticees to SEBI, the noticees requested SEBI to pass an appropriate consent order in the matter, assuming non-compliance with the SEBI Insider Trading

Regulations, 1992. Subsequently, pursuant to adjudication proceedings initiated by SEBI against the noticees, personal hearings were held on October 18, 2016 and December 5, 2016. Thereafter, the noticees were directed by SEBI to appear for an internal committee meeting on July 25, 2017, and to submit the revised settlement terms during the meeting itself. By way of form F dated July 26, 2017, the noticees submitted a revised settlement application for ₹22.13 million in relation to the common consent application.

Subsequently, pursuant to an email dated October 12, 2017, SEBI accepted the settlement application no. 2905 of 2014 filed in the matters and directed the applicants to comply with the non-monetary terms, if any, and pay an aggregate amount of ₹22.13 million towards settlement charges to the SEBI. The applicants paid the settlement charges and through its settlement order dated November 1, 2017, SEBI disposed of the adjudication proceedings initiated against the applicants through its show cause notices dated June 27, 2014.

2. Show cause notice dated June 27, 2014 issued by SEBI to Raoof Dhanani

Raoof Dhanani received a show cause notice bearing reference EAD-5/ADJ/ASK/AA/OW/18536/2014 dated June 27, 2014 issued by SEBI, in relation to violation of Regulations 8(2), 7(1) and 7(1A) of the Takeover Regulations, 1997 for failure to make prescribed disclosures for dealings in securities of Liberty Phosphate Limited, which subsequently merged with Coromandel International Limited. SEBI directed Raoof Dhanani to reply to the show cause notice within 14 days from the date of receipt of the show cause notice, failing which the matter would be proceeded with on the basis of the evidence on record. Raoof Dhanani, along with certain erstwhile promoters and promoter group members of Liberty Phosphate Limited filed a common consent application no. 2905 of 2014 on October 8, 2014 and a rectified consent application on November 12, 2014 before SEBI. Further, Raoof Dhanani issued a letter dated December 3, 2016 to SEBI, in response to the said show cause notice, requesting SEBI to drop the alleged charges. For details of the consent and adjudication proceedings in relation to the said consent application, see "*Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving Raoof Dhanani – Disciplinary action including penalty imposed by SEBI or stock exchanges against Raoof Dhanani in the last five financial years including outstanding action – Show cause notice dated June 27, 2014 issued by SEBI to certain promoters and promoter group members of Liberty Phosphate Limited, including our Promoter, Raoof Dhanani*" on page 489.

3. Show cause notice dated May 12, 2015 issued by SEBI to Liberty Phosphate Limited and its directors and compliance officers, including our Promoter, Raoof Dhanani

Liberty Phosphate Limited (which subsequently merged with Coromandel International Limited), Raoof Dhanani, and other directors and compliance officers of Liberty Phosphate Limited received a show cause notice bearing reference EAD-2/PU/13355/2015 dated May 12, 2015 issued by SEBI. Pursuant to the show cause notice, Raoof Dhanani and other directors and compliance officers of Liberty Phosphate Limited were directed to show cause within 14 days of receipt of the show cause notice, why an inquiry should not be held against them and penalty should not be imposed for violation of Clause 1.2 of the code of conduct specified under Part A of the Schedule I of the SEBI Insider Trading Regulations, 1992 read with Regulation 12(1) of the SEBI Insider Trading Regulations, 1992. Certain noticees, including Raoof Dhanani, jointly filed a consent application on July 20, 2015 before SEBI.

Subsequently, pursuant to an email dated October 12, 2017, SEBI accepted the settlement application no. 2988 of 2015 filed in the matter and directed the applicants to comply with the non-monetary terms, if any, and pay an aggregate amount of ₹1.36 million towards settlement charges to the SEBI. The applicants paid the settlement charges and through its settlement order dated October 31, 2017, SEBI disposed of the adjudication proceedings initiated against the applicants through its show cause notice dated May 12, 2015.

4. Show cause notice dated January 4, 2017 issued by SEBI to Raoof Dhanani

Raoof Dhanani received a show cause notice bearing reference SEBI/HO/EAD/EAO/OW/P/2017/277/1 dated January 4, 2017 issued by SEBI, in relation to violation of Regulations 22(1) and 24(1) of the Takeover Regulations, 2011 during an open offer by Raoof Dhanani and certain persons acting in concert with him in February 2013, by (a) undertaking an acquisition of shares of SHL attracting the obligation of making an

open offer during the open offer period, before the expiry of 21 days from the date of the public statement; and (b) appointing Raoof Dhanani as an additional director of SHL during the open offer period, each without depositing 100% of the consideration payable under the open offer in escrow (assuming full acceptance of the open offer). SEBI subsequently issued an adjudication order no. RA/DPS/308/2018 dated February 23, 2018, directing Raoof Dhanani to pay a penalty of ₹1.60 million within 45 days of receipt of the said adjudication order. Raoof Dhanani has paid the penalty within the prescribed time period set out in the said adjudication order.

Tax proceedings involving Raoof Dhanani

Nature of Tax Proceedings	Number of cases	Amount involved (in ₹ million)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

Litigation involving Suchitra Dhanani

Civil Litigation against Suchitra Dhanani

Sanya Dhanani and Zoya Dhanani, who are daughters of (late) Sajid Dhanani filed an application dated November 2016 for grant of succession certificate under Section 325 of the Indian Succession Act, 1925 before the XIII Civil Judge, Class I, Indore, wherein Suchitra Dhanani and public at large are named as respondents. The first class magistrate, Indore passed an order dated February 16, 2018 granting an application made by Sanya Dhanani and Zoya Dhanani under Section 372 of the Indian Succession Act, 1925 in respect of certain shares of SHL. The issuance of the succession certificate is currently pending.

Criminal Litigation against Suchitra Dhanani

Nil

Civil Litigation by Suchitra Dhanani

Suchitra Dhanani, wife of (late) Sajid Dhanani, filed an application for issuance of a letter of administration under Section 272 of the Indian Succession Act, 1925. The second upper district magistrate, Indore passed an order dated May 2, 2018 granting issuance of a letter of administration in favour of Suchitra Dhanani. The magistrate also directed this order to be sent to the collector to finalize valuation of properties. The issuance of the letter of administration is currently pending.

Criminal Litigation by Suchitra Dhanani

Nil

Actions by statutory/ regulatory authorities against Suchitra Dhanani

1. Please see details of the notices received by Suchitra Dhanani from the DGFT, under "*Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving SHL – Actions by statutory/ regulatory authorities against SHL*", on page 483.

2. Please see details of the notice received by Suchitra Dhanani from the Mahanagar Seva Sadan, Health Department, Ahmedabad Municipal Corporation, under "*Outstanding Litigation and Material Developments – Litigation involving our Company – Actions by statutory/ regulatory authorities against our Company*" on page 478.

3. SHL by way of a letter dated September 17, 2020 to BSE, intimated a non-compliance of Regulation 9(1) of the SEBI Insider Trading Regulations, 2015 by Suchitra Dhanani and Azhar Dhanani. The letter stated that Suchitra Dhanani and Azhar Dhanani had traded in the shares of SHL on September 10, 2020 during the

closure of the trading window and without applying for a pre-clearance from the compliance officer of SHL. The letter further stated that the audit committee of SHL reviewed the matter and found that Suchitra Dhanani and Azhar Dhanani did not have access to Unpublished Price Sensitive Information (UPSI) at the time of the transaction.

Disciplinary action including penalty imposed by SEBI or stock exchanges against Suchitra Dhanani in the last five financial years including outstanding action

Please see details under "*Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving Kayum Dhanani - Disciplinary action including penalty imposed by SEBI or stock exchanges against Kayum Dhanani in the last five financial years including outstanding action – Show cause notice dated January 4, 2017 issued by SEBI to promoters and promoter group members of SHL, including, Kayum Dhanani*", on page 487.

Tax proceedings involving Suchitra Dhanani

Nature of Tax Proceedings	Number of cases	Amount involved (in ₹ million)
Direct Tax	12	2.13
Indirect Tax	Nil	Nil

Litigation involving our Directors, other than our Promoters

For litigation involving our Directors who are also Promoters, please see "*Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving Kayum Dhanani*", "*Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving Raoof Dhanani*" and "*Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving Suchitra Dhanani*" beginning on pages 486, 488 and 491.

Civil Litigation against our Directors, other than our Promoters

Nil

Criminal Litigation against our Directors, other than our Promoters

Nil

Civil Litigation by our Directors, other than our Promoters

Nil

Criminal Litigation by our Directors, other than our Promoters

Nil

Actions by statutory/ regulatory authorities against our Directors, other than our Promoters

1. Our Director, Abhay Chaudhari received a show cause notice from the Income Tax Department, Hyderabad on February 6, 2020. The notice directed Abhay Chaudhari to show cause as to why proceedings under Section 276B read with Section 278B of the IT Act should not be initiated against him as director of Athena for delay by Athena in remitting TDS for the Fiscal 2017. The matter is currently pending.

2. Please see details of the notices received by our Director, T Narayanan Unni from the DGFT, under "*Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving SHL – Actions by statutory/ regulatory authorities against SHL*", on page 483.

3. Please see details of the notice received by our Directors, T Narayanan Unni and Tarun Khanna from the Mahanagar Seva Sadan, Health Department, Ahmedabad Municipal Corporation, under "*Outstanding Litigation and Material Developments – Litigation involving our Company – Actions by statutory/ regulatory authorities against our Company*" on page 478.

Tax proceedings involving our Directors, other than our Promoters

Nature of Tax Proceedings	Number of cases	Amount involved (in ₹ million)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

Material developments since November 30, 2020

Other than as disclosed in this Red Herring Prospectus, in the opinion of the Board, there has not arisen, since the date of the last balance sheet included in this Red Herring Prospectus, any circumstance that materially and adversely affects or is likely to affect the trading or profitability of our Company taken as a whole or the value of our consolidated assets or our ability to pay our liabilities over the next 12 months.

Outstanding dues to Creditors

All creditors of the Company to whom the amount due by the Company exceeds 5% of the total trade payables of the Company as on November 30, 2020, i.e., ₹43.20 million, in accordance with the Restated Consolidated Financial Information, shall be considered material, based on the policy of materiality adopted by our Board on February 10, 2021. Based on the materiality policy of the Board, there are no material creditors of the Company.

The dues owed to micro, small and medium enterprises, material creditors and other creditors as at November 30, 2020 are set out below:

Type of Creditors	Number of creditors	Amount involved (in ₹ million)
Micro, small and medium enterprises	104	27.54
Material Creditors	Nil	Nil
Other Creditors	3,643	836.52
Total outstanding dues	3,747	864.06

The details pertaining to net outstanding overdues towards our material creditors are available on the website of our Company at https://www.barbequenation.com/investor. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www.barbequenation.com, would be doing so at their own risk.

GOVERNMENT AND OTHER APPROVALS

Our Company and our material Subsidiaries have received the necessary consents, licenses, permissions, registrations and approvals from various governmental agencies and other statutory and/ or regulatory authorities required for carrying out our present business activities and except as mentioned below, no further material and necessary approvals are required for carrying on our present business activities or those of our material Subsidiaries. Our Company and our material Subsidiaries undertake to obtain all material and necessary approvals and licenses and permissions required to operate our present business activities. It must be distinctly understood that, in granting these approvals, the Government of India, the Reserve Bank of India or any other authority does not take responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals or licenses are valid as of the date of this Red Herring Prospectus and in case of licenses and approvals which have expired, we have either made an application for renewal or are in the process of making an application for renewal. For details of risk associated with not obtaining or delay in obtaining the requisite material approvals, see "*Risk Factors – We require a number of regulatory approvals, registrations, licenses and permits in respect of our operations. Failure to obtain or maintain licenses, registrations, permits and approvals may adversely affect our business and results of operations.*" on page 64. For further details, in connection with the applicable regulatory and legal framework, see "*Regulations and Policies*" on page 220.

The objects clause of the respective memoranda of association enables our Company and our Subsidiaries to undertake their respective present business activities.

I. Incorporation details of our Company and our material Subsidiary in India, Red Apple

1. Certificate of incorporation dated October 13, 2006 issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior to our Company, in its former name, being Sanchi Hotels Private Limited.

2. Fresh certificate of incorporation dated February 18, 2008 issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior to our Company consequent upon change of name to Barbeque-Nation Hospitality Private Limited.

3. Fresh certificate of incorporation dated March 4, 2008 issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior to our Company consequent upon change of name on conversion to public limited company to Barbeque-Nation Hospitality Limited.

4. Certificate of registration of the regional director order for change of state issued to our Company by the RoC on January 15, 2014.

5. Our Company was allotted a corporate identity number U55101KA2006PLC073031.

6. Certificate of incorporation dated May 2, 2005 issued by the RoC to our material Subsidiary, Red Apple in its former name, being JMJ Kitchen Consultancy Services Private Limited.

7. Fresh certificate of incorporation dated January 3, 2008 issued by the RoC to our material Subsidiary, Red Apple consequent upon change of name to Red Apple Kitchen Consultancy Private Limited.

8. Our material Subsidiary, Red Apple was allotted a corporate identity number U55101KA2005PTC036195.

II. Approvals in relation to the Offer

For details, see "*Other Regulatory and Statutory Disclosures*" and "*The Offer*" on pages 498 and 82, respectively.

III. Approvals under tax laws of our Company and our material Subsidiary in India, Red Apple

Our Company and our material Subsidiary, Red Apple, are required to register themselves under various tax laws such as the IT Act and GST Act, and are also required to pay state specific professional tax. The permanent account number issued to our Company by the Income Tax Department under the IT Act is AAKCS3053N. The tax deduction and collection account number issued to our Company under the IT Act is BLRB11709F. The permanent account number issued to our material Subsidiary, Red Apple, by the Income Tax Department under the IT Act is AABCJ5455E. The tax deduction and collection account number issued to our material Subsidiary, Red Apple, under the IT Act is BLRJ02321E.

Our Company and our material Subsidiary, Red Apple have obtained the necessary licenses and approvals from the appropriate regulatory and governing authorities in relation to such tax laws in India, except GST registration for at least one restaurant outlet of the Company. Additionally, certain restaurant outlets and offices of our Company, as well as certain restaurant outlets and the registered office of our material Subsidiary, Red Apple, have not been included in the professional tax registration documents obtained in certain states.

IV. Material Approvals necessary for carrying on Business and Operations of our Company and our material Subsidiary in India, Red Apple

In order to operate our restaurant outlets in India, our Company and our material Subsidiary, Red Apple, require various approvals and/ or licenses under various laws, rules and regulations. These approvals and/ or licenses, *inter alia*, include licenses under the FSSA, the Legal Metrology Act, fire safety certificates, approval of state pollution control boards, public performance licenses, trade license, liquor license and licenses from police departments of certain states including eating house licenses where applicable.

Applications for certain approvals and renewal applications for certain approvals including licenses under the FSSA, the Legal Metrology Act, consents from pollution control boards, fire safety certificates, liquor licenses, public performance licenses and trade licenses have either been made or are in the process of being made and in certain instances, are yet to be made to the relevant authorities in relation to certain restaurant outlets of our Company in India. Similarly, applications for certain approvals including licenses under the Legal Metrology Act, public performance licenses and trade licenses have either been made or are in the process of being made and in certain instances, are yet to be made to the relevant authorities in relation to certain restaurant outlets of our material Subsidiary, Red Apple.

In respect of certain restaurant outlets of our Company and our material Subsidiary, Red Apple, our landlords have not obtained fire safety certificates in respect of the properties in which we operate.

Renewal applications for the factory license and trade license in relation to the commissary of our Company at New Delhi and for the consent from the state pollution control board in relation to the commissary of our Company at Mumbai are in the process of being made. Additionally, the restaurant outlets and the registered office of our material Subsidiary, Red Apple, have not obtained coverage under any public liability insurance.

V. Registrations under Employment Laws of our Company and our material Subsidiary in India, Red Apple

Our Company and our material Subsidiary, Red Apple have obtained registrations under employment laws, including, shops and establishments legislations of certain states, the EPF Act and the ESI Act and the Payment of Gratuity Act, 1972.

Applications for renewal under the shops and establishments legislations have either been made or are in the process of being made and in certain instances, are yet to be made to the relevant authorities in relation to certain restaurant outlets and one office of our Company in India. Further, an application for registration under the relevant shops and establishment legislations is yet to be made for the registered office of our material Subsidiary, Red Apple.

Further, certain restaurant outlets of our Company and certain restaurant outlets and the registered office of our material Subsidiary, Red Apple, are yet to obtain registration under the ESI Act. One office and at least

one restaurant outlet of our Company have not been included in the notice of opening submitted to the controlling authority under the Payment of Gratuity Act, 1972.

VI. Material Approvals required for our material Subsidiaries outside India

Our material Subsidiary, BNRL has obtained a VAT registration, and for each of its restaurant outlets, commercial licenses and insurance, which are material and necessary for carrying on its business and operations. BNRL is in the process of renewing the commercial license for each of its restaurant outlets.

Our material Subsidiary, BHL has obtained a service license which is material and necessary for carrying on its business and operations.

Our material Subsidiary, BN Malaysia has obtained a business license and Sales and Service Tax (SST) registration which are material and necessary for carrying on its business and operations. BN Malaysia is yet to renew the insurance for its restaurant.

Our material Subsidiary, BNIL has obtained a commercial license and municipal tax registration which is material and necessary for carrying on its business and operations.

VII. Intellectual Property

In India

Our Company has registered the following trademarks in India:

Sl. No.	Trade Mark	Trade Mark No.	Class	Certificate No.	Valid upto
1.	BARBEQUE NATION	2303973	43	1319266	March 22, 2022
2.	BARBEQUE EXPRESS	2303972	43	1319262	March 22, 2022
3.	BARBEQUE NATION	1483932	42	1035651	September 4, 2026
4.	ATMOS FIRE	2795990	43	1609957	August 22, 2024
5.	BARBEQUE NATION	2788950	43	1649082	August 8, 2024
6.	ATMOS FIRE	2797205	41	1607898	August 25, 2024
7.	BARBEQUE JUNCTION	2307150	43	1764890	March 28, 2022
8.	BARBEQUE NATION	3194743	43	2294901	February 24, 2026
9.	UBQ BY BARBEQUE NATION	4230470	43	2366943	July 9, 2029
10.	UBQ	4230469	43	2366944	July 9, 2029
11.	BARBEQUE NATION	3194744	43	2552419	February 24, 2026
12.	BARBEQUE NATION	3194742	43	2438875	February 24, 2026
13.	BARBEQUE NATION	3194745	43	2442808	February 24, 2026
14.	KULFI NATION	3959403	99	2615138	September 28, 2028

Additionally, our Company has made an application for registration of the trademark 'COOLFIES' which has been objected. We have opposed applications for registration of trademarks 'BARBECUE DELIGHTS', 'PLANET BARBEQUE', 'BARBEQUE DELIGHT', 'GRILL NATION', 'THE BBQ CO.', 'THE BBQ COMPANY' and 'BARBEQUE FACTORY' filed by third parties. Our Company has also filed an application for copyright registration of the music work 'JHOOM BARBEQUE JHOOM KEBABI'.

Our material Subsidiary, Red Apple, has registered the trademark 'TOSCANO'. An application made by Red Apple for the registration of the trademark 'CAFE TOSCANO' was refused.

Overseas

Our Company has registered the trademark 'BARBEQUE NATION' (logo(s) and / or word mark) in United Arab Emirates, Sri Lanka, Singapore, Saudi Arabia, Kuwait, Bahrain, United Kingdom, European Union, Canada, China, Hong Kong, Maldives, South Africa, Japan and Bhutan.

Additionally, our Company has made other applications for registration of the trademark 'BARBEQUE NATION', which are pending registration in Sri Lanka, Malaysia, USA, Egypt, Nepal, Bangladesh and Canada. These applications are at various stages in the registration process. The trademark applications filed by our Company in Egypt have been refused and the applications filed by our Company in Thailand have been abandoned. In relation to the applications in Malaysia, the trademarks registry has agreed to waive the objections previously raised and has provisionally accepted the trademark applications, subject to certain conditions.

Our material Subsidiary, BNIL has registered the trademark 'BARBEQUE NATION INTERNATIONAL' in Oman.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board approved the Offer pursuant to the resolutions passed at their meeting held on October 31, 2019 and December 22, 2020 and our Shareholders approved the Offer pursuant to special resolutions passed at the EGMs held on November 29, 2019 and January 23, 2021 under Section 62(1)(c) of the Companies Act, 2013.

For details on the authorisations of the Selling Shareholders in relation to the Offer, see "*The Offer*" on page 82.

The Equity Shares being offered by the Selling Shareholders in the Offer have been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus with SEBI and are eligible for being offered for sale in the Offer.

Our Company has received in-principle approval from the BSE and the NSE for the listing of the Equity Shares pursuant to letter dated March 9, 2020 and April 8, 2020, respectively.

Each of the Selling Shareholders has severally and on its own account confirmed that he/she/it has not been prohibited from dealings in the securities market and the Equity Shares proposed to be offered and sold by each of them are free from any lien, encumbrance, transfer restrictions or third party rights (other than such rights as set out under the various shareholder agreements) further details of which are set out in "*History and Certain Corporate Matters*" on page 224.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group, the persons in control of our Company and the Promoters, and the Selling Shareholders have not been prohibited or debarred from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of our Promoters or Directors is a promoter or director of a company that has been debarred from accessing capital markets.

Except for (a) Tarun Khanna, who is associated with AAJVIT, CX Advisors LLP and CX Alternative Investment Fund and (b) Devinjit Singh, who is associated with Xponentia Opportunities Fund-I, none of our Directors are associated with the securities market in any manner.

Except as disclosed in "*Outstanding Litigation and Material Developments*" on page 476, there has been no action initiated by SEBI against our Directors or any of the entities in which our Directors are involved in as promoters or directors, in the past five years.

None of our Promoters or Directors has been declared as a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI or as a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended ("**SBO Rules**"). Our Promoters, members of the Promoter Group and the Selling Shareholders are in compliance with the SBO Rules to the extent applicable to each of them as on the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company was eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations at the time of filing of the DRHP. However, the Company is no longer eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and accordingly is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the Net Offer to qualified institutional buyers and to refund the full subscription money if it fails to do so. "

We are an unlisted company and do not satisfy the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations. Therefore, we are required to allot not less than 75% of the Net Offer to QIBs to meet the conditions set out in Regulation 6(2) of the SEBI ICDR Regulations. In the event we fail to do so, the full application monies shall be refunded to the Bidders in accordance with the SEBI ICDR Regulations.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted will be not less than 1,000.

Our Company is in compliance with the conditions specified in Regulations 5 and 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with Regulation 7(2) of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING IIFL SECURITIES LIMITED, AMBIT CAPITAL PRIVATE LIMITED, AXIS CAPITAL LIMITED AND SBI CAPITAL MARKETS LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, AND EACH SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF FOR ITS RESPECTIVE PROPORTION OF THE EQUITY SHARES OFFERED BY WAY OF THE OFFER FOR SALE, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE. THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 17, 2020 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

The filing of the Draft Red Herring Prospectus does not absolve any Selling Shareholder from any liability to the extent of the statements made by such Selling Shareholder in respect of the Equity Shares offered by it under the Offer for Sale, under the Companies Act, 2013.

All legal requirements pertaining to the Offer will be complied with at the time of filing of this Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

Caution - Disclaimer from our Company, the Directors, the Selling Shareholders and the BRLMs

Our Company, the Directors, the Selling Shareholders and the BRLMs accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.barbeque-nation.com or the respective websites of our Subsidiaries, Promoters or our Group Entities, would be doing so at his or her own risk. Each Selling Shareholder, its directors, affiliates, associates and officers accepts/undertakes no responsibility for any statements made other than those statements made by such Selling Shareholder in relation to itself and to the Equity Shares offered by it, by way of the Offer for Sale in the Offer.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders and the BRLMs to the public and investors at large and no selective or additional information would be made available by our Company, Selling Shareholders or the BRLMs for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

Neither our Company, our Directors, the Selling Shareholders nor any member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with and perform services for our Company, our Shareholders, our Subsidiaries, the Selling Shareholders or their respective affiliates or associates in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, our Shareholders, our Subsidiaries, the Selling Shareholders or their respective affiliates or associates for which they may in the future receive customary compensation.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, permitted insurance companies, provident funds and pension funds, National Investment Fund, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India and systematically important NBFCs registered with the RBI) and to Eligible NRIs and FPIs and other eligible foreign investors including registered multilateral and bilateral development financial institutions. This Red Herring Prospectus does not, however, constitute an invitation to subscribe or purchase

Equity Shares in the Offer in any jurisdiction including India, and this Red Herring Prospectus will not constitute an invitation to subscribe or to purchase Equity Shares offered thereby in any jurisdiction, other than India, to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus has been filed with the RoC. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, our Subsidiaries, our Group Entities or the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and pursuant to the applicable laws of the jurisdictions where those offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

All Equity Shares offered and sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented to and agreed with our Company, the Selling Shareholders and the BRLMs that it has received a copy of this Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

a) the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

b) the purchaser acknowledges that the Equity Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;

c) the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S;

d) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares, was located outside the United States at the time (i) the offer was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United Sates or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

e) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

f) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (i) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the Securities Act and (ii) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until the Company determines, in its sole discretion, to remove them;

g) the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation under the Securities Act in the United States with respect to the Equity Shares;

h) the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

"THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), OR (4) PURSUANT TO ANOTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE U.S. SECURITIES ACT FOR RESALES OF THE EQUITY SHARES. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EQUITY SHARES MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE EQUITY SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK."

i) the purchaser is not acquiring the Equity Shares as a result of any "directed selling efforts" (within the meaning of Rule 902(c) of Regulation S);

j) the Company will not recognise any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

k) the purchaser acknowledges that the Company, the Selling Shareholders, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Disclaimer Clause of BSE

BSE Limited ("**the Exchange**") has given vide its letter dated March 09, 2020 permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are

proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause of NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/762 dated April 08, 2020 permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Listing

Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. NSE is the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Price information of past issues handled by the BRLMs

A. IIFL

1. Price information of past issues handled by IIFL

Sr. No.	Issue Name	Issue Size (in Rs. Mn)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Credit Access Grameen Limited	11,311.88	422.00	August 23, 2018	390.00	-21.16%,[-3.80%]	-14.91%,[-8.00%]	-5.71%,[-8.13%]
2	Polycab India Limited	13,452.60	538.00	April 16, 2019	633.00	+15.36% [-5.35%]	+14.70% [-1.99%]	+23.76% [-4.09%]
3	Spandana Sphoorty Financial Ltd	12,009.36	856.00	August 19, 2019	825.00	-0.56% [-2.14%]	+52.76% [+7.61%]	+17.32%[+9.59%]
4	Sterling and Wilson Solar Ltd	28,809.42	780.00	August 20, 2019	706.00	-21.88%,[-1.60%]	-48.63%,[+7.97%]	-64.78%,[+9.95%]
5	CSB Bank Ltd	4,096.77	195.00	December 4, 2019	275.00	+8.36%, [+1.98%]	-12.18%, [-7.56%]	-36.95%, [-20.45%]
6	Ujjivan Small Finance Bank Limited	7,459.46	37.00	December 12, 2019	58.75	+41.08%, [+2.38%]	+10.27% ,[-12.70%]	-16.62%, [-15.07%]
7	Equitas Small Finance Bank Ltd	5,176.00	33.00	November 2, 2020	31.10	+5.45%, [+12.34%]	+19.55%, [16.84%]	N.A.
8	Mrs. Bectors Food Specialities Ltd	5,405.40	288.00	December 24, 2020	500.00	+37.69%, [+4.53%]	N.A.	N.A.
9	Antony Waste Handling Cell Limited	2,999.85	315.00	January 1, 2021	436.10	-10.27%, [-2.74%]	N.A.	N.A.
10	MTAR Technologies Limited	5964.14	575.00	March 15, 2021	1,050.00	N.A.	N.A.	N.A.

Source: www.nseindia.com

Note: Benchmark Index taken as CNX NIFTY. Price on NSE is considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. The Nifty 50 index is considered as the benchmark index. NA means Not Applicable.

2. Summary statement of price information of past issues handled by IIFL during current financial year and two financial years preceding the current financial year:

Financial Year	Total No. of IPO's	Total Funds Raised (in Rs. Mn)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19	4	94,013.29	-	1	1	1	-	1	-	1	2	-	-	1
2019-20	5	65,827.61	-	-	2	-	1	2	1	1	1	-	-	2
2020-21	4	19,545.39	-	-	1	-	1	1	-	-	-	-	-	-

Source: www.nseindia.com
Note: Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered. NA means Not Applicable.
NA means Not Applicable.

B. Axis

1. Price information of past issues handled by Axis:

Sr. No.	Issue name	Issue size (Rs. Million)	Issue price (Rs.)	Listing date	Opening price on listing date (in Rs)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Home First Finance Company India Limited	11,537.19	518.00	February 3, 2021	618.80	+4.98%, [+1.97%]	-	-
2	UTI Asset Management Company Limited	21,598.84	554.00	October 12, 2020	500.00	-10.43%, [+5.87%]	-0.60%, [+20.25%]	-
3	Mazagon Dock Shipbuilders Limited	4,436.86	145.00	October 12, 2020	214.90	+18.90%, [+5.87%]	+52.90%, [+20.25%]	-
4	Route Mobile Limited	6,000.00	350.00	September 21, 2020	717.00	+105.81%, [+5.74%]	+231.04%, [+22.31%]	-
5	Rossari Biotech Limited	4,962.50	425.00	July 23, 2020	669.25	+87.25%, [+1.39%]	+86.59%, [+6.08%]	+100.79%, [+27.34%]
6	SBI Cards and Payment Services Limited	103,407.88	755.00@	March 16, 2020	661.00	-33.05%, [-2.21%]	-21.79%, [+8.43%]	+12.50%, [+24.65%]
7	CSB Bank Limited	4,096.77	195.00	December 4, 2019	275.00	+8.36%, [+1.98%]	-12.18%, [-7.56%]	-36.95%, [-20.45%]
8	Sterling And Wilson Solar Limited	28,809.42	780.00	August 20, 2019	706.00	-21.88%, [-1.60%]	-48.63%, [+7.97%]	-64.78%, [+9.95%]

9	Spandana Sphoorty Financial Limited	12,009.36	856.00	August 19, 2019	825.00	-0.56%, [-2.14%]	+52.76%, [+7.61%]	+17.32%, [+9.59%]
10	Polycab India Limited	13,452.60	538.00^	April 16, 2019	633.00	+15.36%, [-5.35%]	+14.70%, [-1.99%]	+23.76%, [-4.09%]

Source: www.nseindia.com
@ Offer Price was Rs. *680.00 per equity share to Eligible Employees*
^Offer Price was Rs. 485.00 per equity share to Eligible Employees
Notes:
a. Issue Size derived from Prospectus/final post issue reports, as available.
b. The CNX NIFTY is considered as the Benchmark Index.
c. Price on NSE is considered for all of the above calculations.
d. In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.
e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Summary statement of price information of past issues handled by Axis during current financial year and two financial years preceding the current financial year:

Financial Year	Total no. of IPOs	Total funds raised (in Rs. Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2020-2021*	5	48,535.39	-	-	1	2	-	2	-	-	-	1	-	-
2019-2020	5	161,776.03	-	1	2	-	-	2	1	1	-	-	-	3
2018-2019	4	54,206.94	-	1	-	1	-	2	-	-	2	-	-	2

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.
Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

C. Ambit

1. Price information of past issues handled by Ambit:

S. No	Issue Name	Issue Size (in INR Mn)	Issue price (INR)	Listing Date	Opening price on listing date (INR)	% change in closing price, [+/-% change in closing benchmark]- 30th calendar days from listing	% change in closing price, [+/-% change in closing benchmark]- 90th calendar days from listing	% change in closing price, [+/-% change in closing benchmark]- 180th calendar days from listing

1	Chemcon Speciality Chemicals Limited	3,180.00	340.00	October 1, 2020	731.00	+21.06%, [+1.97%]	+22.62%, [+22.03%]	-

Source: www.nseindia.com

Notes:

a. Issue Size derived from Prospectus/final post issue reports, as available.

b. The CNX NIFTY is considered as the Benchmark Index.

c. Price on NSE is considered for all of the above calculations.

d. In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.

e. Since 180 calendar days from listing date has not elapsed for the above issue, data for same is not available.

2. Summary statement of price information of past issues handled by Ambit during current financial year and two financial years preceding the current financial year:

Financial Year	Total no. of issues	Total amount of funds raised (INR Mn)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%
2020-2021	1	3,180.00	-	-	-	-	-	1	-	-	-	-	-	-

Note: Since 180 calendar days from listing date has not elapsed for the above issue, data for same is not available.

D. SBICAP

1. Price information of past issues handled by SBICAP:

Sr. No.	Issue Name	Issue Size (₹ Mn.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Railtel Corporation of India Limited	8192.42	94.00	February 26, 2021	109.00	NA	NA	NA
2	Indian Railway Finance Corporation Ltd	46,333.79	26.00	January 29, 2021	24.90	-5.19% [+6.56%]	NA	NA
3	Mrs. Bectors Food Specialities Limited[1]	5,405.40	288.00	December 24,2020	500.00	37.69% [+4.53%]	NA	NA
4	UTI Asset Management Company Ltd	21,598.84	554.00	October 12, 2020	500.00	-10.43% [+5.87%]	-0.60% [+20.25%]	NA

5	Angel Broking Limited	6,000.00	306.00	October 05, 2020	275.00	-2.32% [+2.70%]	10.01% [+21.86%]	NA
6	SBI Cards & Payment Services Ltd.[2]	1,03,407.88	755.00	March 16, 2020	661.00	-33.05% [-2.21%]	-21.79% [+8.43%]	12.50% [+24.65]
7	Indian Railway Catering and Tourism Corporation Ltd [3]	6,379.60	320.00	October 14, 2019	626.00	191.53% [+5.05%]	186.64% [+8.07%]	291.84% [-19.66%]
8	Sterling and Wilson Solar Limited	28,496.38	780.00	August 20, 2019	706.00	-21.88% [-1.60%]	-48.63% [+7.97%]	-64.78% [+9.95%]
9	Ircon International Limited [4]	4,667.03	475.00	September 28, 2018	412.00	-27.04% [+8.24%]	-6.60% [-1.84%]	-15.71% [+5.06%]
10	RITES Limited [5]	4,604.40	185.00	July 02, 2018	190.00	34.97% [+6.56%]	33.03% [+2.56%]	49.70% [+1.90%]

Source: www.nseindia.com

***Notes**:*

** The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days isa trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*

** The Nifty 50 index is considered as the Benchmark Index*

1. *Price for eligible employee was Rs 273.00 per equity share*
2. *Price for eligible employees was Rs. 680.00 per equity share*
3. *Price for retail individual bidders bidding in the retail portion and to eligible employees was Rs. 310.00 per equity share*
4. *Price for retail individual bidders bidding in the retail portion and to eligible employees was Rs. 465.00 per equity share*
5. *Price for retail individual bidders bidding in the retail portion and to eligible employees was Rs. 179.00 per equity share*

2. Summary statement of price information of past issues during current financial year and two financial years preceding the current financial year handled by SBICAP:

Financial Year	Total no. of IPOs #	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-21*	5	87,530.45	-	-	3	-	1	-	-	-	-	-	-	-
2019-20	3	138,283.86	-	1	1	1	-	-	1	-	-	1	-	1
2018-19	4	48,748.88	-	1	1	1	1	-	-	1	-	-	2	1

** The information is as on the date of this document.*
 # Date of Listing for the issue is used to determine which financial year that particular issue falls into

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please see the websites of the BRLMs, as set forth in the table below:

Sr. No	Name of the BRLM	Website
1.	IIFL	www.iiflcap.com
2.	Axis	www.axiscapital.co.in
3.	Ambit Capital Private Limited	www.ambit.co
4.	SBI Capital Markets Limited	www.sbicaps.com/index.php/track-record-of-public-issue/

Consents

Consents in writing of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, Indian legal counsel to the Company, legal counsel to the BRLMs as to Indian law, bankers to our Company, Monitoring Agency, Technopak, the BRLMs, the Syndicate Members, the Escrow Collection Bank, the Public Offer Account Bank, the Refund Bank, the Sponsor Bank and the Registrar to the Offer to act in their respective capacities, have been obtained and will be filed along with a copy of this Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of this Red Herring Prospectus for filing with the RoC.

Experts

Except as stated below, our Company has not obtained any expert opinions:

(a) Our Company has received written consent from the Statutory Auditors namely, Deloitte Haskins & Sells, Chartered Accountants, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the Examination report of the Statutory Auditors on the Restated Consolidated Financial Information dated January 27, 2021, (ii) the Examination report on the Special Purpose Restated Standalone Financial Information dated January 27, 2021, and (iii) the statement of special tax benefits available to the Company and its shareholders dated February 21, 2021, included in this Red Herring Prospectus, however, the consent thereof does not represent an expert or consent under the U.S. Securities Act.

(b) Our Company has received written consent from the Sadashiv Prasad & Co, Chartered Accountants, to include their name as required under the Companies Act, 2013 and the SEBI ICDR Regulations in this Red Herring Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of the statement of special tax benefits available to Red Apple and its shareholders dated February 19, 2021.

(c) Our Company has received written consent from KSI Shah & Associates Chartered Accountants, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the statement of special tax benefits available to BHL dated February 20, 2021, and (ii) the statement of special tax benefits available to BNRL dated February 20, 2021.

(d) Our Company has received written consent from GP & Co, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the statement of special tax benefits available to BN Malaysia dated February 19, 2021.

(e) Our Company has received written consent from H.C. Shah Chartered Accountants to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the statement of special tax benefits available to BNIL dated February 20, 2021.

(f) Our Company has received written consent from Technopak dated February 20, 2021, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of the report entitled "Indian Food Services Market" dated February 19, 2021 included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues during the five years preceding the date of this Red Herring Prospectus.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for the Equity Shares in the last five years preceding the date of this Red Herring Prospectus.

Previous capital issue during the previous three years by the Company, listed Group Entities and Subsidiaries

Other than as disclosed in this Red Herring Prospectus, our Company has not undertaken any capital issue in the previous three years preceding the date of this Red Herring Prospectus.

None of our Group Entities and Subsidiaries is listed.

Performance vis-à-vis objects – Public/rights issue of our Company

Our Company has not undertaken any previous public or rights issue during the last five years preceding the date of this Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of our listed Subsidiaries and listed Promoters

None of our Subsidiaries is listed. There have been no shortfalls in performance vis-à-vis objects stated in the public/rights issue made by our listed Promoter, SHL, in the last five years preceding the date of this Red Herring Prospectus. Objects mentioned in the offer document of SHL issued in connection with its last issue during the preceding five years were satisfied.

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances shall be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. The Registrar to the Offer shall obtain the required information from the SCSBs and the Sponsor Bank for addressing any clarifications or grievances of ASBA Bidders. Our Bank, the BRLMs, and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances will be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has obtained authentication on SCORES and shall comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has appointed a Stakeholders' Relationship Committee comprising T Narayanan Unni, Abhay Chaudhari and Tarun Khanna as members. For details, see "*Our Management*" on page 241. As on the date of this Red Herring Prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Red Herring Prospectus.

Our Company has also appointed Nagamani CY, Company Secretary of our Company as the Compliance Officer for the Offer. For details, see "*General Information*" on page 93.

Our Group Entities and our Subsidiaries are not listed on any stock exchange.

Exemptions Sought

Pursuant to Regulation 300(1)(c) of the SEBI ICDR Regulations, SEBI is empowered to relax the strict enforcement of the requirements under the SEBI ICDR Regulations, including any non-compliance caused due to factors beyond the control of the issuer. Given the adverse circumstances which have impacted the Company on account of COVID-19, in an exemption application dated January 4, 2021 (the "**Exemption Application**") the Company had requested SEBI to waive the requirement to refile a draft red herring prospectus and grant exemptions from the following provisions of the SEBI ICDR Regulations:

(i) Paragraph (1)(d) of Schedule XVI to the SEBI ICDR Regulations for increasing the fresh issue size by up to 50% but with the inclusion of an additional object to the issue (i.e., expansion of existing restaurants and opening of new restaurants by the Company and its subsidiaries); and

(ii) Paragraph (1)(f)(iii) read with paragraph (1)(f)(ii) of Schedule XVI to the SEBI ICDR Regulations.

In a letter dated January 29, 2021, SEBI has granted the exemption for the exemption sought in paragraph (ii) above (the "**SEBI Exemption Letter**"). Further, SEBI did not accede to the exemption sought in paragraph (i) above. In the SEBI Exemption Letter, SEBI has also stated that such exemption will not be treated as a precedent.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, transferred and allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, the SEBI Listing Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the terms of this Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Ranking of the Equity Shares

The Equity Shares being issued and transferred pursuant to the Offer shall rank pari-passu in all respects with the existing Equity Shares including in respect of the right to receive dividend. The Allottees upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 542.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of Companies Act, the MoA and AoA and provisions of the SEBI Listing Regulations and other guideline or directions which may be issued by the Government of India in this regard. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 277 and 542, respectively. In relation to the Offer for Sale, the dividend (if declared) for the entire year shall be payable to the Allottees.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹5 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band, Employee Reservation Portion and the minimum Bid Lot size will be decided by our Company and TPL in consultation with the BRLMs and advertised in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta and the Bengaluru edition of the Kannada newspaper Hosadigantha (Kannada being the regional language of Karnataka where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading the same on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of Equity Shares.

The Offer

The Offer comprises a Fresh Issue and an Offer for Sale by the Selling Shareholders.

Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in the section "*Objects of the Offer – Offer Related Expenses*" on page 135.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 542.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated July 26, 2011 amongst NSDL, our Company and the Registrar to the Offer; and
- Tripartite agreement dated October 23, 2012 amongst CDSL, our Company and the Registrar to the Offer.

Market Lot and Trading Lot

Subject to the provisions of the Articles of Association, since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom,

in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Offer

Our Company and TPL, severally and not jointly, in consultation with the BRLMs, reserve the right not to proceed with the Fresh Issue and / or Offer for Sale, in whole or part thereof, after the Bid/Offer Opening Date but before the Allotment. In the event that the Company or TPL decide not to proceed with the Offer at all, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. In such event, the BRLMs through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank (in case of Retail Individual Bidders using the UPI Mechanism) to unblock the bank accounts of the ASBA Bidders and the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with an issue/offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Bid/Offer Programme

BID/OFFER OPENS ON	March 24, 2021[(1)]
BID/OFFER CLOSES ON	March 26, 2021

[(1)] *Our Company and TPL may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer Closing Date	March 26, 2021
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about April 1, 2021
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about April 5, 2021
Credit of Equity Shares to demat accounts of Allottees	On or about April 6, 2021
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about April 7, 2021

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company or the Selling Shareholders or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and TPL, in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Selling Shareholder confirms that it shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, with respect to the Equity Shares being offered by such Selling Shareholder in the Offer for Sale.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))
Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i). 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii). until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders and Eligible Employees Bidding under Employee Reservation Portion.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received from Retail Individual Bidders and Eligible Employees after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid File received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST.

Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise; and the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank or account of any error, omissions or non-compliance by various parties involved in, or in any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company and TPL in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and TPL may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid /Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Fresh Issue on the date of closure of the Offer; or withdrawal of applications or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchange for the Equity Shares so offered under this Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days, our Company and our Directors, who are officers in default, shall pay interest at the rate of fifteen per cent. per annum. Subject to applicable law, a Selling Shareholder shall not be responsible to pay interest for any delay, unless such delay has been caused solely by such Selling Shareholder. The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale. In the event that insufficient bids are received, after meeting the minimum subscription of 90% of the Fresh Issue, the balance allotment will be met through the Offered Shares offered by the Selling Shareholders on a *pro rata basis* to their respective shareholding.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

Any expense incurred by our Company on behalf of each Selling Shareholder with regard to refunds, interest for delays, etc. for the Equity Shares being offered in the Offer will be reimbursed by such Selling Shareholder to our Company in proportion to the Equity Shares being offered for sale by such Selling Shareholders in the Offer, to the extent that the delay is solely attributable to such Selling Shareholder.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and the market for our Equity Shares will be one Equity Share.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company, minimum Promoters' contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 103 and except as provided in the Articles of Association

there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 542.

New Financial Instruments

The Company is not issuing any new financial instruments through this Offer.

OFFER STRUCTURE

Initial Public Offering of up to [●] Equity Shares at price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹[●] comprising of a Fresh Issue of up to [●] Equity Shares aggregating to up to ₹1,800 million by our Company and an Offer for Sale of up to 5,457,470 Equity Shares aggregating to ₹[●] million. The Offer includes an Employee Reservation Portion of up to [●] Equity Shares aggregating to ₹20 million, for subscription by Eligible Employees. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid up Equity Share capital of our Company.

Our Company had filed the Draft Red Herring Prospectus with a fresh issue size of up to Rs.2,750 million. Subsequently, our Company has increased the size of the fresh issue as disclosed in the Draft Red Herring Prospectus in accordance with Schedule XVI(2)(a)((iii) of the SEBI ICDR Regulations to up to ₹3,299.69 million. Our Company and TPL have undertaken a Pre-IPO Placement of 5,951,132 Equity Shares for an aggregate amount equal to approximately ₹1,499.69 million. Pursuant to the Pre-IPO Placement, the size of the fresh issue of up to ₹3,299.69 million is reduced by approximately ₹1,499.69 million, and accordingly, the size of the Fresh Issue is up to ₹1,800 million. For details on the Pre-IPO Placement, see "*Capital Structure – Notes to the Capital Structure – Equity Share Capital History of Our Company*" on page 104.

The Offer is being made through the Book Building Process.

Particulars	Eligible Employees(1)	QIBs(2)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation (3)	Up to [●] Equity Shares	Not less than [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	The Employee Reservation Portion shall constitute upto [●]% of the post-Offer paid-up Equity Share capital of our Company	Not less than 75% of the Net Offer size shall be Allotted to QIBs. However, upto 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not more than 15% of the Net Offer	Not more than 10% of the Net Offer
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate; unless the Employee Reservation Portion is under subscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of	Proportionate as follows: (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available

Particulars	Eligible Employees(1)	QIBs(2)	Non-Institutional Bidders	Retail Individual Bidders
	undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000 up to ₹500,000 each	(b) [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to the other Anchor Investors.		Equity Shares, if any, shall be allocated proportionately. For details see, "*Offer Procedure*" on page 522.
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] to ensure that the maximum Bid Amount does not exceed ₹500,000(5)	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed the size of the Net Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Mode of Bidding	ASBA (except for Anchor Investors)			
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply	Eligible Employees	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds registered with the SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	Eligible Employees[1]	QIBs[2]	Non-Institutional Bidders	Retail Individual Bidders
		financial institutions, state industrial development corporation, insurance company registered with IRDA, provident fund (subject to applicable law) with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, in accordance with applicable law, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Company		
Terms of Payment	In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidders (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism (only RIBs) that is specified in the ASBA Form at the time of submission of the ASBA Form[4] In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form[5]			

**Assuming full subscription in the Offer*

(1) *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Retail Portion, and such Bids shall not be considered multiple Bids. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

(2) *Our Company and TPL may, in consultation with the BRLMs allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors.*

(3) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in accordance with Rule 19(2)(b) of the SCRR and under Regulation 6(2) of the SEBI ICDR Regulations.*

(4) *Anchor Investors are not permitted to use the ASBA process.*

(5) *Any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor pay-in date as indicated in the CAN.*

Subject to valid Bids being received at or above the Offer Price, any unsubscribed Equity Shares in the Employee Reservation Portion shall be added to the Net Offer. Under subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company and TPL in consultation with the BRLMs and the Designated Stock Exchange.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

OFFER PROCEDURE

*All Bidders should read the 'General Information Document for Investing in Public Issues' prepared and issued in accordance with the circulars issued by the SEBI, including circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars ("**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please see the relevant provisions of the General Information Document which are applicable to the Offer, especially in relation to the process for Bids by Retail Individual Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may see the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Bidders/Applicants; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by RIBs ("**UPI Phase III**") and modalities of the implementation of UPI Phase III maybe notified and made effective subsequently, as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

Further, our Company, the Selling Shareholders and the members of Syndicate do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Net Offer shall be allotted to QIBs on a proportionate basis, provided that our Company and TPL may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor

Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations. [●] Equity Shares aggregating up to ₹20 million shall be available for allocation on a proportionate basis to Eligible Employees bidding in the Employee Reservation Portion, subject to valid bids being received at or above the Offer Price. However, the value of Allotment to any Eligible Employee shall not exceed ₹500,000. Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000.

Any unsubscribed portion in Employee Reservation Portion shall be added to the Net Offer. In case of under-subscription in the Net Offer category, spill-over to the extent of under-subscription shall be permitted from the reserved category to the Net Offer. Under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company and TPL in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of Retail Individual Bidders using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Phased implementation of UPI for Bids by Retail Individual Bidders

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, the UPI Mechanism is being introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by Retail Individual Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

(a) **Phase I:** This phase was applicable from January 1, 2019 till June 30, 2019. Under this phase, a Retail Individual Bidder had the option to submit the Bid cum Application Form with any of the Designated Intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

(b) **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, SEBI vide circular no circular SEBI/HO/CFD/DIL2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of Phase II until March 31, 2020. Under this phase, submission of the Bid cum Application Form by a RII through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

(c) **Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to be three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta and the Bengaluru edition of the Kannada newspaper Hosadigantha (Kannada being the regional language of Karnataka where our Registered and Corporate Office is located) on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their respective websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders using the UPI Mechanism.

For further details, see the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the ASBA Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centers, and Registered and Corporate Office of our Company. An electronic copy of the ASBA Form will also be available for download on the website of BSE (www.bseindia.com) and website of NSE (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date. The Bid cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion will be available only at our Registered and Corporate Office.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Bidders (other than Anchor Investors and Retail Individual Bidders using the UPI Mechanism) must provide bank account details and authorisation to block funds in the ASBA Forms in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected. Retail Individual Bidders using the UPI Mechanism must provide their UPI ID in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected. Applications made by Retail Individual Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Retail Individual Bidders submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only the UPI ID is mentioned in the relevant space provided in the Bid cum Application Form. ASBA Forms submitted by Retail Individual Bidders to Designated Intermediary (other than SCSBs) with ASBA Account details in the relevant space provided in the Bid cum Application Form, are liable to be rejected.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Retail Individual Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with Syndicate Members, sub-Syndicate Member, Registered Brokers, RTA or Collecting Depository Participants. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or by Sponsor Bank under the UPI Mechanism, as applicable, at the time of submitting the Bid.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FPIs, FVCIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis**	Blue
Anchor Investors***	White
Eligible Employees bidding in the Employee Reservation Portion	Pink

* *Excluding electronic Bid cum Application Form*

** *Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).*

*** *Anchor Investor Application Form will be made available only at the offices of the BRLMs.*

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than Retail Individual Bidders using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB, where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For Retail Individual Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to Retail Individual Bidders for blocking of funds.

Participation by Promoters, Promoter Group, the BRLMs, the Syndicate Members and persons related to the Promoters/Promoter Group/the BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in the Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associates of the BRLMs can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLMs;

(ii) insurance companies promoted by entities which are associate of the BRLMs;

(iii) AIFs sponsored by the entities which are associate of the BRLMs; or

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs.

Further, for the purposes of the above, an Anchor Investor shall be deemed to be an associate of the BRLMs if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investor and the BRLMs.

Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. Except to the extent of offering their Equity Shares as part of the Offer for Sale, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares as part of the Offer.

For the purposes of the above, a QIB who has the following rights shall be deemed to be a person related to our Promoters or Promoter Group:

(i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and TPL, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

NRIs applying in the Offer through UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI-linked prior to making such application.

For details of investment by NRIs, see "*Restrictions in Foreign Ownership of Indian Securities*" on page 541. Participation of eligible NRIs shall be subject to NDI Rules.

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI including its investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our total paid-up equity share capital on a fully diluted basis.

In case the total holding of an FPI increases beyond 10% of the total paid-up equity share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, in terms of the NDI Rules, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of a company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up equity share capital of a company. With effect from April 1, 2020, the aggregate FPI investment limit is the sectoral caps applicable to the Indian company as prescribed in the NDI Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, *inter alia*, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations;

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA and the NDI Rules.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Bids by FPIs which utilise the multi investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (the "**Operational FPI Guidelines**"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("**MIM Bids**"). As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "**MIM Structure**"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI

Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Red Herring Prospectus.*"

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations, SEBI FVCI Regulations and the SEBI AIF Regulations *inter-alia* prescribe the investment restrictions on the VCFs, FVCIs and AIFs, respectively registered with SEBI.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking where shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Neither our Company, nor the Selling Shareholders nor the BRLMs will be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships.

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and TPL in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000. The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (i.e. pink colour form).

(b) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000. However, a Bid by an Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000.

(c) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form.

(d) Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 only in the event of an under subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000.

(e) The Bidder should be an Eligible Employee as defined above. In case of joint bids, the first Bidder shall be an Eligible Employee.

(f) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion.

(g) Only those Bids, which are received at or above the Offer Price, would be considered for Allotment under this category.

(h) Eligible Employees can apply at Cut-off Price.

(i) Bid by Eligible Employees can be made also in the "Net Offer to the Public" and such Bids shall not be treated as multiple Bids.

(j) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(k) Eligible Employees should not Bid through the UPI Mechanism.

(l) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer. In case of under-subscription in the Net Offer, spill over to the extent of under-subscription shall be permitted from the Employee Reservation Portion subject to the Net Offer constituting [●]% of the post-Offer share capital of the Company.

(m) If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of allocation, see "*Offer Procedure*" on page 522.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the

paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copy of the certificate of registration issued by RBI and such other approvals as may be required by the Systemically Important Non-Banking Financial Companies, must be attached to the Bid cum Application Form. Failing this, our Company and TPL in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason.

Systemically important non-banking financial companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important Non-Banking Financial Companies shall be as prescribed by RBI from time to time.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA, must be attached to the Bid cum Application Form. Failing this, our Company and TPL, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 as amended are broadly set forth below:

(a) equity shares of a company: the lower of 10% of the investee company's outstanding equity shares or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form

Failing this, our Company and TPL, in consultation with the BRLMS, reserves the right to reject any Bid, without assigning any reason thereof, subject to applicable law.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, in each case subject to applicable law and in accordance with their respective constitutional documents, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and TPL, in consultation with the BRLMs, reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and TPL in consultation with the BRLMs in its absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and TPL, in consultation with the BRLMS may deem fit, without assigning any reasons thereof.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus or Prospectus.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date.

v) Our Company and TPL, in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum allotment of ₹50 million per Anchor Investor.

vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made available in the public domain by the BRLMs before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.

vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

viii) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

ix) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

x) Neither the (a) BRLMs (s) or any associate of the BRLMs (other than mutual funds sponsored by entities which are associate of the BRLMs or insurance companies promoted by entities which are associate of the BRLMs or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLMs or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLMs) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure (unless you are an Anchor Investor) that you have mentioned the correct ASBA Account number (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed

time. Retail Individual Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;

6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Bidders using the UPI Mechanism) to make an application in the Offer. Retail Individual Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Bid Amount are available for blocking, is UPI 2.0 certified by NPCI;

7. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all Bidders other than Retail Individual Bidders, bidding using the UPI Mechanism);

8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant;

12. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;

13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

16. Ensure that the correct investor category and the investor status is indicated in the Bid cum Application Form;

17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

18. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

19. Since the allotment will be in dematerialised form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;

20. In case of ASBA Bidders (other than Retail Individual Bidders using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

21. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

22. Once the Sponsor Bank issues the UPI Mandate Request, the Retail Individual Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;

23. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

24. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

25. Retail Individual Bidders using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Bidder shall be deemed to have verified the attachment containing the application details of the Retail Individual Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount specified in the Bid cum Application Form;

26. Retail Individual Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Bid cum Application Form;

27. Retail Individual Bidders using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and

28. Ensure that the Demographic Details are updated, true and correct in all respects.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders) and ₹500,000 (for Bids by Eligible Employees Bidding under the Employee Reservation Portion);

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account;

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

9. If you are a Retail Individual Bidder and are using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

10. If you are a Retail Individual Bidder and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;

11. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

12. Do not submit the General Index Register (GIR) number instead of the PAN;

13. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

16. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

17. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Red Herring Prospectus;

18. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can and Eligible Employees Bidding in the Employee Reservation Portion revise their Bids during the Bid/Offer Period and withdraw their Bids on or before the Bid/Offer Closing Date;

19. Do not Bid for shares more than specified by respective Stock Exchanges for each category;

20. Anchor Investors should not bid through the ASBA process;

21. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries; and

22. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If you are a Retail Individual Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on plain paper;

4. Bids submitted by Retail Individual Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by Retail Individual Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

10. General Index Registrar number furnished instead of PAN;

11. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

12. Bids accompanied by stock invest, money order, postal order or cash; and

13. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, in case of any pre-offer or post-offer related issues regarding share certificates, demat credit, refund orders, unblocking etc., investors shall reach out to the Company Secretary and the Compliance Officer. For details of the Company Secretary and Compliance Officer, please see "*General Information*" on page 93 of this Red Herring Prospectus.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Net Offer to public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to applicants other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum bid lot, subject to the availability of Equity Shares in Retail Individual Bidder category, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account for Anchor Investors

Our Company and TPL in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investor and Underwriters: "BARBEQUE NATION HOSPITALITY LTD ANCHOR ACCOUNT RESIDENT"

(b) In case of Non-Resident Anchor Investors: "BARBEQUE NATION HOSPITALITY LTD ANCHOR ACCOUNT-NON RESIDENT"

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta and the Bengaluru edition of the Kannada newspaper Hosadigantha (Kannada being the regional language of Karnataka, where the Registered and Corporate Office of the Company is situated), each with wide circulation. In the pre-Offer advertisement, we shall state the Bid Opening Date and the Bid Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- it shall not have any recourse to the proceeds of the Fresh Issue until final listing and trading approval has been received from the Stock Exchanges;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within the period prescribed by SEBI;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where release of block on the Bid amount for unsuccessful Bidders or part of the Bid amount in case of proportionate Allotment is to be made, a suitable communication shall be sent to the relevant Bidders
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- that if our Company and TPL in consultation with the BRLMs, withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company subsequently decides to proceed with the Offer thereafter;
- intimation of the credit of the securities/refund orders to Eligible NRIs shall be despatched within specified time;
- the Promoters' contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees, in accordance with the applicable provisions of the SEBI ICDR Regulations;
- other than Equity Shares issued pursuant to exercise of options granted under the ESOP 2015, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/ refunded on account of non-listing, under subscription, etc.; and
- it shall not have recourse to the proceeds from the offer which shall be held in escrow in its favour until the final listing and trading approvals from the Stock Exchanges have been obtained.

Undertakings by the Selling Shareholders

The statements and undertakings set out below, in relation to each Selling Shareholder, are statements which are specifically confirmed or undertaken by such Selling Shareholder. All other statements and/or undertakings in this Red Herring Prospectus in relation to any of the Selling Shareholders shall be statements made by our Company, even if the same relates to any of the Selling Shareholders. Each of the Selling Shareholders hereby severally and not jointly undertake and/or confirm the following:

- that the Offered Shares shall be free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or encumbrances prior to the filing of this Red Herring Prospectus with the RoC and be eligible for Offer in accordance with Regulation 8 of the SEBI ICDR Regulations and shall continue to be in dematerialised form at the time of transfer;

- the Equity Shares offered by it have been held by it for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus with SEBI, calculated in the manner as set out in the SEBI ICDR Regulations;

- it is the legal and beneficial owner of the Equity Shares offered by it (except to the extent, in the case of AAJVIT, that the beneficiaries of AAJVIT have a beneficial interest in the assets of AAJVIT), including the Equity Shares held by it and such Equity Shares are fully paid-up and shall be transferred in the Offer, free from liens, charges and encumbrances of any kind whatsoever;

- that it shall provide all support and cooperation as may be reasonably requested by our Company and the BRLMs to the extent such support and cooperation is in relation to its Offered Shares and in relation to the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of its respective portion of the Offered Shares;

- it shall not have recourse to the proceeds from the Offer which shall be held in escrow in its favour until the final listing and trading approvals from the Stock Exchanges have been obtained;

- it shall reimburse the Company for expenses incurred in relation to the Offer on its behalf, to the extent of the Equity Shares offered by it, in the manner agreed to amongst the Selling Shareholders and the Company, and in accordance with applicable law;

- it shall take all such steps as may be required to ensure that the Equity Shares offered by it in the Offer are available for transfer in the Offer within the time specified under applicable law;

- to the extent of the Equity Shares offered by it, funds required for making refunds to unsuccessful applicants, to the extent applicable, as per the mode(s) disclosed in this Red Herring Prospectus, shall be made available to the Registrar to the Offer by it in a timely manner in accordance with applicable law; and

- it shall comply with all applicable laws, including but not limited to, the SEBI ICDR Regulations and the Companies Act, 2013, and the rules and regulations made thereunder, each as amended, in each case, in relation to the Offer.

Utilisation of Offer Proceeds

The Board of Directors certify that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;

- details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;

Each Selling Shareholder, along with our Company declares that all monies received out of its component of the Offer for Sale shall be credited/transferred to a separate bank account pursuant to sub-section (3) of Section 40 of the Companies Act, 2013.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the RBI and the relevant ministry or ministries of the Government of India.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**DPIIT**"), issued the Consolidated FDI Policy Circular of 2020 by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 ("**FDI Policy**") which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DPIIT that were in force and effect as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

Subject to certain conditions, the transfer of shares by way of sale between an Indian resident and a non-resident does not require the prior approval of the RBI or the relevant ministry or ministries of the Government of India, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and the transfer does not attract the provisions of the Takeover Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI and the RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

*ARTICLES OF ASSOCIATION

OF

BARBEQUE-NATION HOSPITALITY LIMITED

(Company Limited by Shares)

(Incorporated under the Companies Act, 1956 as amended under the Companies Act, 2013)

PART A – GENERAL ARTICLES

I. The regulations contained in Table "F" in the First Schedule of the Act (as defined below), shall not apply to the Company, except so far as such regulations are reproduced or contained in or expressly made applicable by the Articles or the Act. The Regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution, as prescribed by the Act, be such as are contained in the Articles.

II. The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other. In case of any inconsistency, conflict or contradiction between Part A of the Articles on the one hand and Part B of the Articles on the other hand, Part B of the Articles shall prevail.

III. In relation to CX Investor and Pace Investor, except for Articles 32.1.3, 32.1.6 and 40 (along with any terms defined in Article 31 and appearing in Articles 32.1.3, 32.1.6 and 40) of Part B of the Articles, Part B of the Articles shall cease to remain in effect and shall fall away without any further action by any person (including the Company or any of its Members) immediately on the commencement of trading of the equity shares of the Company on any Recognized Stock Exchange (as defined under Article 31.1) pursuant to the IPO (as defined under Article 31.2).

IV. In relation to CX Investor and Pace Investor, notwithstanding anything contained in the Articles (including for the avoidance of doubt under (III) above), (i) Articles 32.1.3 and 32.1.6 (together with any terms defined in Article 31 and appearing in Articles 32.1.3 and 32.1.6) of Part B of the Articles shall cease to remain in effect and shall fall away without any further action by any person (including the Company or any of its Members) immediately upon the CX Investor and the Pace Investor collectively ceasing to hold at least 2,172,282 Shares, as adjusted for any consolidation of the Share Capital, and (ii) Article 40 (together with any terms defined in Article 31 and appearing in Article 40) of Part B of the Articles shall remain in effect for as long as a director nominated by the CX Investor is a member of the Board.

V. In relation to MPL, Part B of the Articles shall cease to remain in effect and shall fall away without any further action by any party (including the Company or any of its Members) immediately on, the earlier of: (1) MPL and KD decide to terminate the MPL SPA (defined below) by mutual agreement; (2) upon MPL ceasing to hold Shares in the Company; (3) commencement of trading of Shares on the recognised stock exchanges.

VI. In the event of any ambiguity or discrepancy between the provisions of the Restated Shareholders' Agreement (as defined under Article 31.1) and the Articles or the MPL SPA (as defined under Article 31.1) and the Articles, it is intended that the provisions of the Restated Shareholders' Agreement or the MPL SPA shall prevail and accordingly the Members shall exercise all voting and other rights and powers available to them to procure any amendment to the Articles, so as to give effect to the provisions of the Restated Shareholders' Agreement or MPL SPA, as applicable.

1. DEFINITIONS AND INTERPRETATION

1.1. Definitions

In the interpretation of the Articles, the following expressions shall have the following meanings unless repugnant to the subject or context:

(a) "**Act**" means the Companies Act, 2013, or any statutory modification or re-enactment thereof, and the rules made thereunder, for the time being in force;

(b) "**ADRs**" shall mean American Depository Receipts representing ADSs.

(c) "**ADSs**" shall mean American Depository Shares, each of which represents a certain number of equity shares of the Company.

(d) "**Annual General Meeting**" means a General Meeting of the Members held in accordance with the provisions of Section 96 of the Act;

(e) "**Articles**" means the Articles of Association for the time being or as amended, altered, or modified from time to time in accordance with the provisions of the Articles and the Act;

(f) "**Auditors**" means and includes those persons appointed as such for the time being, by the Company, to discharge the duties of auditors under the Act;

(g) "**Board**" or "**Board of Directors**" means the Board of Directors of the Company or the Directors of the Company collectively;

(h) "**Capital**" means the share capital for the time being raised or authorized to be raised for the purpose of the Company;

(i) "**The Chairman**" means the Chairman of the General Meetings and of the Board of Directors for the time being of the Company;

(j) "**Charge**" means an interest or lien created on the property or assets of the Company or any of its undertakings or both as security and includes a mortgage;

(k) "**The Company**" or "**This Company**" means the Barbeque-National Hospitality Limited

(l) "**Debenture**" includes debenture-stock, bonds and any other securities of the Company, whether constituting a charge on the assets of the Company or not;

(m) "**Director**" shall mean any director of the Company, including alternate directors, independent directors and nominee directors appointed in accordance with law and the provisions of the Articles;

(n) "**Executor**" or "**Administrator**" means a person who has obtained probate or letter of administration, as the case may be from a court of competent jurisdiction and shall include holder of a succession certificate authorizing the holder thereof to negotiate or transfer the share or shares of the deceased Member and shall also include the holder of a certificate granted by the Administrator General under Section 31 of the Administrator Generals Act, 1963;

(o) "**Extra-ordinary General Meeting**" means an Extra-ordinary General Meeting of the Members duly called and constituted in accordance with the provisions of the Act and any adjourned holding thereof;

(p) "**Financial Year**" shall have the meaning assigned thereto by Section 2 (41) of the Act.

(q) "**GDRs**" shall mean the registered Global Depositary Receipts, representing GDSs.

(r) "**GDSs**" shall mean the Global Depository Shares, each of which represents a certain number of equity shares of the Company.

(s) "**in Writing**" and "**Written**" includes printing, lithography, electronic communications and facsimile and other modes of representing or reproducing words in a visible form;

(t) "**Independent Director**" means a Director appointed in accordance with Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(u) "**Legal Representative**" means a person who in law represents the estate of a deceased Member;

(v) "**Members**" means (i) the subscribers to the Memorandum of the Company who shall be deemed to have agreed to become Members of the Company, and on its registration shall be entered as members in the Register of Members; and (ii) every other person who agrees in writing to become a member of the Company and whose name is entered in the Register of Members and includes Beneficial Owner as defined in the Depositories Act, 1996;

(w) "**Meeting**" or "**General Meeting**" means a general meeting of the Members, whether an Annual General Meeting or an Extra-ordinary General Meeting;

(x) "**Memorandum of Association**" means the Memorandum of Association of the Company as amended, altered or modified from time to time;

(y) "**Month**" means a calendar month;

(z) "**Office**" means the Registered Office for the time being of the Company;

(aa) "**Ordinary Resolution**" shall have the meaning assigned to it by Section 114 of the Act;

(bb) "**Paid up**" includes the amount credited as paid up;

(cc) "**Persons**" includes Corporation as well as individuals;

(dd) "**Postal Ballot**" includes voting by shareholders by postal or electronic mode instead of voting personally by being present for transaction businesses in a General Meeting of the Company;

(ee) "**Proxy**" means an instrument whereby any person is authorized to attend a meeting and vote for a Member at the General Meeting or a poll;

(ff) "**Rules**" means any rules created under the provisions of the Act;

(gg) "**Securities**" means securities as defined under Section 2(h) of the Securities Contracts (Regulation) Act, 1956, or any statutory modification or re-enactment thereof, for the time being in force;

(hh) "**The Register of Members**" means the Register of Members to be kept pursuant to Section 88 of the Act;

(ii) "**The Registrar**" means the Registrar of the Companies of the State in which the Registered Office of the Company is for the time being situated;

(jj) "**The Company's Regulations**" means the regulations for the time being for the management of the Company;

(kk) "**Seal**" means the common seal for the time being of the Company;

(ll) "**Secretary**" means a Company Secretary within the meaning of clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 who is appointed to perform the functions of a company secretary under the Act;

(mm) "**Shares**" means share in the share capital of the Company and includes stock; and

(nn) "**Special Resolution**" shall have the meaning assigned to it by Section 114 of the Act.

1.2. Interpretation and Construction

Unless the context of the Articles otherwise requires, the following rules of interpretation shall apply to the Articles:

1.2.1. Words or expressions contained in the Articles shall bear the same meaning as in the Act or Rules made under the Act or any statutory modification thereof in force on the date on which the Articles become binding on the Company.

1.2.2. The sub-headings hereto shall not affect the construction hereof.

1.2.3. Words importing the singular number include where the context admits or requires the plural number and vice versa, and words importing a gender shall include each of the masculine, feminine and neuter genders.

1.2.4. "Section" means a section of the Companies Act, 2013.

2. SHARE CAPITAL

2.1. Authorized Share Capital

The Authorized Share Capital of the Company shall be such amount as stated in the Company's Memorandum of Association from time to time, with such rights, privileges and conditions attaching thereto as may be determined by the Company in General Meeting, and if no direction be given, as the Directors may determine.

2.2. Increase of Capital

The Company may, subject to the Articles, in General Meeting, from time to time by Ordinary Resolution, increase its capital by creation of new shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new shares shall be issued upon such terms and conditions with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of asset of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the Capital of the Company has been increased under the provisions of this article, the Directors shall comply with the provisions of Section 64 of the Act.

2.3. New Capital Same as Existing Capital

Except in so far as otherwise provided by the conditions of issue or by the Articles, any capital raised by the creation of new shares, shall be considered as part of the existing capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

2.4. Redeemable Preference Shares

Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption. An issue of further redeemable preference shares or the redemption of preference shares shall not be deemed to be an increase or, as the case may be, a reduction of share capital within the meaning of the Act.

2.5. Provisions to apply on issue of Redeemable Preference Shares

On the issue of redeemable preference shares under the provisions of Article 2.4 hereof, the following provisions shall take effect:

(a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purposes of the redemption.

(b) No such shares shall be redeemed unless they are fully paid.

(c) The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's Securities Premium Account, before the shares are redeemed.

(d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits, which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account" a sum equal to the nominal amount of the shares redeemed and the provisions of the Act, relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

(e) Subject to the provisions of Sections 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Board may think fit.

(f) Whenever the Company shall redeem any redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar of Companies as required by Section 64 of the Act.

2.6. Reduction of Capital

The Company may (subject to the provisions of Section 66 and other applicable provisions, if any of the Act) and the Articles, from time to time by Special Resolution reduce (a) the share capital (b) any capital redemption reserve account or (c) any securities premium account in any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.

2.7. Consolidation, Division, Sub-division and Cancellation of Shares

2.7.1. Subject to the provisions of Section 61(1)(b) and (d) of the Act and the Articles, the Company in a General Meeting may from time to time by an Ordinary Resolution alter the conditions of its Memorandum as follows:

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) Sub-divide its shares or any of them into shares of smaller amount than fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid

and the amount, if any, unpaid on such reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(c) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this-clause shall not be deemed to be reduction of share capital within the meaning of the Act.

2.7.2. Whenever the Company shall do any one or more of the things provided for in the foregoing sub-clauses (a), (b) and (c), the Company shall within thirty days thereafter give notice thereof to the Registrar as required by Section 64 of the Act, specifying, as the case may be, the shares consolidated, divided, sub-divided or cancelled.

2.8. Modification of Rights

2.8.1. Whenever the capital, by reason of the issue of the preference shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of that class and all the provisions hereinafter contained as to General Meeting shall mutatis mutandis apply to every such meeting. This Article is not to derogate from any power the Company would have if this Article was omitted.

2.8.2. The rights conferred upon the holders of the shares (including preference shares if any) of any class issued with preferred or other rights or privileges shall unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated dealt with or varied by the creation of issue of further shares ranking pari-passu therewith.

3. SHARES AND CERTIFICATES

3.1. Dematerialization of Securities

Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any share or (except only as is by the Articles otherwise expressly provided) any right in respect of a share other than an absolute right, thereto, in accordance with the Articles, in the person from time to timeregistered as holder thereof or the beneficial holder of shares held in dematerialized form, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons (but not exceeding four persons) or the survivor or survivors of them.

3.2. Restriction on Allotment and Return of Allotment

The Board of Directors shall observe the restrictions to allotment of shares to the public contained in the Act and shall cause to be made the returns as to allotment provided for in Section 39 of the Act.

3.3. Further Issue of Shares

3.3.1. Where at any time, it is proposed to increase the subscribed capital of the Company by issue of further shares, such shares shall be offered:

(a) to persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:

(i) the offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen (15) days and not exceeding thirty (30) days from the date of the offer, within which the offer, if not accepted, shall be deemed to have been declined;

(ii) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to them in favour of any other person and the notice referred to in sub-clause (i) above shall contain a statement of this right;

(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company;

(b) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under law; or

(c) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (a) or clause (b) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.

Notwithstanding anything contained in sub-clause (a) hereof, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (i) hereof) in any manner whatsoever.

(a) If a special resolution to that effect is passed by the Company in a general meeting, or

(b) Where no such special resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the chairman) by the members who, being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied on an application made by the Board of Directors in this behalf that the proposal is most beneficial to the Company.

Nothing in sub-clause (a) (ii) hereof shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

3.3.2. Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loans raised by the Company to convert such Debentures or loans into shares in the Company.

Provided that the terms of issue of such Debentures or the terms of such loans containing such an option have been approved before the issue of the Debentures or the raising of the loans by a Special Resolution passed by the Company in a General Meeting.

3.3.3. The provisions contained in this Article shall be subject to the provisions of the Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Act.

3.4. Shares under control of the Directors

Subject to the provisions of the Articles and Section 62 and other applicable provisions of the Act, the Shares in the capital of the Company for the time being (including any Shares forming part of any increased capital of the Company) shall be under the control of the Directors who may issue, allot or otherwise dispose of the same to such person, in such proportion and on such terms and conditions either at premium, or at par, or subject to the Act, and at such time, as they think, fit with full power, subject to the sanction of the Company in General Meeting to give any person the option to call for or be allotted shares of any class of the Company either at a premium or at par subject to the provisions of Sections 52, 53 and 54 of the Act, and such option being exercisable for such time and for such consideration as the Directors think fit, and may issue and allot Shares on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid-up shares. Provided that option or right to call shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

3.5. Application of Premium received on Shares

3.5.1. Where the Company issues shares at a premium whether for such or otherwise, a sum equal to the aggregate amount of the premium on the shares shall be transferred to an account, to be called "The Securities Premium Account" and the provisions of the Act, relating to the reduction of the share capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company.

3.5.2. The securities premium account may, notwithstanding anything in Article 3.4.1 hereof be applied by the Company:

(a) towards the issue of unissued shares of the Company, to the Members of the Company, as fully paid bonus shares;

(b) in writing off the preliminary expenses of the Company;

(c) in writing off the expenses of or the commission paid or discount allowed on any issue of shares or debentures of the Company;

(d) in providing for the premium payable on the redemption of any redeemable preference shares or of any Debentures of the Company; or

(e) for the purchase of its own shares or other securities under Section 68 of the Act.

3.6. Sweat Equity Shares

3.6.1. The Company may issue shares at a discount only in the manner provided in Section 54 of the Act. The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act and the Rules made there under of a class of shares already issued subject to the following conditions:

(a) The issue of sweat equity shares is authorized by a Special Resolution passed by the Company in a General Meeting;

(b) The resolution specifies the number of shares, their current market value, consideration if any, and the class or classes of directors or employees to whom such equity shares are to be issued; and

(c) not less than one year has at the date of issue elapsed since the date on which the Company was entitled to commence business.

3.6.2. The Company may also issue shares to employees including its Directors, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in a General Meeting subject to the provisions of the Act and the rules and applicable guidelines made thereunder, by whatever name called.

3.6.3. The rights, limitations, restrictions and provisions as are for the time being applicable to Equity Shares shall be applicable to the sweat equity shares issued under Section 54 of the Act and the holders of such shares shall rank *pari passu* with other equity shareholders.

3.7. Installment of Shares to be Duly Paid

If by the conditions of any allotment of any shares the whole or any part of the amount or issued price thereof shall be payable by installments, every such installments shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the shares or his Legal Representatives and shall for the purposes of the Articles, be deemed to be payable on the date fixed for payment of interest and expenses of forfeiture and like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made and notified as hereby provided.

3.8. The Board may Issue Shares as Fully Paid-up

Subject to the provision of the Act and the Articles, the Board may allot and issue shares in the Capital of the Company as payment of any property sold or transferred or for services rendered to the Company in the conduct of its business or in satisfaction of any shares, which may be so issued as fully paid-up shares and if so issued, shall be deemed to be fully paid-up shares.

3.9. Acceptance of Shares

Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of the Articles and every person who thus or otherwise accepts any shares and whose name is therefore placed on the Register of Members shall for the purpose of this Article, be a Member.

3.10. Deposit and Call to be a Debt Payable

The money, if any, which the Board of Directors shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such share, become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly.

3.11. Liability of Members

3.11.1. Every Member or his heirs, Executors or Administrators to the extent of his assets which come to their hands shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board of Directors shall from time to time, in accordance with the Company's requisitions, require or fix for the payment thereof.

3.11.2. In accordance with Section 56 and other applicable provisions of the Act and the Rules, every Member or allottee of shares shall be entitled, without payment to receive one certificate for all the shares of the same class registered in his name. Every share certificate shall specify the name of the person in whose favour it is issued, the share certificate number and the distinctive number(s) of the shares to which it relates and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issue against letter of acceptance or of renunciation or in cases of issue of bonus shares provided that if the

letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence. If any Member shall require additional certificates he shall pay for each additional certificate (not being in the marketable lot) such sum not exceeding Two (2) Rupees as the Directors shall determine. Every certificate is required to be issued under the seal of the Company and in accordance with the Act and in the manner and form prescribed under the Companies (Share Capital and Debenture) Rules, 2014, as amended. Printing of blank forms to be used for issue of share certificate shall be in books and documents relating to issue of Share Certificate shall be in accordance with the provisions of the aforesaid Rules. Such certificate of title to shares shall be completed and kept ready for delivery within two (2) months after the allotment and within one (1) month after the application for the registration of the transfer of any such shares.

3.11.3. Any two or more joint allottees or holders of shares shall, for the purpose of this Article, be treated as a single Member and the certificate of any share which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. The Company shall comply with the provisions of Section 46 of the Act.

3.12. Share and Shares Certificate

A certificate may be renewed or a duplicate of a certificate may be issued if such certificate:

i. is proved to have been lost or destroyed, or

ii. has been defaced or mutilated or torn, is surrendered to the Company, or

iii. has no further space on the back thereof for endorsement of transfer.

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees 2 for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with the Act and such rules or regulation or requirements of any stock exchange or rules made under Securities Contracts (Regulation) Act, 1956 or any other applicable act, or rules, including any statutory modification or re-enactment thereof, for the time being in force.

Any new share certificate issued under the Articles shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.

The provision of this Article shall mutatis mutandis apply to the debentures of the Company.

3.13. The First Named of Joint Holders Deemed

If any share stands in the name of two or more persons, the person first named in the Register shall, as regards receipt of dividends or bonus or service of notice and all or any other matter connected with the Company except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holders of a share shall severally as well as jointly be liable for the payment of all incidents thereof according to the Company's regulations.

3.14. Company not bound to recognize any interest in share other than of registered holder

Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any share or (except only as is by the Articles otherwise expressly provided) any right in respect of a share other than an absolute right, thereto, in accordance with the Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons (but not exceeding four persons) or the survivor or survivors of them.

3.15. Trust Not Recognized

3.15.1. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a Court of Competent jurisdiction or as by law required) be bound to recognize any benami, trust or equity or equitable, contingent, future or partial or other claim or claims or right to or interest such share in the part of any other person whether or not it shall have express or limited notice thereof.

3.15.2. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor (except in case where they are fully paid) or in the name of a person of unsound mind or in the name of any firm or partnership.

3.16. Nominee of Share or Debenture holder

3.16.1. Every holder of Securities of the Company may, at any time nominate, in the manner prescribed under the Companies (Share Capital and Debenture) Rules, 2014, a Person to whom the Securities of the Company shall vest in the event of his death.

3.16.2. Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person to whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.

3.16.3. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the prescribed manner purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of the Securities of the Company, or as the case may be, on the death of the joint holders become entitled to all the rights in the Securities of the Company or, as the case may be, all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner.

3.16.4. Where the nominee is a minor, it shall be lawful for the holder of the Securities, to make the nomination to appoint, in the prescribed manner any Person to become entitled to Securities of the Company, in the event of his death, during the minority.

3.17. Funds of Company not to be applied in purchase of shares of the Company

No funds of the Company shall, except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanctioned in pursuance of Section 66 of the Act and the Articles or in giving either directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any share in the Company in its holding company.

3.18. ADRS/GDRS

The Company may, subject to the applicable provisions of the Act, compliance with all laws and the consent of the Board, have the power to issue ADRs or GDRs on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of ADRs or GDRs, including without limitation, exercise of voting rights in accordance with the directions of the Board.

3.19. LIMITATION OF TIME FOR ISSUE OF CERTIFICATES

Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors so determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two (2) months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one (1) month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the Seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Directors may prescribe and approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one (1) certificate and delivery of a certificate of shares to one (1) of several joint holders shall be sufficient delivery to all such holders.

4. UNDERWRITING AND BROKERAGE

4.1. Commission may be Paid

Subject to the provisions of Section 40 of the Act, the Company may at any time pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or securities of the Company, but so that the commission shall not exceed the maximum rates laid down in the Act and the Rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or debentures as the case may be or partly in one way and partly in the other.

4.2. Brokerage

The Company may on any issue of shares or debentures or on deposits pay such brokerage as may be reasonable and lawful.

5. DEBENTURES

5.1. Debentures with voting rights not to be issued

5.1.1. Subject to the provisions of Section 71 of the Act, the Company shall not issue any Debentures carrying voting rights. The Company may issue Debentures with an option to convert such Debentures into Shares, either wholly or partly, provided that such issue of Debentures is approved by a Special Resolution passed in a General Meeting of the Company.

5.1.2. All Charges created by the Company (as mentioned in Section 77 of the Act) shall be void against the Liquidator or any other creditors unless registered as provided in Section 77 of the Act.

5.1.3. A contract with the Company to take up and pay for any Debentures of the Company may be enforced by a decree for specific performance.

5.1.4. Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Section 56 of the Act), within six (6) months after the allotment of its debentures and within one month from the date of receipt by the Company of the instrument of transfer of Debentures, have completed and delivered the certificate of all Debentures allotted or transferred.

5.1.5. The company shall comply with the provisions of Section 71 of the Act, as regards supply of copies of Debenture Trust Deed and inspection thereof.

5.1.6. The Company shall comply with the provisions of Sections 77 to 87 (inclusive) of the Act as regards registration of charges.

6. CALLS

6.1. Directors may make Call

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time by a resolution passed at a meeting of a Board (and not by circular resolution), make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the shares whether on account of the nominal value of the shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine.

6.2. Notice of Calls

Not less than thirty days' notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.

6.3. When call deemed to have been made

A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the Members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.

6.4. Directors may extend Time

The Board of Directors may from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time to call on any of the Members the Board of Directors may deem fairly entitled to such extension, but no Member shall be entitled to such extension as of right except as a matter of grace and favour.

6.5. Amount payable at Fixed Time or by Installments to be treated as Calls

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.

6.6. When Interest on Call or Installment Payable

If the sum payable in respect of any call or installment be not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at such rate not exceeding eighteen per cent per annum as Directors shall fix from the day appointed for the payment thereof up to the time of actual payment but the Directors may waive payment of such interest wholly or in part.

6.7. Evidence in Actions by Company against Shareholders

On the trial or hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any moneys claimed to be due to the Company in respect of his shares,

it shall be sufficient to prove that the name of the Members in respect of his shares, the money is sought to be recovered and entered on the register of Member as the holder or as one of the holders at or subsequent to the date at which they money sought to be recovered that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his Legal Representatives sued in pursuance of the Articles and it shall not be necessary to prove the appointment of Directors who made such call, not that a quorum of Directors was present at the Board at which any call was made nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

6.8. Payment of Anticipation of Calls may carry Interest

The Board of Director may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any Member willing to advance the same all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the moneys so paid up in advance or so much thereof, from time to time exceeds the amount of the calls then made upon its shares on account of which such advances are made, the Board of Directors may pay or allow interest at such rate not exceeding, unless the Company in General Meeting shall otherwise direct, fifteen percent per annum as the Member paying the sum in advance and the Board of Directors agree upon. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such Members three months' notice in writing. Money so paid in advance of the amount of calls shall not confer a right to participate in profit or dividend. No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

The provision of this Article shall *mutatis mutandis* apply to calls on debentures of the Company.

6.9. Company to have Lien on Shares

The Company shall have a first and paramount lien upon all shares/ debentures (other than fully paid up shares/ debentures registered in the name of each Member whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such shares/debentures and no equitable interests in any share shall be created except upon the footing and condition that this Article is to have full effect. Any such lien shall extend to all dividends from time to time declared in respect of shares, provided that the Board of Directors may, at any time, declare any share/debenture to be wholly or in part exempt from the provision of this Article.

6.10. Enforcing Lien by Sale

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same provided that no sale shall be made:

(a) Unless a sum in respect of which the lien exists is presently payable; or

(b) Until the expiration of fourteen (14) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale, the Board may cause to be issued a duplicate certificate in respect of such shares and may authorize one of their Members to execute a transfer thereof on behalf of and in the name of such Members.

(c) The purchase shall not be bound to see the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

6.11. Application of Proceeds of Sale

6.11.1. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable.

6.11.2. The residue, if any, after adjusting costs and expenses, if any, incurred shall be paid to the person entitled to the shares at the date of the sale (subject to a like lien for sums not presently payable existed on the shares before the sale).

7. FORFEITURE OF SHARES

7.1. If Money Payable on Share not Paid Notice to be Given

If any Member fails to pay the whole or any part of any call or any installment of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to his requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

7.2. Sum Payable on Allotment to be Deemed a Call

For the purposes of the provisions of the presents relating to forfeiture of shares the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

7.3. Form of Notice

The notice shall name a day (not being less than one month from the day of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate not exceeding eighteen per cent per annum as the Directors may determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the on-payment at or before the time and at the place appointed, shares in respect of which the call was made or installment is payable will be liable to be forfeited.

7.4. In Default of Payment Shares to be Forfeited

If the requirements of any such notice as aforesaid are not complied with any shares or shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due to respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

7.5. Notice of Forfeiture to Member

When any share shall have been so forfeited notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

7.6. Forfeited Share to be Property of the Company

Any share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

7.7. Member still liable to pay Money

Any Member whose shares have been forfeited shall notwithstanding the forfeiture be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon form the time of the forfeiture until payment, at such rate not exceeding eighteen per cent per annum as the Board of Directors may

determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so.

7.8. Effect of Forfeiture

The forfeiture of a share shall involve the extinction at the time of the forfeiture of all interest in all claims and demand against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by the Articles are expressly saved.

7.9. Power to Annul Forfeiture

The Board of Directors may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

7.10. Declaration of Forfeiture

7.10.1. A duly verified declaration in writing that the declarant is a Director the Managing Director or the Manager or the Secretary of the Company and that a share in the Company has been duly forfeited in accordance with the Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

7.10.2. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

7.10.3. The person to whom such share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share.

7.10.4. Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends interests or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.

7.10.5. Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.

7.11. Provisions of the Articles as to Forfeiture to Apply in case of Non-Payment of Any Sum

The provisions of the Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of a share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

7.12. Cancellation of Share Certificate in respect of Forfeited Share

Upon sale, re-allotment or other disposal, under the provisions of the Articles, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

7.13. Surrender of Shares

The Directors may, subject to the provisions of the Act, accept a surrender of any share from any Member desirous of surrendering on such terms and conditions as they think fit.

8. TRANSFER AND TRANSMISSION OF SHARES

8.1. No Transfer to Minor

The Board shall not issue or register a transfer of any shares for a minor (except in case when they are fully paid) or insolvent or person of unsound mind.

8.2. Form of Transfer

The instrument of transfer of any share shall be in writing in the prescribed form in accordance with the requirements of Section 56 of the Act and the Rules made thereunder.

8.3. Application for transfer

8.3.1. An application for registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act. Where the application is made by the transferor and relates to partly paid-up shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two (2) weeks from the receipt of the notice.

8.3.2. For the purpose of Article 8.3.1 above, notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

8.4. Execution of Transfer

The instrument of transfer of any share shall be duly stamped and executed by or on behalf of both the transferor and the transferee and shall be attested. The transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

8.5. Transfer by Legal Representatives

A transfer of share in the Company of a deceased Member thereof made by his Legal Representative shall, although the Legal Representative is not himself a Member be as valid as if he had been a Member at the time of execution of the instrument of transfer.

8.6. Register of Members when Closed

The Board of Directors shall have the power to close the Register of Members in accordance with Section 91 of the Act.

8.7. Directors may refuse to register Transfer

Subject to the provisions of Sections 58 and 59 of the Act, the Articles and other applicable provisions of any other law for the time being in force, the Board may at any time in their own absolute and uncontrolled discretion decline to register or acknowledge any transfer of any share giving reasons therefor and in particular may so decline in any case in which the Company has a lien upon the shares desired to be transferred or any call or installment regarding any of them remain unpaid or unless the transferee is not approved by the Directors and such refusal shall not be affected by the fact that, the proposed transferee is already a Member, the registration of transfer shall be conclusive evidence of the approval of the Directors of the transferee.

8.8. Directors may refuse Application for Split or Consolidation of Certificate(s)

Subject to the power of the Directors stated in Article 8.7 and the provisions of this Article, transfer of Shares/Debentures, in whatever lot should not be refused. However, the Company may refuse to split a Share Certificate/Debenture Certificate into several scripts of very small denominations or to consider a proposal for transfer of Shares/Debentures comprised in a Share Certificate/Debenture Certificate to several parties, involving such splitting if on the face of its such splitting/transfer appears to be unreasonable or without a genuine need or a marketable lot.

8.9. Notice of Refusal to be given to Transferor and Transferee

If the Company refused to register the transfer of any shares or debentures or transmission of any right therein, the Company shall within one month from the date of which the instrument of transfer or intimation of transmission was delivered with the Company send notice of refusal to the transferee and the transferor or to the person giving the intimation of the transmission as the case may be giving reasons for such refusal and thereupon the provisions of Section 58 of the Act shall apply.

8.10. Death of One or More Joint Holders of Shares

In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any share, the survivor or survivors shall be the only persons recognized by the Company as having any title or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him with any other person.

8.11. Titles to Shares of Deceased Member

The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such Members and the Company shall not be bound to recognize such Executors or Administrators or Legal Representatives shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under Article 8.17 shares standing in the name of a deceased Member, as a Member.

8.12. Transmission Clause

Subject to the provisions of the Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by the transfer in accordance with the Articles, may with the consent of the Board of Directors (which it shall not be under obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under the Articles or his title, as the Board of Directors shall require and upon giving such indemnity as the Directors shall require either be registered as Member in respect of such shares or elect to have some person nominated by him and approved by the Board of Directors registered as Members in respect of such shares, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does, so he shall not be free from any liability in respect of such shares. This clause is herein referred to as "**The Transmission Clause**".

8.13. Transmission of Securities by Nominee

8.13.1. Any person who becomes a nominee by virtue of the provisions of Section 72 of the Act, upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect either:

(a) to be registered himself as holder of the share or debenture, as the case may be; or

(b) to make such transfer of the share or debenture, as the case may be, as the deceased shareholder or debenture holder, could have made.

8.13.2. If the person being a nominee, so becoming entitled, elects to be registered as holder of the share or debenture himself, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.

8.13.3. All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death of the Member had not occurred and the notice of transfer were a transfer signed by that shareholder or debenture holder, as the case may be.

8.13.4. A person, being a nominee, becoming entitled to a share or debenture by reason of the death of the holder shall be entitled to the same dividend and other advantages to which he would be entitled if he were the registered holder of the share or debenture except that he shall not, before being registered a Member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by Membership in relation to meeting of the Company, provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share or debenture, until the requirements of the notice have been complied with.

8.14. Person entitled may receive Dividend without being registered as Member

A person entitled to a share transmission shall subject to the right of the Directors to retain such dividends or money as is herein after provided be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share.

8.15. No fee on Transfer of Transmission

No fee shall be charged for registration to transfer, Probate, Succession Certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or similar other documents.

8.16. Transfer to be presented with Evidence of Title

Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such conditions and regulations as the Board may, from time to time, prescribe and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

8.17. Company not liable for Discharge of a Notice prohibiting Registration of a Transfer

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend to give effect to any notice which may be given to it of any equitable right, title or interest be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or

referred to in some book of the Company, but the Company shall nevertheless, be at liberty to regard and attend to any such notice and give effect thereto if the Board of Directors shall so think fit.

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10. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

10.1. Share may be Converted into Stock

The Company may, by Ordinary Resolution, in a General Meeting (a) convert any paid up share into stock; and (b) reconvert any stock into paid-up shares of any denomination.

10.2. Transfer of Stock

The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner and subject to the same regulations under which the stock arose might, before the conversion, have been transferred or as near thereto as circumstances admit, provided that the Board may, from time to time, fix the minimum amount of a stock transferable, so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

10.3. Right of Stock Holders

The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred those privileges or advantages.

10.4. Regulations Applicable to Stock and Share Warrant

Such of the regulations of the Company as are applicable to paid up shares shall apply to stock and the words "Share" and "Share-holder" in the regulations shall include "Stock" and "Stock-holder" respectively.

11. BORROWING POWERS

11.1. Power of Borrow

Subject to the provisions of Sections 73, 179 and 180 and other applicable provisions of the Act and of the Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company from any source, provided that where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board of Directors shall not borrow such money without the sanction of the Company in General Meeting. No debt incurred by the Company in excess of the limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.

11.2. Payment or Repayment of Money Borrowed

The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit and in particular in pursuance of a resolution passed at a meeting of the Board by the issue of bonds, debentures or debenture-stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its uncalled capital for the time being and the debentures and the debenture-stock and other securities may

be made assignable free from any equities between the Company and the person to whom the same may be issued.

11.3. Terms of Issue of Debenture

Any debenture, stock or other securities may be issued at a discount, premium or otherwise and may be issued on conditions that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at General Meeting, appointment of Directors and otherwise, debenture with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting by a Special Resolution.

11.4. Mortgage of Uncalled Capital

If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may, subject to the provisions of the Act and the Articles, make calls on the Members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security executed.

11.5. The Company may purchase its own securities in accordance with the provisions contained in Sections 68 to 70 of the Act and the rules made there under in pursuance of the guidelines issued by the Central Government.

12. MEETING OF MEMBERS

12.1. Annual General Meeting and the Persons Entitled to Attend

12.1.1. The Company shall in each year hold, in addition to any other Meeting, a General Meeting as its Annual Meeting in accordance with the provisions of Section 96 of the Act and shall specify the meeting as such in the notice calling it. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next. In the case where the Registrar, has given an extension of time for holding any Annual General Meeting, of the Company and that of the next, provided that if the Registrar shall have for special reason, extended the time within which any Annual General Meeting shall be held such Annual General Meeting may be held within the additional time.

12.1.2. Every Annual General Meeting shall be called for any time during business hours, on a day that is not a public holiday and shall be held either at the Registered Ooffice of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated for the time being.

12.1.3. Every Member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

12.2. Report Statement and Registers to be laid before the Annual General Meeting

At every General Meeting of the Company there shall be laid on the table the Directors' Report and audited Statement of Accounts, Auditors' Report (if not already incorporated in the Audited Statement of Accounts), the proxy register with proxies and the Register of Directors, Shareholdings which latter Register shall remain open and accessible during the continuance of the meeting.

12.3. Extra-ordinary General Meeting

All General meetings other than Annual General Meetings shall be called Extra-ordinary General Meetings.

12.4. Requisitionists' Meeting

12.4.1. Subject to the provisions of Section 111 of the Act, the Directors shall on the requisition in writing of such number of Members as hereinafter specified and (unless the General Meeting otherwise resolves) at the expense of the requisitionists:

(a) give to the Members of the Company entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting; and

(b) circulate to Members entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or any business to be dealt with at that meeting.

12.4.2. The number of Members necessary for a requisition under Article 12.4.1 hereof shall be such number of Members as represent not less than one-tenth of such paid-up share capital of the Company as on that date carries the right of voting.

12.4.3. Notice of any such resolution shall be given and any such statement shall be circulated to Members of the Company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each Member in any manner permitted by the Act for service of notice of the meeting and notice of any such resolution shall be given to any other Member of the Company be giving notice of the general effect of the resolution in any manner permitted by the Act, for giving him notice of meeting of the Company. The copy of the resolutions shall be served or notice of the effect of the resolution shall be given, as the case may be, in the same manner and so far as practicable, at the same time as notice of the meeting and where it is not practicable for it to be served or given at the time, it shall be served or given as soon as practicable thereafter.

12.4.4. The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless:

(a) a copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Rregistered Office of the Company (i) in the case of requisition, requiring notice of resolution, not less than six weeks before the meeting; and (ii) in the case of any other requisition, not less than two weeks before the meeting;

(b) there is deposited or tendered with the requisition sum reasonably sufficient to meet the Company expenses in giving effect thereto, provided that if after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office of the Company and an Annual General Meeting is called for a date six weeks or less after such copy has been deposited, the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes also thereof.

12.4.5. The Company shall also not be bound under this Article to circulate any statement if, on the application either of the Company or of any other person who claims to be aggrieved is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter.

12.4.6. Notwithstanding anything in the Articles, the business which may be dealt with at an Annual General Meeting shall include any resolution of which notice is given in accordance with this Article and for the purposes of this clause, notice shall be deemed to have been so given, notwithstanding the accidental omission, in giving it, to one or more Members.

12.5. Extra-ordinary General Meeting by Board and by Requisition

12.5.1. The Directors may, whenever they think fit, convene an Extra-ordinary General Meeting and they shall on requisition of the Members as hereinafter provided, forthwith proceed to convene Extra-ordinary General Meeting of the Company.

12.5.2. If at any time there are not within India sufficient Directors capable of acting to form a quorum or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by the Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call an Extra-ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.

12.6. Contents of Requisition and number of Requisitionists Required

12.6.1. In case of requisition the following provisions shall have effect:

(a) The requisition shall set out the matter for the consideration of which the meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.

(b) The requisition may consist of several documents in like form, each signed by one or more requisitionists.

(c) The number of Members entitled to requisition a meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as at that date carries the right of voting in regard to that matter.

(d) Where two or more distinct matters are specified in the requisition, the provisions of Article 12.6 shall apply separately in regard to such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that Article is fulfilled.

(e) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the meeting may be called:

(i) by the requisitionist themselves; or

(ii) by such of requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one tenth of the paid-up share capital of the Company as is referred to in sub-clause (c) of Article 12.6.1 whichever is less, provided that for the purpose of this sub-clause, the Board shall in the case of a meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Act.

12.6.2. A meeting called under sub-clause (c) of Article 12.6.1 by requisitionists or any of them:

(a) shall be called in the same manner as nearly as possible, as that in which meeting is to be called by the Board; but

(b) shall not be held after the expiration of three months from the date of the deposit of the requisition, provided that nothing in sub-clause (b) of this Article 12.6.2 shall be deemed

to prevent a meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.

12.6.3. Where two or more persons hold any shares in the Company jointly a requisition or a notice calling a meeting signed by one or some only of them shall for the purpose of this Article, have same force and effect as if it has been signed by all of them.

12.6.4. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the Company and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

12.6.5. The Extraordinary General Meeting called under this Article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.

12.7. Length of Notice of Meeting

12.7.1. A General Meeting of the Company may be called by giving not less than twenty-one days' notice in writing or in electronic mode, for which the day of sending the Notice and the day of Meeting shall not be counted. Further in case the company sends the Notice by post or courier, an additional two days shall be provided for the service of Notice.

12.7.2. A General Meeting may be called after giving shorter notice than that specified in Article 12.7.1 hereof, if consent is accorded thereto:

(a) in the case of Annual General Meeting by all the Members entitled to vote there at; and

(b) in the case of any other meeting, by Members of the Company holding not less than ninety-five per cent of such part of the paid up share capital of the Company as gives a right to vote at the meeting, provided that where any Members of the Company are entitled to vote only one some resolution or resolutions to be moved at a meeting and not on the others, those Members shall be taken into account for the purpose of his clause in respect of the former resolution or resolutions and not in respect of the later.

12.8. Contents and Manner of Services of Notice

12.8.1. Every notice of a meeting of the Company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat.

12.8.2. Subject to the provisions of the Act, notice of every General Meeting shall be given:

(a) to every Member of the Company in any manner authorized by Section 20 of the Act;

(b) to the persons entitled to a share in consequence of the death or insolvency of a Member, be sending it through the post in a prepaid letter addressed to them by name or by the title of representative of the deceased or assigned of the insolvent or by like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and

(c) to the Auditor or Auditors for the time being of the Company in any manner authorized by Section 20 of the Act in the case of Members of the Company.

12.8.3. Any Member of a Company entitled to attend and vote at a meeting of Company shall be entitled to appoint another person (whether Member or not) as his proxy to attend and vote instead of

himself; but a proxy so appointed shall not have any right to speak at the meeting, provided that unless where the proxy is appointed by a body corporate a proxy shall not be entitled to vote except on a poll.

12.9. Special and Ordinary Business and Explanatory Statement

12.9.1. In the case of an Annual General Meeting, all business to be transacted at the meeting shall be deemed special, with the exception of business relating to:

(a) the consideration of the Accounts, Balance Sheet and the Reports of the Board of Directors and Auditor;

(b) the declaration of dividend;

(c) the appointment of Directors in the place of those retiring; and

(d) the appointment of and the fixing of the remuneration of the Auditors.

12.9.2. In the case of any other meeting, all business shall be deemed special.

12.9.3. Where any items of business to be transacted at the meeting of Company are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director or Manager, if any or Key Managerial Personnel or their respective relatives where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or Manager or Key Managerial Personnel or their respective relatives, if the extent of such interest is not less than 2 per cent of the paid up share capital of that other company.

12.9.4. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

12.10. Omission to give Notice not to Invalidate Proceedings

The accidental omission to give such notice as aforesaid to or non-receipt thereof by any Member of other person to whom it should be given, shall not invalidate the proceedings of any such meeting.

12.11. Notice of Business

No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the meeting.

12.12. Quorum

12.12.1. Members entitled to vote and present in person, in such numbers as per the Act, shall be quorum for General Meeting. No business shall be transacted at the general meeting unless the quorum requisite be present at the commencement of the meeting. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act. The President of India or the Governor of a State being a member of the Company shall be deemed to be personally present if he is presented in accordance with Section 112 of the Act.

12.12.2. If within sixty minutes from the time appointed for holding a meeting of the Company a quorum is not present, the meeting shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also a quorum is not present with one hour from the time appointed for holding

the meeting, the member present shall be quorum and may transact the business for which the meeting was called.

12.13. Resolutions passed at Adjourned Meeting

Where a resolution is passed at an adjourned meeting of the Company, the resolution for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

12.14. Chairman of General Meeting

The Chairman of the Board of Directors shall be entitled to take the chair at every General Meeting or if there be no such Chairman or if any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or shall decline to take the Chair, the Vice-Chairman, if any, shall be entitled to take the chair. If the Vice-Chairman is also not present or is unwilling to take the chair, the Directors present shall elect one of them as Chairman and if no Director be present or if the Directors present decline to take the chair, then the Members present shall elect one of the Members to be taken forthwith in accordance with the provisions of the Act and the Chairman elected on show of hands shall exercise all the powers of the Chairman under the said provision. If some other person is elected Chairman as a result of the poll he shall be Chairman for the rest of the meeting.

12.15. Business Confined to Election of Chairman Whilst Chair Vacant

No business shall be discussed at any general meeting except the election of a Chairman whilst the Chair is vacant.

12.16. Chairman may Adjourn Meeting

(a) The Chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting.

12.17. How Question to be Decided at Meetings

Every question submitted to a general meeting shall be decided in the first instance by show of hands unless the poll is demanded as provided in the Articles.

12.18. Chairman's Declaration of Result of Voting on Show of Hands

A declaration by the Chairman of the meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof, of the number or proportion of votes cast in favour of or against such resolution.

12.19. Demand of poll

Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present person or by proxy and holding shares in the Company which confer a power to vote on the resolution or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the person or persons who make the demand.

12.20. Time of Taking of Poll

A poll demanded on a question of adjournment or election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as Chairman of the meeting may direct and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

12.21. Appointment of Scrutineers

Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinize the vote given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Member (not being an officer or employee of the Company) present at the meeting, provided such a Member is available and willing to be appointed. Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause.

12.22. Demand for Poll not to prevent Transaction of Other Business

The demand for a poll shall not prevent transaction of other business except on the question of the Chairman and of an adjournment other than the question on which the poll has been demanded.

12.23. Special Notice

Where, by any provision contained in the Act or the Articles, special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the meeting at which it is to be moved, exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the meeting or if that is not practicable, shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by those presents not less than seven days before the meeting.

13. VOTES OF MEMBERS

13.1. Member Paying Money in Advance not to Entitled to Vote in Respect Thereof

A Member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

13.2. Restriction on Exercise of Voting Rights of Members who have not paid Calls

No Member shall exercise any voting rights in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

13.3. Number of Votes to which Member Entitled

Subject to the provisions of Article 13.1, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorized) have one vote and on a poll, when present in person (including a body corporate by a duly authorized representative) or by an agent duly authorized under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of paid-up equity share capital of the Company, provided however, if any preference share-holder be present at any meeting of the Company, save

as provided in Section 47(2) of the Act, he shall have a right to vote only on resolutions before the meeting which directly affect the rights attached to his preference shares. A Member of not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote is taken.

13.4. Votes of Members of Unsound Mind

A Member of unsound mind or in respect of whom order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll vote by proxy.

13.5. Votes of Joint Members

If there be joint registered holders of any shares one such persons may vote at any meeting personally or by an agent duly authorized under a Power of Attorney or by proxy in respect of such shares, as if he were solely, entitled thereto but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint holders be present at any meeting either personally or by agent or by proxy, that one of the said persons so present who stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the holders shall be entitled to vote in preference to a person present by an agent duly authorized under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the register in respect of such shares. Several Executors or Administrators of a deceased Member in whose name shares stand shall for the purpose of the Articles be deemed joint holders thereof.

13.6. Representation of Body Corporate

13.6.1. In accordance with Section 113 of the Act, a body corporate (whether a company within the meaning of the Act or not) may, if it is a Member of the creditor of the Company (including a holder of debentures) authorize such person as it thinks fit by a resolution of its Board of Directors or other Governing Body, to act its representative at any meeting of the Company or any class of Members of the Company or at any meeting of the creditors of the Company or debenture holders of the Company.

13.6.2. A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Members, creditor or holder of debentures of the Company. The production of a copy of the resolution referred above, certified by Director or the Secretary of such body corporate before the commencement of the meeting shall be accepted by the Company as sufficient evidence of the validity of the said representative's appointment and his right to vote thereat.

13.6.3. Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be, the Governor may appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of Members of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President or as the case may be the Governor could exercise as a Member of the Company.

13.7. Votes in respect of Deceased or Insolvent Members

Any person entitled under the transmission Article to transfer any share may vote any General Meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of the rights to transfer such shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

13.8. Voting in Person or by Proxy

Subject to the provisions of the Articles, vote may be given either personally or by proxy. A Body Corporate being a Member may vote either by a proxy or by a representative duly authorized in accordance with Section 113 of the Act.

13.9. Rights of Members to use Votes Differently

On a poll taken at a meeting of the Company a Member entitled to more than one vote or his proxy or other persons entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

13.10. Proxies

13.10.1. Any Member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself provided always that a proxy so appointed shall not have any right whatever to speak at the meeting. Every notice convening a meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies.

13.10.2. An instrument of proxy may appoint a proxy either for the purpose of a particular meeting specified in the instrument and adjournment thereof or it may appoint a proxy for the purpose of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.

13.10.3. No proxy shall be entitled to vote by a show of hands.

13.10.4. The instrument appointing a proxy and the Power of Attorney or Authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or Authority, shall be deposited at the Registered Office of the Company forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

13.10.5. Every instrument of proxy whether for a specified meeting or otherwise shall, as far as circumstances admit, be in any of the forms set out in Section 105(6) of the Act and the Companies (Management and Administration) Rules, 2014.

13.10.6. Every Member entitled to vote at a General Meeting of the Company according to the provisions of the Articles on any resolution to be moved thereof shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the General Meeting, to inspect proxies lodged, at any time during the business hours of the Company provided not less than three days' notice in writing of the intention to inspect is given to the Company.

13.10.7. A vote given in accordance with the terms of instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of any Power of Attorney under which such proxy was signed or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and of the same not have been revoked.

13.11. Time for Objection to Vote

No objection shall be made to the qualification of any vote or to the validity of a vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and very vote, whether given personally or by proxy, not disallowed at such meeting shall be valid for all purposes and such objection made in due time shall be referred to the Chairman of the meeting.

13.12. Chairman of any Meeting to be the Judge of Validity of Vote

The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final and conclusive.

13.13. Custody of Instrument

If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If embracing other objects, copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.

13.14. Votes by Postal Ballot

Notwithstanding anything contained in the provisions of the Act, and the rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.

13.15. Electronic voting

The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, or any other law, if applicable to the Company.

14. DIRECTORS

14.1. Number of Directors

14.1.1. Until, otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and other applicable provisions of the Act, the number of Directors shall not be less than three (3) and not more than fifteen (15) and the first Directors of the Company shall be:

(a) Mr. Sajid R. Dhanani

(b) Mrs. Suchitra Dhanani

14.1.2. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by law from time to time.

14.2. Director/s Not Liable to Retire

Subject to the provisions of Section 152 of the Act, the Company shall appoint one-third of the total number of Director or Directors not liable to retire by rotation.

14.3. Debenture Directors

Any Trust Deed for securing debentures or debenture-stocks, may, if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of debentures or debentures-stocks, of some person to be a Director of the Company and may empower such Trustees or holder of debentures or debenture-stocks, from time to time, to remove an re-appoint any Director so appointed. The Director appointed under Article is herein referred to as "**Debenture Director**" and the term Debenture Director means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

14.4. Limit on Number of Retiring Directors

The provisions of Articles 14.6, 14.7 and 14.8 are subject to the provisions of Section 152 of the Act and number of such Directors appointed under Article 14.7 shall not exceed in the aggregate one-third of the total number of Directors for the time being in office.

14.5. Appointment of Alternate Director

Subject to Section 161 of the Act, the Board may appoint an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "**the Original Director**") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office and when the Original Director returns to the State in which the meetings of the Board are ordinarily held if the term of office of the Original Director is determined before he returns to as aforesaid. Any provision in the Act or in the Articles for automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and the Alternate Director.

14.6. Director may fill Vacancies

Subject to the Articles, the Directors shall also have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for reelection.

14.7. Additional Directors

The Directors shall also have power to at any time and from time to time appoint any other person to be a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed as an addition to the Board shall hold his office only up to the date of the next Annual General Meeting but shall be eligible for election at such meeting.

14.8. Qualification Shares

A Director need not hold any qualification shares.

14.9. Remuneration of Directors

14.9.1. The remuneration of a Director for his service shall be such sum as may be fixed by the Board of Directors subject to a ceiling as may be prescribed by the Central Government from time to time for each meeting of the Board or a Committee thereof attended by him. The Director subject to the sanction of the Central Government (if any required) may be paid such further remuneration as the Company in General Meeting shall, from time to time, determined and such further

remuneration shall be divided among the Directors in such proportion and manner as the Board may from time to time determine and in default of such determination shall be divided among the Directors equally.

14.9.2. Subject to the provisions of the Act, a Director who is either in the whole time employment of the Company or a Managing Director may be paid remuneration as provided in Sections 197 of the Act and Schedule V of the Act either by way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

14.9.3. Subject to the provisions of the Act, a Director who is neither in the Whole-time employment of the Company nor a Managing Director may be paid remuneration as provided in Sections 197 of the Act and Schedule V of the Act either:

(a) by way of a monthly, quarterly or annual payment with the approval of the Central Government; or

(b) by way of commission if the Company by Special Resolution authorized such payment. A Director may receive remuneration by way of a fee for each meeting of the Board or a committee thereof attended by him as prescribed by Central Government.

14.9.4. Independent Directors shall be paid in the manner as provided in Section 149 and Section 197(5) of the Act.

14.10. Extra remuneration to Directors for Special Work

Subject to the provisions of the Act, if any Director, being willing shall be called upon to perform extra services (which expression shall include work done by a Director as Member of any committee formed by the Directors or in relation to signing Share Certificates) or to make special exertions in going or residing or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company shall remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided.

14.11. Travelling Expenses incurred by Directors on Company's business

The Board of Directors may, subject to the limitations provided by the Act, allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company at a place other than his usual place of residence for the purpose of attending a meeting such sum as the Board may consider fair compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fees for attending such meeting as above specified.

14.12. Director may act notwithstanding Vacancy

The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by the Articles, for a meeting of the Board of Director or Directors may act for the purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes.

14.13. Board resolution Necessary for Certain Contracts

14.13.1. Except with the consent of the Board of Directors of the Company, as may be required in terms of the provisions of Section 188 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a 'related party' with respect to:

(a) the sale, purchase or supply of goods or materials;

(b) selling or otherwise disposing of, or buying, property of any kind;

(c) leasing of property of any kind;

(d) availing or rendering of any services;

(e) appointment of any agent for purchase or sale of goods, materials, services or property;

(f) such Director's or its relative's appointment to any office or place of profit in the company, its subsidiary company or associate company; and

(g) underwriting the subscription of any securities or derivatives thereof, of the company:

without the consent of the Shareholders by way of a Special Resolution in accordance with Section 188 of the Act.

14.13.2. No Member of the Company shall vote on such Special Resolution, to approve any contract or arrangement which may be entered into by the Company, if such Shareholder is a related party.

14.13.3. Nothing in this Article shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.

14.13.4. The terms "office of profit" and "arm's length basis" shall have the meaning ascribed to them under Section 188 of the Act.

14.13.5. The term 'related party' shall have the same meaning as ascribed to it under the Act.

14.14. Disclosure to the Members of Directors' Interest in Contract in Appointing Manager, Managing Director or Whole-time Director

The provisions of Section 190 of the Act shall be complied with when the Company:

(a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which contract any Director of the Company is, whether directly or indirectly, concerned or interested; or

(b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid.

14.15. Disqualification of Director

A person shall not be capable of being appointed Director of the Company if:

(a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force;

(b) he is an undischarged insolvent;

(c) he has applied to be adjudged an insolvent and his application is pending;

(d) he has been convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not been elapsed from the date of expiry of the sentence;

(e) he has not paid any call in respect of shares of the Company held by him whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call;

(f) an order disqualifying him for appointment as Director has been passed by a court or tribunal in pursuance of Section 164 of the Act and is in force;

(g) he has been convicted of the offence dealing with related party transactions under Section 188 of the Act at any time during the last preceding five years; or

(h) he has not complied with Section 152(3) of the Act.

14.16. Vacation of Office by Directors

14.16.1. Subject to the provisions of Sections 167 and 188 of the Act, the office of a Director shall become vacant if:

(a) he incurs any of the disqualifications specified in Article 14.15;

(b) he absents himself from all the meetings of the Board of Directors held during a period of 12 months, with or without obtaining leave of absence from the Board;

(c) he (whether by himself or by any person for his benefits or on his account) or any firm in which he is a partner or any private company of which he is a Director, accepts a loan or any guarantee or security for a loan, from the Company in contravention of Section 185 of the Act;

(d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of Section 184 of the Act;

(e) he becomes disqualified by an order of the court or the tribunal;

(f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months;

(g) he is removed by an Ordinary Resolution of the Company before the expiry of his period of office;

(h) if, by notice in writing to the Company, he resigns his office; or

(i) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.

14.17. Removal of Directors

14.17.1. The Company may, subject to the provisions of Section 169 and other applicable provisions of the Act and the Articles by Ordinary Resolution remove any Director not being a Director appointed by the tribunal in pursuance of Section 242 of the Act before the expiry of his period of office.

14.17.2. Special Notice as provided by Articles hereof or Section 169 of the Act, shall be required of any resolution to remove a Director under the Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.

14.17.3. On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a Member of the Company) shall be entitled to be heard on the resolution at the meeting.

14.17.4. Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding reasonable length) and request their notification to Members of the Company, the Company shall, unless the representations are received by it too late for it, to do so (a) in the notice of the resolution given to the Members of the Company state the fact of the representation having been made and (b) send a copy of the representations or every Member of the Company to whom notice of the meeting is sent (before or after the representation by the Company) and if a copy of the representation is not sent as aforesaid because they were received too late or because of the Company's default the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting, provided that copies of the representations need not be sent or read out at meeting, if on the application either of the Company or of any other person who claims to be aggrieved the Court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.

14.17.5. A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board in pursuance of Article 14.6 or Section 161 of the Act, be filled by the appointment of another Director in his stead by the meeting at which he is removed, provided special notice of the intended appointment has been given under this Article 14.17. A Director so appointed shall hold office until the date up to which his predecessors would have held office if he had not been removed as aforesaid.

14.17.6. If the vacancy is not filled under Article 14.17.5 hereof, it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 14.12 or Section 161 of the Act and all the provisions of the Article and section shall apply accordingly.

14.17.7. A Director who was removed from office under this Article shall not be reappointed as Director by the Board of Directors.

14.17.8. Nothing contained in this Article shall be taken:

(a) as depriving a person removed hereunder of any compensation or damages payable to him in respect of the termination of his appointment as Director; or

(b) as derogating from any power to remove a Director which may exist apart from this Article.

14.18. Disclosure of Interest by Director

14.18.1. Every Director of the Company who is in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors in the manner provided in Section 184 of the Act.

(a) In the case of proposed contract or the arrangement, the disclosure required to be made by a Director under Article 14.18.1 shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration or if the director was not at the date of that meeting concerned or interested in the proposed contract or arrangement at the first meeting of the Board held after he be so concerned or interested.

(b) In case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

(c) For the purpose of Articles 14.18.1 and 14.18.2 a general notice given to the Board by a Director to the effect that he is a Director or a Member of a specified body corporate or is

a Member of a specified firm and is to be regarded as interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made.

(d) Any such general notice shall expire at the end of the financial year in which it is given, but may be renewed for further period of one financial year at a time by a fresh notice given in which it would otherwise expires.

(e) No such general notice and no renewal thereof, shall be of effect unless either it is given at a meeting of the Board or the Directors concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

(f) Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between the Company and any other Company where and one or more of the Director of the Company together holds or hold not more than two percent of the paid up share capital in the other company.

15. ROTATION AND APPOINTMENT OF DIRECTORS

15.1. Directors may be Directors of the Companies Promoted by the Company

If a Director of the Company is appointed a Director of any company promoted by the Company or in which it may become interested as a vendor, shareholder or otherwise, such Director shall not be accountable for any benefits received as Director or Shareholder of such Company except in so far as Section 197 (14) or Section 188, of the Act may be applicable.

15.2. Rotation of Directors

Not less than two thirds of the total number of Directors shall (a) be persons whose period of the office is liable to termination by retirement of Directors by rotation and (b) Directors be appointed by the Company in General Meeting.

15.3. Retirement of Directors

Subject to the provisions of Section 152 of the Act and Articles 14.3, 14.4 and 14.10 at every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture Directors and CX Investor Director (as defined below), subject to Article 16.1, Managing Directors, if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation. In the Articles, a “Retiring Director” means a Director retiring by rotation.

15.4. Ascertainment of Directors Retiring by Rotation and Filling of Vacancies

Subject to Section 152 of the Act, the Directors to retire by rotation under Article 15.3 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between those who became Directors on the same day, those who are to retire shall in default of and subject to any agreement amongst themselves, be determined by lot.

15.5. Eligibility for Re-election

A retiring Director shall be eligible for re-election and shall act as a Director throughout and till the conclusion of the meeting at which he retires.

15.6. Company to Fill Vacancies

Subject to Sections 152 and 169 of the Act, the Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacancy by appointing the retiring Director or some other person thereto.

15.7. Provision in Default of Appointment

15.7.1. If the place of retiring Directors in not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.

15.7.2. If at the adjourned meeting also, the place of the retiring Director is not filled up and the meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless:

(a) at the meeting or the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost;

(b) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed;

(c) he is not qualified or is disqualified for appointment; or

(d) a resolution whether special or ordinary is required for his appointment or reappointment by virtue of any provisions of the Act.

15.8. Company may Increase or Reduce Number of Directors or Remove any Director

Subject to the provisions of Section 149 and 152 of the Act, the Company may, by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter qualification.

15.9. Appointment of Directors

15.9.1. No motion at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a Single resolution unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it.

15.9.2. A resolution moved in contravention of Article 15.9.1 hereof shall be void, whether or not objection was taken at the time of it being, so moved, provided where a resolution so moved is passed, no provisions for the automatic re-appointment of retiring Directors in default of another appointment as therein before provided shall apply.

15.9.3. For the purpose of this Article, a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

15.10. Notice of Candidature for office of Director except in Certain Cases

15.10.1. No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has at least fourteen days before the meeting left at the office of the Company a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such Member to propose him a Director for that office as the case may be along with a deposit of one lakh rupees or such higher amount as may be prescribed as per the section 160 as amended from time to time" as mentioned in Section 160 (1) of the Act, 2013, which shall be refunded to such person or as the case may be, to such if the person proposed gets elected as a director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.

15.10.2. The Company shall inform its Members of the candidature of the person for the office of Director or the intention of a Member to propose such person as a candidature for that office by serving individual notice on the Members not less than Fourteen days before the meeting provided that it shall not be necessary for the Company to serve individual notice upon the Members as aforesaid if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the registered office of the Company is located of which one is published in the English language and the other in the regional language of the place.

15.10.3. Every person (other than a Director retiring by rotation or otherwise or person who has left at the office of the Company a notice under Section 160 of the Act, signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director if appointed.

15.10.4. A person other than:

(a) a Director re-appointed after retirement by rotation or immediately on the expiry of his term of office; or

(b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 149 of the Act appointed as a Director, reappointed as an Additional or Alternate Director immediately on the expiry of his term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

15.11. Disclosure by Directors of their Holdings of Shares and Debentures

Every Director shall, in accordance with the provisions of Section 184 of the Act and the Companies (Meeting of Board and its Powers) Rules, 2014, disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules. Any such notice shall be given in writing and if it is not given at a meeting of the Board, the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the first meeting of the Board next after it is given.

16. MANAGING DIRECTOR, WHOLE-TIME DIRECTOR

16.1. Board may appoint Managing Directors or Whole-time Directors

Subject to the provision of the Act and the Articles, the Directors shall have power to appoint from time to time one or more of their body to be Managing Director or Managing Director or Whole-time Director or Whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

16.2. Provisions they will be subject to

Subject to the provisions of the Act and the Articles, the Managing Director or Whole-time Director shall not while he continues to hold that office, be subject to retirement by rotation under Article 15.3 but he shall be subject to the same provisions as to the resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be Managing Director or Whole-time Director if he chooses to hold office of Director for any cause provided that if at any time the number of Directors (including Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such of the Managing Director or Whole-time Director or two or more of them as the Directors may from time to time determine shall be liable to retirement by

rotation in accordance with the Article 15.3 to the extent that the number of Directors not liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being.

16.3. Remuneration of Managing or Whole-time Director(s)

The remuneration of the Managing Director or Whole-time Director shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission on profits of the Company or by participation in such profits or by any other mode not expressly prohibited by the Act.

16.4. Powers and Duties of Managing and/or Whole-time Director(s)

Subject to the superintendence, control and direction of the Board the day to day management of the Company shall be in the hands of the Managing Director(s) or Whole-time Director(s) appointed under Article 16.1 with power to the Board to distribute such day to day management functions among such Director(s) in any manner as deemed fit by the Board and subject to the provisions of the Act and the Articles the Board may by resolution vest any such Managing Director or Managing Directors or Whole-time Director or Whole-time Directors with such of the power hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such periods and upon such conditions and subject to the such restrictions as it may determine and they may subject to the provisions of the Act and the Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Director in that behalf and may from time to time revoke withdrawn, alter or vary all or any of such powers.

17. PROCEEDINGS OF THE BOARD OF DIRECTORS

17.1. Meeting of the Directors

The Directors may meet together as a Board for the dispatch of business from time to time and meeting of the Board of Directors shall be held at least once in every three (3) calendar months and at least four (4) such meetings shall be held in every year in such a manner and not more than one hundred and twenty (120) days shall intervene between two consecutive meetings of the Board. The provision of this Article shall not be deemed to have been contravened merely by reason of that fact that the meeting of the Board which has been called in compliance with the terms of this Article could not be held for want of a quorum. The participation of directors in a meeting of the Board may be either in person or through video conferring or audio visual means or teleconferencing, as may be prescribed by the Act and the Rules made thereunder.

17.2. Notice of Meeting

Notice of every meeting of the Board of Directors shall be given in writing or by electronic means to every Director for the time being in India and at his usual address in India to every other Director. At least seven days' notice in writing shall be given to Directors specifying the time and place of the meeting. Subject to the provisions of Section 173(3) of the Act, a meeting may be called at shorter notice.

17.3. When Meeting to be Convened

Subject to the provisions of Section 173 and other applicable provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, a Director may at any time and the Secretary upon the request of a Director made at any time shall convene a meeting of the Board of Directors by giving a notice in writing to every Director for the time being in India and at his usual address in India to every other Director.

17.4. Quorum

17.4.1. Subject to Section 174 of the Act and the Articles, the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one-third being rounded off as one) or two

Directors whichever is higher, provided that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the total strength, the number of the remaining Directors (that is to say, the number of remaining who are not interested) present at the meeting being not less than two shall be the quorum during such time. The presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum.

17.4.2. For the purpose of Article 17.4.1:

(a) "**Total strength**" means total strength of the Board of Directors of the Company determined in pursuance of the Act, after deducing there from number of the Directors, if any, whose places may be vacant at the time; and

(b) "**Interested Directors**" means any Director whose presence cannot by reason of Section 183 or any other provisions of the Act, count for the purpose of forming a quorum at a meeting of the Board, at the time of the discussion or vote on any matter.

17.5. Procedure when Meeting Adjourned for Want of Quorum

Subject to the Articles, if a meeting of the Board could not be held for want of quorum within sixty minutes of the specified time in the notice calling for the Board meeting, then the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place, unless otherwise adjourned to a specific date, time and place.

17.6. Chairman

The Directors from among their number may elect a Chairman of the Board of Directors. If at any meeting the Chairman is not present at the time appointed for holding the same, the Directors present shall choose one of their numbers to be the Chairman of such meeting.

17.7. Questions at the Board Meeting How Decided

Subject to the Articles, questions arising at any meeting of the Board shall be decided by the majority of votes.

17.8. Powers of the Board Meeting

A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles or the regulations for the time being of the Company are vested in or exercisable by the Board of Directors generally.

17.9. Directors May Appoint Committee

The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Act and of the Articles, delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to the persons or purposes, by every committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as if done by the Board.

17.10. Meetings of the Committee to be Governed

The meetings and proceedings of any such Committee of the Board consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article. Quorum for the Committee meetings shall be two.

17.11. Circular Resolution

17.11.1. A resolution passed by circular without a meeting of the Board or a Committee of the Board shall subject to the provisions of Article 17.11.2 hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of the Directors or of a Committee duly called and held.

17.11.2. A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, if the resolution has been circulated in draft together with necessary papers, if any, to all the Directors or to all the Members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or Members of the Committee at their usual addresses in India or to such other addresses outside India specified by any such Directors or Members of the Committee and has been approved by such of the Directors or Members of the Committee as are then in India or by a majority of such of them as are entitled to vote on the resolution.

17.12. Acts of Board or Committee valid notwithstanding defect in Appointment

All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in the Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing contained here shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be in valid or to have terminated.

18. POWER OF THE BOARD

18.1. General Powers of Management Vested in Directors

The business of the Company shall be managed by the Directors who may exercise all such powers of the Company and do all such acts and things as are not by the Act or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting. Subject nevertheless to any regulation of the Articles or the provisions of the Act or any other Act and to such regulation being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made, provided that the Board of Directors shall not except with the consent of the Company in General Meeting:

(a) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking. The term ‘undertaking’ and the expression ‘substantially the whole of the undertaking’ shall have the meaning ascribed to them under the provisions of Section 180 of the Act;

(b) remit or give time for the payment of any debt due by a Director;

(c) invest, otherwise than in trust securities, the amount of compensation received by the as a result of any merger or amalgamation;

(d) borrow money, where moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves; or

(e) contribute to charitable and other funds any amounts the aggregate of which will, in any financial year, exceed five percent of its average net profits as determined in accordance with the provisions of the Act during the three financial years immediately preceding.

(i) Provided that in respect of the matter referred to in sub-clauses (c) such consent shall be obtained by a resolution of the Company which shall specify the total amount up to which moneys may be borrowed by the Board under sub-clause (c);

(ii) Provide further that the expression "temporary loans" in sub-clause (d) above shall mean loans repayable on demand or within six (6) months from the date of the loan such as short term cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.

18.2. Certain powers to be exercised by the Board only at Meetings

18.2.1. Without derogating from the powers vested in the Board of Directors under the Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board:

(a) the power to make calls on shareholders in respect of moneys unpaid on their shares;

(b) the power to authorize buy-back of securities under Section 68 of the Act;

(c) the power to issue Securities, including Debentures, whether in or outside India;

(d) the power to borrow moneys;

(e) the power to invest the funds of the Company;

(f) the power to grant loans or give guarantee or provide security in respect of loans;

(g) the power to approve financial statements and the Board's report;

(h) the power to diversify the business of the Company;

(i) the power to approve amalgamation, merger or reconstruction;

(j) the power to take over a company or acquire a controlling or substantial stake in another company; and

(k) any other matter which may be prescribed under the Companies (Meetings of the Board and its Powers) Rules 2014.

Provided that the Board may, by resolution passed at a meeting, delegate to any committee of Directors, the Managing Director or any other principal officer of the Company, the powers specified in sub-clauses (d), (e) and (f) of Article 18.2.1 to the extent specified below.

18.2.2. Every resolution delegating the power referred to in sub-clause (c) of Article 18.2.1 shall specify the total amount outstanding at any one time, up to which moneys may be borrowed by the delegate.

18.2.3. Every resolution delegating the power referred to in sub-clause (d) of Article 18.2.1 shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.

18.2.4. Every resolution delegating the power referred to in sub-clause (e) of Article 18.2.1 shall specify the total amount up to which loans may be made by the delegate, the purpose for which the loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.

18.2.5. The powers under Article 18.2.1 shall be exercised by the Board in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the provisions of Section 180 of the Act.

18.3. Certain Powers of the Board

Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by the Articles but subject to the restrictions contained in the last preceding Articles, it is hereby declared that the Directors shall have the following powers, that is to say, power:

18.3.1. To pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company.

18.3.2. To pay and charge to the Capital Account of the Company any commission or interest, lawfully payable thereout under the provisions of Section 40(6) of the Act.

18.3.3. Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit in any such purchase or other acquisition, accept such title as the Director may believe of may be advised to be reasonably satisfactory.

18.3.4. At their discretion and subject to the provisions of the Act, to pay for any property, rights or privileges by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and any such bonds, debentures mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

18.3.5. To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.

18.3.6. To accept from any Member, so far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.

18.3.7. To appoint any person to accept and hold in trust for the Company property belonging to the Company or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.

18.3.8. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officer or otherwise concerning the affairs of the Company and also the compound and allow time for payment on satisfaction of any debts due and of any claim or demands by or against the Company and to refer any difference to arbitration and observe the terms of any awards

made therein either according to Indian law or according to foreign law and either in India or abroad and observe and perform or challenge any award made therein.

18.3.9. To act on behalf of the Company in all matters relating to bankruptcy, insolvency, winding up and liquidation of companies.

18.3.10. To make and give receipts, release and other discharge for moneys payable to the Company and for the claims and demands of the Company.

18.3.11. Subject to the provisions of Sections 179(1) and 185 and other applicable provisions of the Act and the Articles, to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being the shares of the Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investment. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.

18.3.12. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgage of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon.

18.3.13. To open bank accounts and to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipt, acceptances, endorsement, cheques, dividend warrants, release, contracts and documents and to give the necessary authority for such purpose.

18.3.14. To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.

18.3.15. To provide for the welfare of Directors of Ex-Directors or employees or ex-employees of the Company and the wives, widows and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings or *chawls* or by grants of money, pension, gratuities, allowances, bonus or other payments or by creating and from time to time, subscribing or contributing to provident and other associations, institutions and recreation, hospitals, dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provisions of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reasons of locality of operation or the public and general utility or otherwise.

18.3.16. Before recommending any dividend, to set aside, out of the profits of the Company, such sums as they may think proper for depreciation or the depreciation fund or to as insurance fund or as reserve fund or sinking fund or any special or other fund or funds or account of accounts to meet contingencies or to repay redeemable preference shares, debentures or debenture-stock or for special dividends or for equalizing dividends for repairing, improving, extending and maintaining any part of the property of the Company and such other purposes (including the purposes referred to in the preceding clause) as the Board may, in their absolute discretion think conducive to the interest of the Company and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than share of the Company) as they may think fit and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof or upon which the capital moneys of the Company

might rightly be applied or expended and to divide the General Reserve or Reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund to another Reserve Fund and/or division of a Reserve Fund and with full power to employ the assets constituting all or any of the above funds including the depreciation fund in the business of the Company or in purchase or repayment of redeemable preference shares, debentures or debenture-stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.

18.3.17. To appoint and at their discretion remove or suspend such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, laboureres, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to acquire security in such instances and to such amounts as they may think fit and also from time to time provide for the management and transactions of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit.

18.3.18. From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be Members of such Local Boards or managers or agencies and to fix their remuneration.

18.3.19. Subject to Section 179 of the Act, from time to time and at any time, to delegate to any persons so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their powers to make calls or to make loans or borrow moneys and to authorize the Members for the time being of such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies and such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit and the Board may at any time remove any person so appointed and may annul or very any such delegation.

18.3.20. At any time and from time to time by Power of Attorney or Power of Attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under the presents and excluding the power to make class and excluding also, except in their limits authorized by the Board, the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointments may (if the Board thinks fit) be made in favour of the Members of any Local Board established as aforesaid or in favour of any company or the shareholders, Directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection of convenience of persons dealing with such Attorneys as the Board may think fit and may contain powers enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

18.3.21. Subject to Sections 188 and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and thing in the name and on behalf of the Company as they may consider expedient.

18.3.22. From time to time to make, very and repeal bye-laws for the regulation of the business of the Company, its officers and servants.

18.3.23. To purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock

company carrying on the business which the Company is authorized to carry on in any part of India.

18.3.24. To purchase, take on lease for any term or terms of years or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.

18.3.25. To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company, either separately or co-jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance affected in pursuance of this power.

18.3.26. To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical knowhow.

18.3.27. To sell from time to time any articles, materials, machinery, plants stores and other articles and things belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and bye-products.

18.3.28. From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company or by erecting new or additional building and to expend such sum of money for the purpose aforesaid or any them as may be thought necessary or expedient.

18.3.29. To undertake on behalf of the Company any payment of all rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions and otherwise to acquire the free hold simple of all or any of the hands of the Company for the time being held under lease or for an estate less than free hold estate.

18.3.30. To improve, manage, develop, exchange, lease, sell, resell and repurchase, dispose of, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.

18.3.31. To let, sell or otherwise dispose of, subject to the provisions of Section 180 of the Act and of the other Articles, and property of the Company, either absolutely to conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment of satisfaction for the same in cash or otherwise as it thinks fit.

19. MINUTES

19.1. Minutes to be Made

19.1.1. The Company shall cause minutes of all proceedings of General Meetings of shareholders and creditors and every resolution by Postal Ballot and of all proceedings of every meeting of the Board of Directors or of every committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered.

19.1.2. Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:

(a) in the case of minutes of proceedings of a meeting of Board or of a committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting;

(b) in the case of minutes of proceedings of the General Meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman, within that period by a Director duly authorized by the Board for the purpose.

19.1.3. In no case minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

19.1.4. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereof.

19.1.5. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

19.1.6. In the case of a meeting of the Board of Directors or a committee of the Board the minutes shall contain:

(a) the names of the Directors present at the meeting;

(b) in the case of each resolution passed at meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.

19.1.7. Nothing contained in Articles 19.1.1 to 19.1.6 hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:

(a) is or could reasonably be regarded as defamatory of any person;

(b) is irrelevant or immaterial to the proceeding; or

(c) is detrimental to the interest of the Company.

19.1.8. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in Section 19.1.7.

19.2. Minutes to be Evidence of the Proceedings

The minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or of every committee kept in accordance with the provisions of Section 118 of the Act shall, subject to Section 175 of the Act, be evidence of the proceedings recorded therein.

19.3. Presumptions

Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Act, until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place subject to Section 175 of the Act and in particular all appointments of Directors, key managerial personnel, auditors or company secretary in practice made at the meeting shall be deemed to be valid.

20. THE SECRETARY

Subject to the provisions of Section 203 of the Act, the Directors may from time to time appoint and at their discretion, remove any individual as Secretary to perform any functions, which by the Act are to be performed by the Secretary and to execute any other duties, which may from time to time be assigned to the Secretary

by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company.

21. THE SEAL
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Aforesaid Clause has been deleted pursuant to the special resolution passed by the shareholders in their meeting held on 15-12-2016

22. DIVIDEND

22.1. Division of Profits

22.1.1. Subject to the rights of persons, if any entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any shares in the Company, dividends may be declared and paid according to the amounts of the shares.

22.1.2. No amount paid or credited as paid on share in advance of calls shall be treated for the purpose of this regulation as paid on the shares.

22.2. Company in General Meeting may Declare Dividends

The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 123 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors but the Company may declare a smaller dividend in General Meeting.

22.3. Dividend out of Profits Only

No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Actor out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both, subject to the provisions of Section 123 of the Act.

22.4. Interim Dividend

Subject to the provisions of Section 123(3) of the Act, the Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.

22.5. Debts May be Deducted

The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

22.6. Company May Retain Dividends

The Board of Directors may retain the dividend payable upon shares in respect of which any person is under the transmission Article entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become Member or shall duly transfer the same.

22.7. Capital Paid-up in Advance at Interest not to earn Dividend

Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.

22.8. Dividends in Proportion to Amount Paid-up

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms, providing that it shall rank for dividends as from a particular date, such share shall rank for dividend accordingly.

22.9. No Member to Receive Dividend Whilst Indebted to the Company and Company's Right of Reimbursement Thereof

Subject to the applicable provisions of the Act, no Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however either alone or jointly with any other persons) and the Board of Directors may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company.

22.10. Effect of Transfer of Shares

Subject to Section 126 of the Act, a transfer of shares shall not pass the right to any dividend declared therein before the registration of the transfer.

22.11. Dividend to Joint Holders

Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of shares.

22.12. Dividend How Remitted

The dividend payable in cash may be paid by cheque or warrant sent through post direct to registered address of the shareholder entitled to the payment of the dividend or in case of joint holders, to the registered address of that one of the joint holders which is first named on the Register of Members or to such person and to such address as the holders or the joint holder may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

22.13. Notice of Dividend

Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of share in the manner herein provided.

22.14. Reserves

The Directors may before recommending any dividend in any Financial Year, set aside out of the profits of the Company such sums as it deems proper as a reserve or reserves which shall, at the discretion of the Directors be applicable for meeting contingencies or for any other purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Directors may from time to time think fit.

22.15. Dividend to be paid within Thirty Days

The Company shall pay the dividend or send the warrant in respect thereof to shareholders entitled to the payment of dividend, within thirty (30) days from the date of the declaration unless:

(a) Where the dividend could not be paid by reason of the operation of any law;

(b) Where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with and this has been communicated to the shareholder;

(c) Where there is a dispute regarding the right to receive the dividend;

(d) Where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or

(e) Where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

22.16. Unclaimed Dividend

22.16.1. If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, transfer the total amount of dividend, which remained so unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "Unpaid Dividend of [●]".

22.16.2. Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investor Education and Protection Fund".

22.16.3. No unpaid or unclaimed dividend shall be forfeited by the Board before the claim becomes barred by law.

22.17. Set-off Calls Against Dividend

Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the meeting fixes but so that the call on each Member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the Members, be set off against the calls.

22.18. Dividend in Cash

No dividend shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing duly paid up bonus shares or paying up any amount for the time being unpaid on any shares held by Members of the Company.

22.19. Dividend, Right Shares and Bonus Shares to be held in Abeyance

Where any instrument of transfer of shares has been delivered to any company for registration and the transfer of such shares has not been registered by the Company, it shall notwithstanding any of this contained in any other provision of the Act:

(a) Transfer the dividend in relation to such shares to the special account referred to in Section 124 unless the Company is authorized by the registered holder of such share in writing to pay such dividend to the transferee specified in such instrument of transfer; and

(b) Keep in abeyance in relation to such shares any offer of right shares under clause (a) of sub-section (1) of Section 62 and any issue of fully paid-up bonus shares in pursuance of the first proviso to sub-section (5) of Section 123.

23. CAPITALISATION

23.1.1. The Company in General Meeting may, upon the recommendation of the Board, resolve:

(a) that if is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in Article 23.2 among the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

23.1.2. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Article 23.3 either in or towards:

(a) paying up any amount for the time being unpaid on any shares held by such Members respectively;

(b) paying up in full, unissued shares of the Company to be allocated and distributed, credited as fully paid up to and amongst Members in the proportions aforesaid, or

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).

23.1.3. A securities premium account as per Section 52 of the Act and a capital redemption reserve account may, for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

23.1.4. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

23.2. Fractional Certificate

23.2.1. Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares; and

(b) generally do all acts and things required to give effect thereto.

23.2.2. The Board shall have full power:

(a) to make such provision, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also; and

(b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts remaining unpaid on their existing shares.

23.2.3. Any agreement made under such authority shall be effective and binding on all such Members.

23.2.4. That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settled any question or difficulties that may arise in regard to any issue including distribution of new equity Shares and fractional certificates as they think fit.

24. ACCOUNTS

24.1. Books to be Kept

The Company shall prepare and keep at its Office proper books of account, other relevant books and papers and financial statements for every financial year which would give a true and fair view of the state of affairs of the Company, including that of its branch office or offices, if any and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting and in respect of:

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;

(b) all sales and purchases of goods by the Company;

(c) the assets and liabilities of the Company; and

(d) such particulars relating to utilization of material or labour or to other items of cost as may be prescribed by Section 128 of the Act;

Provided that all or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides, the Company shall, within seven (7) days of the decision file with the Registrar a notice in writing giving the full address of that other place. The Company may also keep such books of account or other relevant papers in electronic mode in accordance with the provisions of the Act.

24.2. Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of this Article if proper books of account relating to the transactions effected at the branch office are kept at that branch office and proper summarized returns, made up to date at intervals of not more than three (3) months, are sent by the branch office to the Company at its Office or the other place referred to in Article 24.1. The books of account and other books and papers shall be open to inspection by any Director during business hours.

24.3. The Company shall preserve in good order the books of account relating to a period of not less than eight (8) years preceding the current year.

24.4. Inspection by Members

24.5. Subject to the provisions of Sections 207 and 208 of the Act, the Board of Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and works of the Company or any of them shall be open to the inspection of Members not being Directors.

24.6. Subject to the provisions of Sections 207 and 208 of the Act, no Member (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorized by the Board.

24.7. Statements of Accounts to be furnished to General Meeting

24.7.1. In accordance with Sections 129, 133 and 134 of the Act, along with the financial statements laid before the Members, there shall be laid a 'Board's report' which shall include:

(a) the extract of the annual return as provided under sub-section (3) of Section 92 of the Act;

(b) number of meetings of the Board;

(c) Directors' responsibility statement as per the provisions of Section 134 (5) of the Act;

(d) a statement on declaration given by Independent Directors under sub-section (6) of Section 149 of the Act;

(e) in the event applicable, as specified under sub-section (1) of Section 178 of the Act, Company's policy 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 Act;

(f) explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made-

(i) by the auditor in his report; and

(ii) by the company secretary in practice in his secretarial audit report;

(g) particulars of loans, guarantees or investments under Section 186 of the Act;

(h) particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 in the prescribed form;

(i) the state of the company's affairs;

(j) the amounts, if any, which it proposes to carry to any reserves;

(k) the amount, if any, which it recommends should be paid by way of Dividends;

(l) material changes and commitments, if any, 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;

(m) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed;

(n) a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company;

(o) the details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;

(p) in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors; and

(q) such other matters as may be prescribed under the law, from time to time.

24.8. Right of Members to Copies of Balance Sheet and Auditor's Report

24.8.1. A copy of the financial statements, including consolidated financial statements, if any, the Auditor's Report and every other document required by law to be annexed or attached as the case may be, to the financial statements, which are to be laid before a Company in a General Meeting shall, not less

than twenty-one (21) days before the date of the meeting, be sent to every Member of the Company, to every trustee for the holders of any debentures issued by the Company and to all persons other than such Members or trustees, being persons so entitled.

24.8.2. In the case of a Company whose shares are listed on a recognized stock exchange, if the copies of the documents aforesaid are made available for inspection at its registered office during working hours for a period of twenty-one (21) days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit, is sent to every Member of the Company and to every trustee for the holders of any debentures issued by the Company not less than twenty one days before the date of the meeting.

25. AUDIT

25.1. Accounts to be Audited

Once at least in every year the accounts of the Company shall be examined, balance and audited and the correctness of the Profit and loss Account and Balance Sheet ascertained by one or more Auditor or Auditors.

25.2. Appointment of Auditors

25.2.1. Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Sections 139 to 147 of the Act and as specified under law.

25.2.2. The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office from conclusion of that meeting until the conclusion of the next Annual General Meeting and shall within seven (7) days of the appointment give intimation thereof to the Auditor so appointed.

25.2.3. At any Annual General Meeting a Retiring Auditor, by whatsoever authority appointed, shall be re-appointed unless:

(a) he is not qualified for re-appointment;

(b) he has given to the Company notice in writing of his unwillingness to be reappointed; or

(c) a Special Resolution has been passed at that meeting appointing somebody instead of him or providing expressly that he shall not be re-appointed.

25.2.4. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act. None of the persons mentioned in Section 141 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.

25.2.5. Where at an Annual General Meeting, no Auditors are appointed or re-appointed the Central Government may appoint a person to fill the vacancy.

25.2.6. The Company shall within seven (7) days of the Central Government's power under Article 25.2.5 becoming exercisable give notice of that fact to that Government.

25.2.7. The Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues, the surviving or continuing Auditor or Auditors (if any) may act but where such vacancy is caused by the resignation of an Auditor, the vacancy shall only to be filed by the Company in General Meeting.

25.2.8. A person, other than a Retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless a special notice of a resolution for appointment of that person to the office of Auditor has been given by a Member to the Company, not less than fourteen days before the

meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to Retiring Auditor and shall give notice thereof to the Members in accordance with Section 115 of the Act and all the other provisions of Section 140 of the Act shall apply in the matter. The provisions of his sub-clause shall also apply to a resolution that Retiring Auditor shall not be re-appointed.

25.3. Accounts when Audited and Approved to be Conclusive except as to Errors Discovered with Three Months

Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any errors discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall be corrected and thenceforth shall be conclusive.

26. DOCUMENTS AND NOTICES

26.1. To Whom Documents Must be Served or Given

Document or notice of every meeting shall be served or given on or to (a) every Member, (b) every person entitled to a share in consequence of the death or insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company, provided that when the notice of the meeting is given by advertising the same in newspaper circulating in the neighbourhood of the office of the Company and statement of materials facts referred to in Article 12.9.3 need not be annexed to the notice, as is required by that Article, but it shall merely be mentioned in the advertisement that the statement has been forwarded to the Members of the Company.

26.2. Members Bound by Documents or Notices Served on or Given to Previous Holder

Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share be bounded by every document or notice in respect of such share, which prior to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derived his title to such share.

26.3. Service of Documents

A document may by served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office or by means of such electronic or other mode as may be prescribed under the Act.

26.4. Authentication of Documents and Proceedings

Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by a Director, the Managing Director or the Secretary or other authorized officer of the Company and need not be under the Common Seal of the Company.

27. REGISTER AND DOCUMENTS

27.1. Registers and Documents to be Maintained by the Company

The Company shall keep and maintain registers, books and documents required by the Act or the Articles, including the following:

(a) Register of investments made by the Company but not held in its own name as required by Section 187(3) of the Act;

(b) Register of Charges together with copies of instruments creating the Charge, as required by Section 85 of the Act;

(c) Register of Shares or Securities bought back by the Company, if applicable, as required under Section 68(9) of the Act;

(d) Register and Index of Members, Debenture-holders and any other Security holders, as required by Sections 88 of the Act;

(e) Foreign Register, if so thought fit, as required by Section 88 of the Act;

(f) Register of contracts and arrangements in which Directors or key managerial personnel are interested, as required by Section 189 of the Act;

(g) Register of Directors and key managerial personnel including holdings by them of securities in the Company, or its holding, subsidiary, subsidiary of Company's holding company or associate companies, as required by Section 170 of the Act;

(h) Books recording minutes of all proceedings of General Meeting, and of all proceedings at meetings of its Board of Directors or of Committees of the Board in accordance with the provisions of Section 118 of the Act;

(i) Copies of Annual Returns prepared under Section 92 of the Act, as required under Section 94 of the Act;

(j) Register of loans, guarantees or securities given to other companies or acquisitions, as required by Section 186 of the Act;

(k) Register of renewed and duplicate certificates and required under Rule 6(3) of the Companies (Share Capital and Debentures) Rules, 2014;

(l) Register of sweat equity Shares, as required under Rule 8(14) of the Companies (Share Capital and Debentures) Rules, 2014; and

(m) Register of employee stock options, as required under Rule 10(a) of the Companies (Share Capital and Debentures) Rules, 2014.

27.2. Inspection of Registers

The registers and returns mentioned in sub-clauses (b), (d), (e) and (i) of the foregoing Article and the minutes of all proceedings of the Board and General Meetings shall be kept at the Office of the Company and shall be open during business hours, for such periods, not being less in the aggregate than two hours in each day, as the Board determines for inspection of any Member without charge. In the event such Member conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed such limit as may be prescribed under the Act, the Rules or other applicable provisions of law.

28. WINDING UP

28.1. Distribution of Assets

If the Company shall be wound up and the assets available for distributing among the Members as such shall be insufficient to repay the whole of the paid up capital, subject to the Articles, the provisions of the Act and the Rules, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of winding up, on the Shares held by them respectively and if in the winding up, the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst Members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the Shares

held by them respectively. But this Article is to be without prejudice to the rights of the holders of Shares issued upon preferential or special terms and conditions.

28.2. Distribution in Specie or Kind

28.2.1. If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Act, divide amongst the Members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

28.2.2. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out between the members or different classes of members.

28.2.3. The liquidator may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no members shall be compelled to accept ant Shares or Securities whereon there is any liability.

28.2.4. If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be determination were a Special Resolution passed pursuant to Section 319 of the Act.

28.2.5. In case any shares to be divided as aforesaid involve a liability to calls or otherwise, any person entitled under such division to any of the said shares may within ten days after the passing of the Special Resolution by notice in writing direct the liquidator to sell his proportion and pay him the net proceeds and the liquidator shall, if practicable, act accordingly.

28.3. Right of Shareholders in case of Sale

A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Act may, subject to the provisions of the Act, in like manner as aforesaid determine that any shares or other consideration receivable by the Liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential right conferred by the said sanction.

28.4. Directors and Others' Right to Indemnity

Subject to the provisions of the Act, every Director or officer or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as auditor, shall be indemnified by the Company against and it shall be the duty of the Directors, out of the funds of the Company, to pay all costs, charges, losses and damages which any such person may incur or become liable to by reason of any contract entered into or any act, deed, matter or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such, if any, as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Officer or Auditor or other Officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted to him by the Court.

28.5. Director, Officer not responsible for Acts of Others

Subject to the provisions of the Act, no Director, Auditor or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other

act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damages arising from the insolvency or tortuous act of any person, firm or company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part or for any other loss, damage or misfortune whatever shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happens through his own dishonesty.

29. SECRECY CLAUSE

29.1. Secrecy Clause

Every Director, Manager, Auditor, Treasurer, Trustee, Member of a committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matter thereto and shall, by such declaration pledge himself not to reveal and in matter which may come to his knowledge in the discharge of his duties, except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of provisions in the Articles.

29.2. No Member to Enter the Premises of the Company without Permission

No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of trade secret, history of trade, secret process or any other matter which relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

PART B

In case of any inconsistency, conflict or contradiction between Part A of the Articles on the one hand and Part B of the Articles on the other hand, Part B of the Articles shall prevail. In relation to CX Investor and Pace Investor, except for Articles 32.1.3, 32.1.6 and 40 (along with any terms defined in Article 31 and appearing in Articles 32.1.3, 32.1.6 and 40) Part B of the Articles shall cease to remain in effect and shall fall away without any further action by any party (including the Company or any of its Members) immediately on, the earlier of: (1) the commencement of trading of the Equity Shares of the Company on any Recognized Stock Exchange (as defined below) pursuant to the IPO (as defined below); or (2) upon the CX Investor and the Pace Investor collectively ceasing to hold at least 2,172,282 Shares, as adjusted for any consolidation of the Share Capital. It is clarified that (i) Articles 32.1.3 and 32.1.6 (together with any terms defined in Article 31 and appearing in Articles 32.1.3 and 32.1.6) shall cease to apply upon the CX Investor and the Pace Investor collectively ceasing to hold at least 2,172,282 Shares, as adjusted for any consolidation of the Share Capital, and Article 40 (together with any terms defined in Article 31 and appearing in Article 40) of Part B of the Articles shall remain in effect for as long as a director nominated by the CX Investor is a member of the Board. In the event of any ambiguity or discrepancy between the provisions of the Restated Shareholders' Agreement (as defined below) and the Articles, it is intended that the provisions of the Restated Shareholders' Agreement shall prevail and accordingly the members shall exercise all voting and other rights and powers available to them to procure any amendment to the Articles, so as to give effect to the provisions of the Restated Shareholders' Agreement. In relation to MPL, Part B of the Articles shall cease to remain in effect and shall fall away without any further action by any party (including the Company or any of its Members) immediately on, the earlier of: (1) MPL and KD decide to terminate the MPL SPA (defined below) by mutual agreement; (2) upon MPL ceasing to hold Shares in the Company; (3) commencement of trading of Shares on the recognised stock exchanges.

General Clause

30. Part B of the Articles are in addition to the rights and obligations of the Parties (as defined under the Restated Shareholders' Agreement or the MPL SPA, respectively) under the Restated Shareholders' Agreement and the MPL SPA entered into among the Parties, and the non-inclusion of any provision of the Restated Shareholders' Agreement or the MPL SPA in the Articles shall not prejudice or affect the enforceability of the Restated Shareholders' Agreement or the MPL SPA, and in case of any conflict between the Articles and the Restated Shareholder's Agreement or the Articles and the MPL SPA, the Restated Shareholders' Agreement or the MPL SPA, as applicable, will prevail.

31. DEFINITIONS AND INTERPRETATION

31.1. Definitions

In the Articles, unless the context otherwise requires, the following expressions shall have the following meanings:

(a) "**AAJV Investor**" means AAJV Investment Trust, a private trust established under the Indian Trusts Act, 1882, having its place of business at 9 Mathura Road, Jangpura B, New Delhi 110 014;

(b) "**AAJV SPA**" means the share purchase agreement dated as of May 14, 2015 among the Company, Mr. Abdul Gani Dhanani and the AAJV Investor;

(c) "**AAJV SSA**" means the share subscription agreement dated as of March 26, 2013 among the Company, Sayaji Hotels, KD and the AAJV Investor;

(d) "**Act**" or "**Companies Act**" shall mean the Companies Act, 2013 and the Rules and Regulations framed thereunder to the extent notified and amended, modified or supplemented from time to time or the Companies Act, 1956 (to the extent applicable) and all future modifications, amendments, enactments and substituting legislations;

(e) "**Affiliate**" means, with respect to any Person, any other Person, directly or indirectly, Controlling, Controlled by or under common Control with, such Person, and in respect of a natural Person, such Person's Relatives;

(f) "**Annual Budget**" means the annual budget of the Company and any Subsidiaries, as applicable, determined every Financial Year;

(g) "**Board**" shall mean the Board of Directors of the Company;

(h) "**Business**" means, collectively, in the food, beverage and related services business of the Company, including *inter-alia*, the operation and maintenance of a chain of casual dining restaurants under the brand name "Barbeque Nation" and licensing the brand-name "Barbeque Nation" for the restaurant being operated by Sayaji Hotels at Wakad, Pune, Maharashtra. Such definition shall include any further investments made by the Company under the same format or any brand or format extension in the food services provided by the Company and any other investments by the Company in its supply chain or any related activities);

(i) "**Business Day**" means any day other than a Saturday, a Sunday or any day on which banking institutions in Mauritius, New Delhi, Mumbai or Bengaluru are authorised or required by Law to close;

(j) "**Business Information**" means all confidential information (including but not limited to trade secrets, know-how, secret or confidential operations or processes, information relating to future projects, business development or planning and commercial relationships) relating to the Company and/or the Business;

(k) "**CX Investor**" means Tamara Private Limited, a company incorporated under the laws of Mauritius with its Registered Office at c/o CIM Fund Services Limited, 3rd floor, Rogers House, 5 President John Kennedy Street, Port Louis, Mauritius;

(l) "**CX SPSA**" means the share purchase and subscription agreement dated as of March 26, 2013 among the Company, Sayaji Hotels, Blue Deebaj Chemicals LLC, KD, the Other Warrant Holders and the CX Investor;

(m) "**Claims**" means all actions, suits, proceedings or arbitrations, whether civil, criminal, administrative or investigative, pending or threatened before any Governmental Authority;

(n) "**Competitor**" means (a) any Person who is engaged in a business which is similar to the Business; or (b) any Holding Company in Control of another company, which is engaged in a business which is similar to the Business; (c) any Subsidiary of a Holding Company where the holding company is engaged in a business which is similar to the Business; or (d) any financial investor which currently holds more than 50% (fifty percent) equity stake in a company which is engaged in a business in India or outside India, which is similar to the Business;

(o) "**Consent**" means any approval, consent, licence, no-objection, registration, ratification, permission, waiver, authorisation or permit;

(p) "**Constituent Documents**" means, with respect to any Person, the organisational documents of such Person, including *inter-alia* the corporate charter, bye-laws, Certificate of Incorporation, Articles of Incorporation, Memorandum of Association, Articles of Association and Partnership Deed (as applicable);

(q) "**Control**" (including the correlative terms "Controlling", "Controlled by" and "under common Control with") means the power to direct management, including the right to appoint a majority of the Directors and control management or policy decisions, including by virtue of shareholding or management rights or Shareholders Agreements or voting agreements;

(r) "**Director(s)**" means the member(s) of the Board;

(s) "**Effective Date**" means May 18, 2015, which the date of transfer of the Shares by Blue Deebaj Chemical LLC to the Pace Investor pursuant to the Pace SPA I ;

(t) "**Encumbrance**" means any mortgage, charge, pledge, lien, trust, claim, assignment, hypothecation, right of other persons, security interest, beneficial interest, title defect, title retention, voting interest agreement, interest, option, commitment, easement, encumbrance, restriction or limitation of any nature (including on transfer, use, voting, non-disposal, or exercise of any other attribute of ownership) or any other security agreement or arrangement, or any agreement, written or oral, whether conditional or otherwise, voluntary or by operation of Law, to create any of the foregoing and includes any right granted by a transaction which in legal terms is not the granting of security but which has the economic or financial effect similar to the granting of security;

(u) "**Escrow Agent**" means Citibank N.A., a national banking association duly constituted in accordance with the laws of the United States of America, and carrying on the business of banking in India as a scheduled commercial bank, and having an office at Plot C-61, Bandra-Kurla Complex, G-Block, Bandra (East), Mumbai 400 051 and acting for the purposes of this Agreement through its branch office in India at Mumbai;

(v) "**Escrow Shares**" means the relevant number of Shares, free and clear of all Encumbrances, that have been delivered to the Escrow Agent by Sayaji Hotels pursuant to the Escrow Agreement;

(w) "**Execution Date**" means May 14, 2015.

(x) "**Fair Market Value**" means the fair value of the Shares as determined in accordance with an internationally accepted valuation formula on arm's length basis, acceptable to the Board, by one of PriceWaterhouseCoopers, Ernst & Young, KPMG, or Deloitte Haskins & Sells, appointed with the mutual consent of the Investors and the Company;

(y) "**Financial Year**" means each period of twelve (12) months commencing on April 1 and ending on March 31 of the succeeding calendar year;

(z) "**First SHA Date**" means the effective date of the First Shareholders' Agreement, i.e., April 12, 2013;

(aa) "**First Shareholders' Agreement**" means the shareholders' agreement dated March 26, 2013 among the CX Investor, the AAJV Investor, KD, Blue Deebaj Chemicals LLC, the Other Warrant Holders (as defined therein) and the other shareholders (as defined therein);

(bb) "**Fully Diluted Basis**" means, with respect to any entity, assuming the exercise of all Rights in such entity;

(cc) "**Indemnifying Party**" means, the Promoter or the Seller Indemnifying Parties, as the context may require;

(dd) "**Indian GAAP**" means the generally accepted accounting principles and practices as in effect in India, from time to time, consistently applied throughout the specified period;

(ee) "**Investors**" means, collectively, the CX Investor, the Pace Investor and the AAJV Investor;

(ff) "**General Meeting**" shall mean a meeting, whether ordinary or otherwise, of the Shareholders of the Company;

(gg) "**Governmental Authority**" means (a) any nation, state, city or other legal jurisdiction, (b) any federal, state, local, municipal, foreign or other government or political sub-division thereof, (c) any governmental or quasi-governmental authority or private body exercising any regulatory, taxing or other governmental or quasi-governmental authority, (d) any body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to the government and any instrumentality, sub-division, court, administrative agency, commission, official or other authority thereof, and (e) any Taxation authority or other authority competent to impose, collect, assess or enforce any liability to Tax whether in India or elsewhere;

(hh) "**KD**" means Mr. Kayum Dhanani, an Indian citizen and person resident in India, permanently residing at Sy No 62, Site No. 13, 6th Cross, N.S. Palya, BTM Layout, Bangalore 560 076, Karnataka, India;

(ii) "**Key Managerial Personnel**" means the Chief Executive Officer, the Chief Financial Officer and the Chief Operations Officer of the Company;

(jj) "**Law**" means any law, rule, regulation, guideline, policy, notification, circular, press note, directive, Order or other pronouncement, having the effect of law, by any Governmental Authority, securities exchange or other self-regulating body, any common or customary law, constitution, code, ordinance, statute or other legislative measure or treaty;

(kk) "**Losses**" means all fines, costs, amounts paid in settlement, liabilities, obligations, Taxes, losses, damages, disbursements, court costs and other expenses (including interest, penalties and reasonable attorneys' fees and litigation expenses), suffered or incurred in connection with Claims or third party claims);

(ll) "**MPL**" means Menu Private Limited, a company organised under the laws of Mauritius and having its office address at 22 Saint Georges Street, Port Louis, Mauritius

(mm) "**MPL SPA**" means the share sale and purchase agreement executed among KD, MPL and our Company dated August 3, 2017, including the annexures, appendices and exhibits.

(nn) "**NBFC**" means a company incorporated under the Act and registered with the Reserve Bank of India as a non-banking financial company under applicable Law;

(oo) "**Non-Compete Undertaking**" mean a letter dated August 9, 2017 from the Promoters.

(pp) "**Order**" means any judgment, order, writ, injunction, legally binding agreement with a Governmental Authority, stipulation, decree, determination, declaration or award;

(qq) "**Other Shareholders**" means Mr. Azhar Yusuf Dhanani, Mr. Zuber Yusuf Dhanani, Mrs.Sanya Sajid Dhanani, Mrs Zoya Sajid Dhanani, Mrs. Sadiya Raoof Dhanani and Mr. Saba Raoof Dhanani;

(rr) "**Pace Investor**" means Pace Private Limited, a company incorporated under the laws of Mauritius with its registered office at 22 Saint Georges, Port Louis, Mauritius;

(ss) "**Pace SPA I**" means the Share Purchase Agreement dated May 14, 2015 entered into between the Company, Blue Deebaj Chemicals LLC and the Pace Investor;

(tt) "**Pace SPA II**" means the Share Purchase Agreement dated May 14, 2015 entered into between the Company, Mrs. Sana Dhanani, Mrs. Nasrin Dhanani, Mr. Abdul Gani Dhanani and the Pace Investor;

(uu) "**Party**" or "**Parties**" means, either individually or collectively, the Company, the Principal Shareholders and the Investors;

(vv) "**Permits**" means all franchises, approvals, permits, licences, certifications, qualifications, authorisations, orders and other rights from, and filings with, any Governmental Authority and any securities exchange or other self-regulatory or industry association or authority;

(ww) "**Permitted Transferee**" means any fund, collective investment scheme, trust, partnership (including, without limitation, any co-investment partnership), investment manager or advisor special purpose or other vehicle being a member of the CX Investor, the Pace Investor or the AAJV Investor;

(xx) "**Person**" means any natural person, firm, general, limited or limited liability partnership, association, corporation, company, limited liability company, joint stock company, trust, joint venture, business trust or other entity or unincorporated organization;

(yy) "**Preference Pay-Out**" means, collectively, the AAJV Preference Pay-Out and the CX Preference Pay-Out;

(zz) "**Principal Shareholders**" means, collectively, SHKSL, KD and the Other Shareholders;

(aaa) "**Promoters**" means, collectively, Sayaji Hotels, SHKSL, KD, Mr. Raoof Dhanani and Mrs. Suchitra Dhanani;

(bbb) "**Recognized Stock Exchange**" means the National Stock Exchange of India Limited and/or the BSE Limited;

(ccc) "**Relative**" of an individual means his/her spouse, son, daughter, brother, sister, mother and father and a Hindu undivided family of which such individual is a member;

(ddd) "**Representatives**" means, in relation to a Party, the directors, officers, employees, agents and advisors of such Party;

(eee) "**Restated Shareholders' Agreement**" means the Restated Rhareholders' Agreement among the Parties, dated May 14, 2015, including the annexures, appendices and exhibits hereto, as amended pursuant to the Waiver cum Termination Agreement;

(fff) "**Rights**" shall mean, with respect to any Person, securities or obligations convertible into or exercisable or exchangeable for, or giving any other Person any right to subscribe for or acquire, or any options, calls, warrants, performance awards, units, dividend equivalent awards, deferred rights, "phantom" stock or other equity or equity-based rights or commitments relating to, or any stock appreciation right or other instrument the value of which is determined in whole or in part by reference to the market price of or value for or which has the right to vote with, shares or other voting securities or equity interests of such first Person;

(ggg) "**Sayaji Hotels**" means Sayaji Hotels Limited, a company incorporated under the laws of India with its registered office at Sayaji Hotels, Opposite Rajshree Talkies, Near Kala Ghoda, Sayajigunj, Vadodara 390 005, Gujarat, India;

(hhh) "**SHKSL**" means Sayaji Housekeeping Services Limited, a company incorporated under the laws of India and having its registered office at Survey No. 62, Site No. 13, 6th cross, N.S.Palya, BTM Layout, Bengaluru 560 076, Karnataka, India

(iii) "**Sayaji Shareholders**" means the persons listed in Annexure 2 of the Restated Shareholders' Agreement;

(jjj) "**Scheduled Bank**" means a bank which is included in the Second Schedule to the Reserve Bank of India Act, 1934;

(kkk) "**SEBI**" means the Securities Exchange Board of India;

(lll) "**SEBI ICDR Regulations**" means Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended;

(mmm) "**Securities**" shall include the Shares and any other instrument/ security of the Company that is convertible into Shares;

(nnn) "**Selling Shareholders**" means CX Investor, AAJV Investor, SHKSL, Sadiya Dhanani, Sanya Dhanani and Azar Dhanani.

(ooo) "**Share**" means an equity share with a face value of Rs. 5 issued by the Company;

(ppp) "**Shareholder(s)**" means a Person who holds Shares and who is or becomes a party to the Agreement in accordance with the terms hereof;

(qqq) "**Share Capital**" means the total outstanding, issued, subscribed and fully paid up equity share capital of the Company on a Fully Diluted Basis;

(rrr) "**Subsidiaries**" of any Person means any other Persons (a) more than 50% of whose outstanding shares or securities representing the right to vote for the election of directors or other managing authority of such other Persons are owned or Controlled, directly or indirectly, by such first Person or (b) more than 50% of whose ownership interest representing the right to make the decisions for such other Persons is, at the relevant time, owned or Controlled, directly or indirectly, by such first Person;

(sss) "**Taxation**" or "**Tax**" means all forms of tax, royalty, duty, rate, levy, cess or other similar imposition whenever and by whatever authority in any country imposed, but not limited to any tax, including advance tax, self-assessment tax, withholding tax, minimum alternate tax, income-tax payable in a representative capacity, any education cess and surcharge thereto under the Income Tax Act, 1961, wealth tax, inheritance tax, development tax, value added tax, fringe benefit tax, customs duty, excise duty, sales tax, service tax, stamp duty and any interest, penalty or fine in connection with any such taxation; and any reference to Taxation shall include amounts which represent or are equivalent to or are deemed to be Taxation;

(ttt) "**Transaction Documents**" means the Restated Shareholders' Agreement, the First Shareholders' Agreement, the CX SPSA, the AAJV SSA, the AAJV SPA, the Pace SPA I, the Pace SPA II, the Escrow Agreement and any other ancillary documents, instruments, opinions, deeds and certificates required to be executed and delivered by or on behalf of any Party pursuant to the Restated Shareholders' Agreement; and

(uuu) "**Transfer**" means to sell, transfer, assign, pledge or otherwise alienate, Encumber or dispose of, in any way, any securities including any Share, or any rights relating to such Share, and "Transferred" and "Transferable" shall be construed accordingly.

(vvv) "**Waiver cum Termination Agreement**" means the Waiver cum Termination agreement dated August 5, 2017 executed between SHKSL, KD, Other Shareholders, CX Investor, Pace Investor, AAJV Investor, Sayaji Hotels (as confirming party) and our Company for waiving and amending certain rights as set out in the Restated Shareholders' Agreement.

31.2. Terms Defined Elsewhere in the Articles

The following terms are defined elsewhere in the Articles:

Term	Reference

“AAJV Preference Pay-Out”	**Article 37.1.1**
“Adjourned General Meeting”	**Article 33.2**
“Agenda”	**Article 32.2.4**
“CX Investor Directors”	**Article 32.1.1 (a)**
“CX Investor Observer”	**Article 32.1.2**
“CX Preference Pay-Out”	**Article 37.1.1**
“Competing Entity”	**Article 47.6.1**
“Consultant”	**Article 39.2**
“Dispute”	**Article 46.2**
“Drag Notice”	**Article 36.3.1**
“Drag Notice Period”	**Article 36.3.2**
“Escrow Agreement”	**Article 36.2.2**
“Event of Default”	**Article 42.1**
“First Adjourned Board Meeting”	**Article 32.2.7**
“IPO”	**Article 36.1.1**
“IPO Investor Indemnified Party”	**Article 36.1.6**
“Indemnified Parties”	**Article 41.1.1**
“Independent Director”	**Article 32.1.1 (c)**
“Investment Bank”	**Article 36.1.1(d)**
“Investor IPO”	**Article 36.2.1**
“Investor Competing Entity Representatives”	**Article 47.6.1**
“Investors’ Pre-emption Shares”	**Article 35.2.3**
“Issuance Notice”	**Article 35.2.2**
“Issuance Price”	**Article 35.2.2**
“Liquidation Event”	**Article 37.2.2**
“Liquidity Transaction”	**Article 37.1.1**
“New Securities”	**Article 35.2.1**
“Non-Subscribing Investor”	**Article 35.2.6**
“Original General Meeting”	**Article 33.2**
“Part Purchaser”	**Article 35.7.8**
“Pace SPA II Sale Shares”	**Article 35.9**
“Pace SPA II Sellers”	**Article 35.9**
“Principal Shareholders”	**Article 47.9**
“Principal Shareholders’ Representative”	**Article 47.9**
“Principal Shareholders’ ROFO Notice Period”	**Article 35.7.4**
“Principal Shareholders’ Right of First Offer”	**Article 35.7.3**
“Principal Shareholders’ Right of First Offer Notice”	**Article 35.7.3**
“Principal Shareholders’ Right of First Offer Shares”	**Article 35.7.3**
“Promoter Directors”	**Article 32.1.1(a)**
“Proposed Purchase Price”	**Article 35.4.2(a), 35.5.1, 35.7.3**
“Qualified IPO”	**Article 36.1.1**
“Qualified IPO Date”	**Article 36.1.1**
“Remote Participation”	**Article 32.2.2**

"Reserved Matters"	**Article 34.1**
"Right of First Offer"	**Article 35.5.1**
"Right of First Offer Notice"	**Article 35.5.1**
"Right of First Offer Notice Period"	**Article 35.5.2**
"Right of First Offer Shares"	**Article 35.5.1**
"Second Adjourned Board Meeting"	**Article 32.2.7**
"Secondary Offering"	**Article 36.1.2**
"Seller Indemnifying Parties"	**Article 41.1.2**
"Tag Notice"	**Article 35.6.1**
"Tagged-Along Shares"	**Article 35.6.2**
"Ten Per Cent Right of First Offer"	**Article 35.4.2 (a)**
"Ten Per Cent Right of First Offer Notice"	**Article 35.4.2 (a)**
"Ten Per Cent Right of First Offer Notice Period"	**Article 35.4.2 (b)**
"Ten Per Cent Right of First Offer Shares"	**Article 35.4.2 (a)**
"Third Party Purchaser"	**Article 35.4.2 (a), 35.5.1, 35.7.2**
"Third Party Undertaking"	**Article 36.1.5**

31.3. Interpretation and Construction

Unless the context of the Articles otherwise requires, the following rules of interpretation shall apply to the Articles:

31.3.1. References to one gender include all genders. The singular shall include the plural, and the plural shall include the singular;

31.3.2. The term "Article" refers to the specified Article of the Articles;

31.3.3. The terms "hereof", "herein", "hereby", "hereto" and derivative or similar words refer to the Articles or specified Articles of the Articles, as the case may be;

31.3.4. The words "include", "including," "are inclusive of" and similar expressions are not expressions of limitation and shall be construed as if followed by the words "without limitation";

31.3.5. The words "determines", "determined" or "discretion" mean a determination made in the sole and absolute discretion of the Person making the determination; the words "to the satisfaction of" or to any Person's "satisfaction" mean a determination made in such Person's sole and absolute discretion;

31.3.6. The phrase "directly or indirectly" means directly or indirectly through one or more intermediate Persons or through contractual or other arrangements, and "direct or indirect" has the corresponding meaning;

31.3.7. References to any Person shall also include such Person's successors in interest and permitted assigns or heirs, executors, administrators and successors, as the case may be, under any agreement, instrument, contract or other document;

31.3.8. References to a number of days shall mean such number of calendar days unless Business Days are specified. When any number of days is prescribed in the Articles, such number of days shall be calculated exclusive of the first day and inclusive of the last day;

31.3.9. Time is of the essence in the performance of the Parties' respective obligations under the Articles and the Transaction Documents;

31.3.10. References to statutes or statutory provisions include such statutes or statutory provisions and any orders, regulations, instruments or other subordinate legislation made under them as amended, supplemented, extended, consolidated, re-enacted or replaced from time to time;

31.3.11. Any undertaking by any of the Parties not to do any act or thing shall be deemed to include an undertaking not to permit or suffer or assist the doing of that act or thing (to the extent that such action is under the Control or influence of such Party);

31.3.12. References to the Articles or any other document shall, where appropriate, be construed as references to the Articles or such other document as amended, restated, varied, supplemented, novated and/or replaced in any manner from time to time;

31.3.13. The headings of particular provisions of the Articles are inserted for convenience only and shall not be construed as a part of the Articles or serve as a limitation on or expansion of the scope of interpretation of any term or provision of the Articles;

31.3.14. References to "writing" and "written" include any mode of reproducing words in a legible and non-transitory form including electronic communications and facsimile; and

31.3.15. Unless otherwise specified, whenever any payment is to be made or any action is required to be taken under the Articles on a day other than a Business Day, such payment shall be made or action shall be taken on the next Business Day.

32. BOARD OF DIRECTORS

32.1. Composition of the Board

32.1.1. As of the Execution Date, the Board shall consist of up to five (5) Directors, including one CX Investor Director (as defined below). Each of the Promoters and the CX Investor (collectively with the Pace Investor) shall be entitled to appoint directors in proportion to their Shareholding. For the purposes of this Article, the Shareholding of the CX Investor and the Pace Investor shall be considered collectively. The Board shall be reconstituted to consist of up to eight (8) individuals, who shall be appointed in the following manner:

(a) three (3) Directors nominated by the Promoters (the "*Promoter Directors****") one (1) of whom shall at all times be KD;***

(b) two (2) Directors nominated by the CX Investor (the "*CX Investor Directors****");***

(c) three (3) Directors who shall be independent Directors acceptable to the CX Investor and the Promoters (each an "*Independent Director****"); and***

(d) Notwithstanding anything contained in this Section 32.1.1, the composition of the Board and the Board of Directors of the subsidiaries of the Company shall be in compliance with applicable Law, including the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, for a listed company.

The Promoter Directors, one CX Investor Director and one Independent Director nominated in accordance with sub-clauses (a), (b) and (c) of Article 32.1.1 above have been appointed and hold office as of the Execution Date. The second CX Investor Director nominated in accordance with sub-clause (b) of Article 32.1.1 above shall be appointed on or prior to the Effective Date. Two

Independent Directors shall be appointed within one hundred and eighty (180) days (or such other date as mutually agreed between the CX Investor and the Promoters) of the Effective Date.

32.1.2. In addition to the CX Investor's right to appoint a Director under sub-clause (b) of Article 32.1.1 and Article 32.1.3, the CX Investor shall be entitled to nominate a Person ("**CX Investor Observer**") to attend meetings of the Board in a non-voting, observer capacity. The CX Investor Observer shall be entitled to attend every meeting of the Board. The Company shall provide to the CX Investor Observer, concurrently with the Board, all notices, agenda, minutes and other papers in the same manner and to the same extent as circulated to the Directors. The Company and the Promoters shall ensure that the CX Investor Observer shall be entitled to speak at the meetings of the Board but shall not be entitled to vote thereat.

32.1.3. The Parties have acknowledged and agreed that so long as the CX Investor and the Pace Investor collectively hold at least 2,172,282 Shares, as adjusted for any consolidation of the Share Capital, the CX Investor shall have the right to:

(a) nominate one (1) person as the CX Investor Director who shall be elected as non-executive Director and who will be liable to retire by rotation, provided that the Principal Shareholders and the Pace Investor agree to vote in favour of any resolution for the re-appointment of the CX Investor Director to the Board;

(b) remove from office any person so nominated in terms of sub-section (a) above; and

(c) nominate another person (including an alternate Director) in his place.

1.2 ***Provided that the CX Investor Director shall not be considered Independent Directors for the purposes of Article 32.1.***

1.3 ***Further provided that the right of the CX Investor to nominate a director shall be subject to approval by the shareholders of the Company by way of Special Resolution in the First General Meeting of the Company subsequent to listing of the Shares and such appointment of a nominee director by the CX Investor shall be subject to the approval of the shareholders post listing and in accordance with applicable laws. The Principal Shareholders and the Pace Investor agree to vote in favour of any resolution for approval of the right of the CX Investor to nominate a director or for the appointment of a director nominated by the CX Investor to the Board. Upon the collective shareholding of the CX Investor and Pace Investor falling below 2,172,282 Shares, as adjusted for any consolidation of the share capital of the Company, the nominee director shall tender his resignation as a nominee director at the next ensuing Board Meeting, and may be re-appointed by the Board and Shareholders, in compliance with applicable Law.***

32.1.4. Subject to Article 32.1.1, Shareholders that have a right to nominate a Director shall each have a right to fill in any casual vacancy caused in the office of the Directors nominated by them, by reason of his/her resignation, death, removal or otherwise. All nominations made by such Shareholders shall be in writing.

32.1.5. Subject to Article 32.1.1 in relation to the appointment of the second CX Investor Director on or prior to the Effective Date, the appointment of the CX Investor Directors or the CX Investor Directors' alternate shall take place as the first item of business at the Board Meeting immediately following the receipt by the Company of such nomination.

32.1.6. In addition to the foregoing rights under Articles 32.1.1 and 32.1.2, the CX Investor shall have a right to nominate and maintain one (1) member on each of the Committees and sub-committees of the Board, so long as the CX Investor and the Pace Investor collectively hold at least 2,172,282 Shares, as adjusted for any consolidation of the Share Capital. For the avoidance of doubt, it is clarified that Articles 32.1.1 and 32.1.2 shall not survive pursuant to the listing of the Equity Shares.

32.1.7. The Company shall, and the Promoters shall cause the Company to, promptly make all such filings with Governmental Authorities that may be required under any Law (including the filing of Form DIR-12 and making changes to its register of directors) to give effect to the provisions set forth in this Article 32.1.

32.1.8. The Company has obtained obtain directors' and officers' liability insurance for all the Directors, including the CX Investor Directors and any alternate Director nominated by the CX Investor, for an amount that is customary for companies engaged in a similar Business as the Company and as approved by the Board.

32.1.9. Subject to applicable Law, the Company shall indemnify, defend and hold harmless each Director, or alternate Director, who was or is made a party, or is threatened to be made a party, to any Claim (including any action brought by or in the name of the Company), by reason of the fact that such Director or alternate is or was a Director, or otherwise relating to any action taken or omitted to be taken in such person's capacity as a Director, against all or any Claims and Losses; provided, however, that such indemnification shall not apply in respect of any Claim or Loss to the extent it is finally judicially determined to have resulted from the gross negligence, wilful misconduct or bad faith acts or omissions of such Director or alternate.

32.1.10. Subject to applicable Law, the provisions of this Article 32.1 shall apply mutatis mutandis to the board of directors of each of the Company's Subsidiaries .

32.2. Meetings of the Board

32.2.1. Subject to the provisions of section 173 of the Act, the Board shall meet at least four (4) times every year, in such a manner that not more than one-hundred and twenty (120) calendar days intervene between two consecutive meetings of the Board, at Bangalore, New Delhi, or a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the Chairperson of the Board.

32.2.2. Subject to applicable Law: (a) any of the Directors, or a Committee thereof, may participate in a Board meeting by way of video conference or other audio visual means ("**Remote Participation**") which are capable of recording and recognizing the participation of the Directors and of recording and storing proceedings of such Board Meetings along with date and time; and (b) a Board Meeting held by Remote Participation shall be valid so long as a quorum in accordance with this Article 32.2 is present. The scheduled venue of a Board Meeting, which shall be in India shall be deemed to be the place of such Meeting and all recordings of the proceedings at such meeting shall be deemed to be made at such place.

32.2.3. Written notice of at least seven (7) Business Days of every meeting of the Board shall be given to every Director and every alternate Director (while acting as a Director) at their usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice with consent of all the Directors, including the CX Investor Directors.

32.2.4. The notice of each Board meeting shall include (a) the time for the proposed meeting; (b) the venue for the proposed meeting; and (c) an agenda specifying in reasonable detail the business proposed to be transacted at the meeting ("**Agenda**"). Unless waived in writing by all Directors, any item not included in the Agenda shall not be considered or voted upon at that meeting of the Board.

32.2.5. Any discussions at Board Meetings (including the participation in such discussions of the CX Investor Observer) shall be appropriately recorded in the Statutory Registers of the Company. Subject to Article 34, all resolutions and decisions of the Board shall be taken by majority vote of the Directors present or represented at the meeting. The Chairperson of the Board shall not have a casting vote.

32.2.6. Subject to the provisions of the Act, the quorum for a Board meeting shall be such minimum number of Directors as required under the Act, of which at least one (1) shall be a Promoter Director (unless waived in writing by the Promoter Directors) and one (1) shall be a CX Investor Director (unless waived in writing by the CX Investor Directors), present throughout the meeting.

32.2.7. If the quorum for a Board meeting is not present due to the absence of a Promoter Director or a CX Investor Director on the specified date and within sixty (60) minutes of the specified time indicated in the notice calling the Board Meeting, such meeting will be adjourned to such date and place as the Promoters and the CX Investor agree, provided that if the Promoters and the CX Investor are unable to agree upon a place and date for such adjourned meeting that is less than ten (10) Business Days from the date of the original meeting, such adjourned meeting shall be held at the same place and time as the original meeting on the tenth (10th) Business Day immediately following the date of the original meeting ("**First Adjourned Board Meeting**"). If at such First Adjourned Board Meeting, the quorum for a Board meeting as specified in Article 32.2.6 is not present within thirty (30) minutes of the time specified for the First Adjourned Board Meeting then, such meeting will be adjourned to such date and place as the Promoters and the CX Investor agree, provided that if the Promoters and the CX Investor are unable to agree upon a place and date for such adjourned meeting that is less than ten (10) Business Days from the date of the First Adjourned Board Meeting, such adjourned meeting shall be held at the same place and time as the First Adjourned Board Meeting on the tenth (10th) Business Day immediately following the date of the First Board Adjourned Meeting ("**Second Adjourned Board Meeting**"). If at such Second Adjourned Board Meeting, the quorum for a Board meeting as specified in Article 32.2.6 is not present within thirty (30) minutes of the time specified for the Second Adjourned Board Meeting, the Directors present at such Second Adjourned Board Meeting shall constitute the requisite quorum, subject to the provisions of the Act.

32.2.8. In the event the Agenda for any such Second Adjourned Board Meeting includes any Reserved Matters, no such Reserved Matter shall be deemed approved at any such Second Adjourned Board Meeting, unless the CX Investor Directors have communicated their approval of such matter in writing to the Board prior to the commencement of such Second Adjourned Board Meeting provided that a failure by the CX Investor Directors to communicate their approval or disapproval with respect to such Reserved Matters prior to the commencement of such Second Adjourned Board Meeting shall be deemed consent of the relevant Reserved Matters. Notwithstanding anything contained herein, the Parties agree that any item not included in the Agenda for a Board meeting shall not be included in any Agenda for a First Adjourned Board Meeting or a Second Adjourned Board Meeting.

32.3. Circular Resolutions

Subject to the provisions of the Articles and Law, the Board shall be entitled to pass circular resolutions in relation to such matters as it deems necessary and as permitted under the Act. For the avoidance of doubts, it is hereby clarified that the provisions of the Articles and the Restated Shareholders' Agreement including those relating to Reserved Matters for resolutions of the Board will apply to circular resolutions as well.

33. GENERAL MEETINGS

33.1. Subject to provisions of the Act, the quorum for a General Meeting shall be five (5) Shareholders present in person, which shall include at least one (1) representative of the CX Investor (unless waived in writing by the CX Investor) and at least one (1) representative of the Pace Investor (unless waived in writing by the Pace Investor), who shall be present throughout the General Meeting. A corporate shareholder represented by a duly authorised representative shall be deemed to be present in person for purposes of this Article 33.1. For the purposes of the Articles, it is clarified that the presence of one of the CX Investor or the Pace Investor or their respective authorized representatives throughout a General Meeting would be sufficient for the purposes of quorum for a General Meeting until such time that the entire shareholding of the CX Investor and the Pace Investor are owned and controlled by the same Persons and/or their Affiliates.

33.2. If the quorum for a General Meeting is not satisfied due to the absence of the CX Investor's representative and/or the absence of the Pace Investor's representative on the specified date and within sixty (60) minutes of the specified time indicated in the notice calling the General Meeting ("**Original General Meeting**"), such meeting shall be automatically adjourned for a period of at least twenty one (21) days ("**Adjourned General Meeting**"). The Adjourned General Meeting shall thereafter be held at the same place and time as the Original General Meeting. If at such Adjourned General Meeting, the CX Investor's representative or proxy and/or the Pace Investor's representative or proxy is not present within one hour of the time specified for the Adjourned General Meeting, the shareholders present thereat shall constitute the requisite quorum, subject to the provisions of the Act, provided, however, that the agenda for any such Adjourned General Meeting does not include any Reserved Matters and that no Reserved Matter will be discussed, resolved, taken-up, tabled, put to vote or voted upon at such Adjourned General Meeting. If such agenda does include a Reserved Matter, the quorum for such adjourned meeting shall also include at least one (1) representative of the CX Investor (unless the prior consent of the CX Investor with respect to the Reserved Matter is obtained, in writing) and at least one (1) representative of the Pace Investor (unless the prior consent of the Pace Investor with respect to the Reserved Matter is obtained, in writing).

34. RESERVED MATTERS

34.1. The Parties have agreed that the following actions, decisions and resolutions ("**Reserved Matters**") in relation to (a) the Company shall not be (i) taken or adopted by the Board (including any Committee thereof) without the prior written approval of the CX Investor Directors; and (ii) taken or adopted by the Shareholders at a General Meeting without the prior written approval of a representative of the CX Investor and the Pace Investor, and (b) any Subsidiary, shall not be taken or adopted by the Board of Directors or the Shareholders of the relevant Subsidiary without the prior written approval of each of the CX Investor and the Pace Investor, unless otherwise expressly stated under the Articles. For the purposes of the Articles, it is clarified that until such time that the entire shareholding of the CX Investor and the Pace Investor are owned and controlled by the same Persons and/or their Affiliates, any request for approval of a Reserved Matter at a General Meeting or in relation to any Subsidiary may be addressed to the Board of Directors of the CX Investor and the Pace Investor jointly, in the same letter:

34.1.1. ***Acquisition of or investment in any shares or any substantial assets, business, business organisation or division of any other Person, creation of any legal entities, joint ventures or partnerships, mergers, de-mergers, spin-offs or consolidations or the creation of any new Subsidiaries.***

34.1.2. ***Sale, transfer, licence, or other disposal of all or substantial assets of the Company, any Subsidiary and any of their respective joint ventures, or any restructuring or reorganisation that has a similar effect.***

34.1.3. ***Any change in the capital structure of the Company or any Subsidiary, including the issued, subscribed or paid up equity or preference share capital, reorganisation of the share capital, including redemption, reclassification, retirement or repurchase of any shares or other securities, splits, capital or other restructuring or consolidation or reduction in capital.***

34.1.4. ***Issuance of equity or equity-linked securities, including the issuance of convertible debentures or warrants by the Company or any Subsidiary, other than those issued by the Company or any Subsidiary pursuant to an employee or management equity option plan of the Company or any Subsidiary approved in accordance with Article 34.1.10.***

34.1.5. ***Dissolution, winding-up, liquidation of the Company or any Subsidiary or any restructuring or reorganisation that has a similar effect.***

34.1.6. ***Listing or delisting of any securities of the Company or any Subsidiary on any Stock Exchange, or the taking of steps towards or appointments of any advisers in connection with a potential sale or flotation of securities of the Company or any Subsidiary on any stock exchange, other than in connection with a Qualified IPO or an Investor IPO.***

34.1.7. ***Commencement of any new line of business which is unrelated to the Business or making of any investment (other than short-term deposits with banking institutions and investments in securities in the ordinary course of business).***

34.1.8. ***Declaration or payment of any dividends or other distributions by the Company or any Subsidiary.***

34.1.9. ***Any amendment, supplement, modification or restatement of the Constituent Documents of the Company or any Subsidiary in any manner.***

34.1.10. ***Creation or adoption any new or additional equity option plan, or any change or modification or amendment to any equity option plans of the Company or any Subsidiary.***

34.1.11. ***The prosecution or settlement of legal actions or Claims where the aggregate amount of all Claims so prosecuted or settled would exceed Rs. 20,000,000 (Rupees Twenty Million only) in any Financial Year.***

34.1.12. ***Entry into, amendment or termination of any agreement or commitment that imposes or is likely to impose obligations or liabilities on the Company or any of its Subsidiaries to pay an amount equal to or exceeding Rs. 10,000,000 (Rupees Ten Million only) except in the ordinary course of business.***

34.1.13. ***Any proposal to engage in any activity relating to the real estate business, whether or not in the ordinary course of business;***

34.1.14. ***Disposal of, licensing of or creation of any third party rights in relation to, any intellectual property owned or used by the Company or any Subsidiary including brand-names, copyright, domain names or trademarks owned or used by the Company or any Subsidiary except in the ordinary course of business or any marketing / business promotion activities.***

34.1.15. ***Entry in to any agreement, arrangement or transaction by the Company to licence the brand name "Barbeque-Nation" to any Person except for (i) renewal on the same terms on which the consent has been granted to the Promoters in respect of the Barbeque Nation restaurant operated from within the hotel premises of Sayaji Hotels in Wakad, Pune, and (ii) any grant of a licence in respect of the use of the brand name "Barbeque Nation" solely for the purposes of marketing and advertising of the Business, provided that each of the CX Investor and the Pace Investor is informed in writing of the grant of such a licence within one (1) Business Day of it being granted.***

34.1.16. ***Making of any loan to any Shareholder, Director or officer of the Company or any Subsidiary or providing any surety or security arrangement in respect of any such loan (save and except any loan to an employee, which is in accordance with Company's or any Subsidiary's existing human resources policy).***

34.1.17. ***Entry in to any agreement, arrangement or transaction by the Company or any Subsidiary with any Affiliate, Relative or related party of the Principal Shareholders, or any other shareholder of the Company or any Subsidiary, other than continuing affiliated contracts.***

34.1.18. ***Approval of any matter that requires a special resolution of the shareholders of the Company or any Subsidiary, under the Act.***

34.1.19. ***Appointment, change or termination of a Statutory Auditor and/or Internal Auditor; any material change to the accounting or Tax policy including the Financial Year for the preparation of accounts, provided that any such change would be subject to compliance with Indian GAAP.***

34.1.20. ***Changing the Registered Office of the Company or any of its Subsidiaries.***

34.1.21. ***Nomination, removal or replacement of any of the Independent Directors and any of the CX Investor Directors.***

34.1.22. ***Delegation of authority or any of the powers of the Board (or of the board of directors of any Subsidiary) in relation to the Reserved Matters to any individual or Committee or amending the authority or power already delegated to an individual or a Committee.***

34.1.23. ***Sale, transfer, assignment, mortgage, pledge, hypothecation, grant of security interest in, creation of any Encumbrance, or otherwise disposal of, any assets or securities of the Company or any of its Subsidiaries, whose fair market value of exceeds Rs. 50,000,000 (Rupees Fifty Million only) in a single transaction, or Rs. 100,000,000 (Rupees One Hundred Million only) on an aggregate basis, in any calendar year.***

34.1.24. ***Providing or agreeing to provide, a guarantee, indemnity or other agreement to secure, or incur financial or other obligations with respect to, any other Person's obligations in excess of Rs. 20,000,000 (Rupees Twenty Million only), other than in the ordinary course of business.***

34.1.25. ***Incurrence or assumption of any form of indebtedness in excess of the levels agreed in the Annual Budget.***

34.1.26. Approving, altering or revising the Annual Budget for any Financial Year; approving any material deviation from the Annual Budget or taking any action inconsistent with the Annual Budget then in effect.

34.1.27. ***The authorization or entry into any agreement or commitment with respect to any of the foregoing.***

35. FURTHER ISSUE AND TRANSFER OF SHARES

35.1. General

Any issue or Transfer of Shares shall be subject to, and must be in compliance with, the provisions of this Article 35.

35.2. Pre-emptive Rights

35.2.1. The CX Investor, the Pace Investor and the AAJV Investor shall severally (and not jointly) have the right to subscribe for any fresh issue of Shares or preference or equity-related or convertible or exchangeable securities (the "**New Securities**") issued by the Company, except any Shares issued pursuant to a Qualified IPO, in proportion to its then existing percentage of shareholding in the Company on a Fully Diluted Basis, as well as the right to purchase its pro rata share of any New Securities not purchased by the other shareholders of the Company.

35.2.2. The Company shall in writing separately notify the CX Investor, the Pace Investor and the AAJV Investor (the "**Issuance Notice**") of the terms of the proposed issuance, including the proposed issuance price (the "**Issuance Price**"), the date of closing of the proposed issuance and the number of New Securities that are proposed to be issued.

35.2.3. Within sixty (60) days from the date of receipt of the Issuance Notice, the CX Investor, the Pace Investor and the AAJV Investor may agree to subscribe for or refuse to subscribe for all or part of the New Securities, proportionate to their then existing percentage of shareholding in the Company on a Fully Diluted Basis, at the Issuance Price and shall each notify the Company in writing of its intention and the number of New Securities for which each of the CX Investor, the Pace Investor and the AAJV Investor proposes to subscribe (the "**Investors' Pre-emption Shares**").

35.2.4. If each of the CX Investor, the Pace Investor and the AAJV Investor exercises its option to subscribe for the Investors' Pre-emption Shares, the CX Investor, the Pace Investor and the AAJV Investor shall pay for and subscribe for such Investors' Pre-emption Shares at the Issuance Price on the terms and conditions set out in the Issuance Notice, it being clarified that each of the Investors shall be provided with a further period of at least twenty one (21) days for making the payment for the subscription of Investors' Pre-emption Shares, and the Company shall issue and allot the Investors' Pre-emption Shares to each of the Investors on the Business Day immediately following the receipt of the consideration, separately from each of the Investors, as set out herein.

35.2.5. If any New Securities remain unsubscribed by other shareholders, then the provisions of this Article 35.2 in relation to the issue of the Issuance Notice by the Company and the response by the Investors shall reapply, provided that the Company shall issue a notice to the Investors within ten (10) Business Days of the date on which it receives a response from the other shareholders or any notification from the Persons to whom the New Securities were first offered, as the case may be.

35.2.6. If either of the CX Investor, the Pace Investor or the AAJV Investor does not subscribe for its entitlement of the Investors' Pre-emption Shares (such non-subscribing Investor, a "**Non-Subscribing Investor**"), then the other Investor who is subscribing to its entitlement of the Investors' Pre-emption Shares shall be entitled to subscribe for the entitlement of the Investors' Pre-emption Shares of such Non-Subscribing Investor.

35.2.7. If each Investor does not exercise its option to subscribe for any of the Investors' Pre-emption Shares, the Company may offer, issue and allot all or part of the Investors' Pre-emption Shares to the other shareholders of the Company who have elected to subscribe to their entitlement of the New Securities or to a third party subscriber at the Issuance Price and on same terms and conditions, as mentioned in the Issuance Notice within one hundred and twenty (120) days of the date of the Issuance Notice. If the Company does not issue all or part of the New Securities within one hundred and twenty (120) days of the date of the Issuance Notice, as set out in this Article 35.2, the Company's right to issue and allot any New Securities shall lapse and the provisions of this Article 35.2 shall once again apply to the New Securities.

35.2.8. The Parties acknowledge and agree that the rights of the Investors under this Article 35.2 are without prejudice to the requirement of prior written approval of the CX Investor and the Pace Investor (severally and not jointly) under Article 34.1 in respect of any issuance of equity or equity-linked securities by the Company.

35.3. Anti-Dilution; No More Favourable Rights

35.3.1. Subject to applicable Law, if at any time after the Effective Date, the Company proposes to issue any Shares to any Person other than the Investors at a per Share price that is less than the price paid by the CX Investor under the CX SPSA and/or the Pace Investor under the Pace SPA I or Pace SPA II and/or the AAJV Investor under the AAJV SSA, each Investor shall be entitled to receive such number of additional Shares, determined in accordance with the mechanism for anti-dilution protection specified in *Annexure 3* to the Restated Shareholders' Agreement, from the Principal Shareholders and/or the Company, at the lowest price per Share permissible under applicable Law. The Company and the Principal Shareholders shall promptly perform all acts, including capitalising reserves, for issuance of any such additional Shares as may be necessary for providing the anti-dilution protection to each Investor specified under this Article 35.3.1.

35.3.2. It is hereby agreed among the Parties that the Company and the Promoters shall not directly or indirectly grant any Person, including any existing or future shareholder of the Company any rights that are more favourable than the rights granted to the CX Investor and/or the Pace Investor, unless otherwise agreed to by each of the CX Investor and the Pace Investor.

35.4. Restrictions on Transfer of Shares by the Principal Shareholders

35.4.1. Each Principal Shareholder jointly and severally undertakes that it shall not, without the prior written consent of each of the CX Investor and the Pace Investor, Transfer to any other Person all or any part of the Shares held by it that would result in the Transfer of more than 10% of the Share Capital held by the Principal Shareholders collectively on the First SHA Date. Any Transfer of up to 5% of the Share Capital held by the Principal Shareholders collectively on the First SHA Date shall not require the consent of the CX Investor and the Pace Investor. Any Transfer of more than 5% but up to 10% of the Share Capital held by the Principal Shareholders collectively on the First SHA Date shall be subject to Article 35.4.2 below and Article 35.6 (*Tag-Along Right*). The Parties agree that the Principal Shareholders may at any time without the prior consent of the Investors, freely Transfer any of the Shares held by them to any of their Affiliates, provided that such Affiliate has executed a deed of adherence substantially in the form set out in *Annexure 4* of the Restated Shareholders' Agreement.

35.4.2. ***Ten Per Cent Right of First Offer***

(a) If a Principal Shareholder desires to Transfer any of its Shares or interest in the Company aggregating to more than 5% but up to 10% of the Share Capital held by the Principal Shareholders collectively on the First SHA Date to any Person (a "**Third Party Purchaser**") such Principal Shareholder shall be required to first offer such Shares proportionately to the CX Investor and the Pace Investor (the "**Ten Per Cent Right of First Offer**") through a written notice (the "**Ten Per Cent Right of First Offer Notice**") setting forth the terms of the proposed Transfer, including the purchase price per Share proposed for such Transfer (the "**Proposed Purchase Price**"), and the number of Shares which each of the CX Investor and the Pace Investor is entitled to purchase (the "**Ten Per Cent Right of First Offer Shares**").

(b) The CX Investor and/or the Pace Investor shall deliver a written notice to the relevant Principal Shareholder specifying either (i) its acceptance to purchase all the Ten Per Cent Right of First Offer Shares, as each of the CX Investor and/or the Pace Investor may decide in its sole discretion, or (ii) its refusal to purchase all the Ten Per Cent Right of First Offer Shares, within fifteen (15) days of being notified (the "**Ten Per Cent Right of First Offer Notice Period**") by such Principal Shareholder. The Parties agree that the CX Investor or the Pace Investor may, at its sole discretion, assign its rights to purchase the Ten Per Cent Right of First Offer Shares to each other, and one of the CX Investor or the Pace Investor may offer to purchase all the Ten Per Cent Right of First Offer Shares . If the CX Investor and/or the Pace Investor exercises its Ten Per Cent Right of First Offer within the Ten Per Cent Right of First Offer Notice Period, the relevant Principal Shareholder shall Transfer the Ten Per Cent Right of First Offer Shares, to the CX Investor and/or the Pace Investor within thirty (30) days of the expiry of the Ten Per Cent Right of First Offer Notice Period upon receipt of the aggregate Proposed Purchase Price in relation to the Ten Per Cent Right of First Offer Shares in immediately available funds, irrespective of whether the Principal Shareholder receives any offer which is higher than the Proposed Purchase Price from any other Third Party Purchaser during such thirty (30) day period.

(c) In the event the CX Investor and the Pace Investor is unable or unwilling to purchase the Ten Per Cent Right of First Offer Shares or does not respond within the Ten Per Cent Right of First Offer Notice Period, the relevant Principal Shareholder shall be entitled to Transfer the Ten Per Cent Right of First Offer Shares to the Third Party Purchaser at a price equal to or higher than the Proposed Purchase Price and otherwise on the same terms as set out in the Ten Per Cent Right of First Offer Notice within a period of ninety (90) days from the expiry of the Ten Per Cent Right of First Offer Notice Period. In the event that the Principal Shareholder has not Transferred the Ten Per Cent Right of First Offer Shares to the Third Party Purchaser within a period of ninety (90) days from the expiry of the Ten Per Cent Right of First Offer Notice Period, then the provisions of this Article 35.4.2 shall reapply and the Principal Shareholder would be required to issue a Ten Per Cent Right of First Offer Notice to the CX Investor and the Pace Investor. Each of the CX Investor and the Pace Investor shall

be entitled, in its sole discretion, to exercise its rights under Article 35.6 in respect of any proposed Transfer to the Third Party Purchaser.

35.4.3. Notwithstanding Article 34.1 or Article 35.4.1, the Parties hereby agree that the Principal Shareholders shall be permitted to pledge the Shares held by them to secure a loan provided to the Company in relation to its Business from a Scheduled Bank or an NBFC with minimum asset size of Rs. 5 billion, after giving at least thirty (30) days written notice to the CX Investor and the Pace Investor, and providing the CX Investor and the Pace Investor with the terms and conditions of such loan, provided, however that any such Shares proposed to be pledged by Sayaji Hotels shall not, at any time, include the Escrow Shares.

35.4.4. Any pledge or creation of any other Encumbrance over the Shares of the Principal Shareholders for any purpose other than to secure a loan provided to the Company in relation to its Business shall require the prior written approval of the CX Investor and the Pace Investor, provided that any Encumbrance created over the Shares of the Principal Shareholders, pursuant to regulation 36 of the SEBI ICDR Regulations, in relation to a Qualified IPO shall not be subject to the provisions of this Section.

35.5. Sale of Shares by the Principal Shareholders and the CX Investor's Right of First Offer

35.5.1. Subject to Article 35.4, if a Principal Shareholder desires to Transfer any of its Shares or interest in the Company to any Person (a "**Third Party Purchaser**") such Principal Shareholder shall be required to first offer such Shares proportionately to the CX Investor and the Pace Investor (the "**Right of First Offer**") through a written notice (the "**Right of First Offer Notice**") setting forth the terms of the proposed Transfer, including the purchase price per Share proposed for such Transfer (the "**Proposed Purchase Price**"), and the number of Shares which the CX Investor and the Pace Investor is entitled to purchase (the "**Right of First Offer Shares**").

35.5.2. The CX Investor and/or the Pace Investor shall deliver a written notice to the relevant Principal Shareholder specifying either (a) its acceptance to purchase all the Right of First Offer Shares, as each of the CX Investor and the Pace Investor may decide in its sole discretion, or (b) its refusal to purchase all the Right of First Offer Shares, within forty five (45) days of being notified (the "**Right of First Offer Notice Period**") by such Principal Shareholder. The Parties agree that the CX Investor or the Pace Investor may, in its sole discretion, assign its rights to purchase the Right of First Offer Shares to each other, and one of the CX Investor or Pace Investor may offer to purchase all the Right of First Offer Shares offered to each Investor by the Principal Shareholders.

35.5.3. If the CX Investor and/or the Pace Investor exercises its Right of First Offer within the Right of First Offer Notice Period, the relevant Principal Shareholder shall Transfer the Right of First Offer Shares, to the CX Investor and/or the Pace Investor, as applicable, within thirty (30) days of the expiry of the Right of First Offer Notice Period upon receipt of the aggregate Proposed Purchase Price in relation to the Right of First Offer Shares in immediately available funds, irrespective of whether the Principal Shareholder receives any offer which is higher than the Proposed Purchase Price from any other Third Party Purchaser during such thirty (30) day period.

35.5.4. In the event the CX Investor and the Pace Investor is unable or unwilling to purchase the Right of First Offer Shares or does not respond within the Right of First Offer Notice Period, the relevant Principal Shareholder shall be entitled to Transfer the Right of First Offer Shares to the Third Party Purchaser at a price equal to or higher than the Proposed Purchase Price and otherwise on the same terms as set out in the Right of First Offer Notice within a period of ninety (90) days from the expiry of the Right of First Offer Notice Period. In the event that the Principal Shareholder has not Transferred the Right of First Offer Shares to the Third Party Purchaser within a period of ninety (90) days from the expiry of the Right of First Offer Notice Period, then the provisions of this Article 35.5 shall reapply and the Principal Shareholder would be required to issue a Right of First Offer Notice to the CX Investor and the Pace Investor. Each of the CX Investor and the Pace Investor

shall be entitled, in its sole discretion, to exercise its rights under Article 35.6 in respect of any proposed Transfer to the Third Party Purchaser.

35.6. Tag-Along Right

35.6.1. In the event that the CX Investor and/or the Pace Investor is unable or unwilling to purchase the Right of First Offer Shares or does not respond within the Right of First Offer Notice Period, each of the CX Investor, the Pace Investor and AAJV Investor shall have the right, but not the obligation, exercisable upon delivery of a written notice to such Principal Shareholder, with a copy to the Company (the "**Tag Notice**"), within thirty (30) days of the expiry of the Right of First Offer Notice Period, to participate in such proposed Transfer of Shares by the Principal Shareholder by requiring the Principal Shareholder to procure that the Third Party Purchaser purchases from each of the CX Investor, the Pace Investor and the AAJV Investor, at the sole discretion of each Investor, a maximum of such number of Shares (or any other Securities on a Fully Diluted Basis) then held by the Investors at the same price and upon the same terms and conditions on which the Principal Shareholder proposes to transfer its Shares to the Third Party Purchaser as is determined by the following formula: (A/(A+B))*S, where:

(a) ***A*** is the number of Shares held by the Investors immediately prior to such proposed Transfer of Shares to the Third Party Purchaser, if on the date of such proposed Transfer, the Principal Shareholders have Transferred more than 5% of the Share Capital held by them on the First SHA Date;

(b) ***B*** is the number of Shares held by the Principal Shareholders less the number of Shares that represent the difference between the Shares held by the Principal Shareholders immediately prior to such proposed Transfer and 5% less than the number of Shares held by them on the First SHA Date or the number of shares held by the Principal Shareholders, and if as a consequence of such proposed Transfer, the Principal Shareholders will transfer more than 5% of the Share Capital held by them on the First SHA Date, as applicable; and

(c) ***S*** is the number of Shares proposed to be Transferred by such Principal Shareholder.

35.6.2. The Tag Notice shall (a) specify the number of Shares (subject to the maximum entitlement of the Investors specified in Article 35.6.1) which each Investor intends to Transfer to the Third Party Purchaser (collectively the "**Tagged-Along Shares**") and (b) confirm that on the date of Transfer of the Tagged-Along Shares to the Third Party Purchaser, each Investor shall be the legal owner of the Tagged-Along Shares, free and clear of any Encumbrances. A failure by an Investor to issue a Tag Notice within the period specified in Article 35.6.1 shall constitute a decision by such Investor not to exercise its tag along right as provided herein. However, if the Principal Shareholder fails to consummate the Transfer of such Shares to the Third Party Purchaser in accordance with the Articles within ninety (90) days of the expiration of the Right of First Offer Notice Period, the rights of the Investors under this Article 35.6 shall revive in relation to such Transfer. Any failure by each Investor to deliver a Tag Notice within the prescribed period shall not affect such Investor's tag along right in any subsequent Transfer by such Principal Shareholder.

35.6.3. The Principal Shareholder shall forthwith but not later than thirty (30) days of receiving the Tag Notice, take all necessary steps required to be taken by it to Transfer the Shares of the Investors along with its own Shares in accordance with Article 35.6.1 to the Third Party Purchaser. The Principal Shareholder shall not be entitled to Transfer any of its Shares to the Third Party Purchaser unless and until the Principal Shareholder has arranged for the Transfer of the Tagged-Along Shares to the Third Party Purchaser at the same price and upon the same terms and conditions on which the Principal Shareholder proposes to Transfer its Shares to the Third Party Purchaser, including, for the avoidance of doubt, the cash equivalent of any cash or non-cash component of the consideration received by the Principal Shareholder in excess of the price per Share. Any Transfer by the Principal Shareholder in violation of this Article 35.6, if purported to be made, shall be void *ab initio* and the Company shall ensure that its depository participant does not register any such Transfer of Shares.

35.6.4. Each Investor shall effect its participation in the proposed Transfer by promptly delivering to the Principal Shareholder, with a notice to the Company, for transfer to the Third Party Purchaser, signed instruction slips with respect to the Tagged Along Shares. Each Investor shall represent to the Third Party Purchaser that it is legal owner of the Tagged-Along Shares, free and clear of any Encumbrances, and execute all necessary documents required under applicable Law in connection with the Transfer of the Tagged-Along Shares to the Third Party Purchaser. The Investors shall not be required to give any other representation, warranty or indemnity whatsoever in connection with the Transfer of their Shares pursuant to this Article 35.6.

35.6.5. Without prejudice to Article 35.4, if, as a result of a proposed Transfer of Shares by the Principal Shareholder to a Third Party Purchaser, the combined shareholding of the Principal Shareholders in the Company will fall below 51% of the Share Capital, including any Transfer by any Principal Shareholder where the Principal Shareholders' combined shareholding is already below 51% of the Share Capital, each Investor's right under Article 35.6.1 to participate in such Transfer of Shares by the Principal Shareholder shall be with respect to all of the Shares (or any other securities on a Fully Diluted Basis) then held by such Investor.

35.6.6. Nothing contained in this Article 35.6 shall apply to any Transfer of up to 5% of the Share Capital held by the Principal Shareholders collectively on the First SHA Date.

35.7. Transfer of Shares by the Investors and Principal Shareholder' Right of First Offer

35.7.1. Subject to this Article 35.7, each Investor may at any time without the prior consent of the Principal Shareholders, Transfer any of the Shares held by it to any Person, including any of its Affiliates or Permitted Transferees, provided that such Person is not a Competitor and has executed a deed of adherence substantially in the form set out in *Annexure 4* of the Restated Shareholders' Agreement. However, in the event that the Investors have been unable to exit from the Company within a period of five (5) years from the First SHA Date, such restriction on Transfer of Shares by the Investors to Competitors shall lapse and the Investors shall be entitled to Transfer their Shares to any third party subject to compliance with this Article 35.7.

35.7.2. Provided that, if each Investor Transfers the Shares held by it to any Person (a "**Third Party Purchaser**"), other than its Affiliates at any time prior to the Company being listed on a Recognized Stock Exchange, such Person shall be entitled to all the rights of such Investor under the Articles.

35.7.3. In the event an Investor desires to Transfer any of its Shares to a Third Party Purchaser, such Investor shall be required to first offer such Shares to the Principal Shareholders (the "**Principal Shareholders' Right of First Offer**") through a written notice (the "**Principal Shareholders' Right of First Offer Notice**") setting forth the terms of the proposed Transfer, including the purchase price per Share proposed for such Transfer (the "**Proposed Purchase Price**"), and the number of Shares which the Investor is desirous of selling (the "**Principal Shareholders'Right of First Offer Shares**").

35.7.4. The Principal Shareholders shall deliver a written notice to such Investor specifying either (a) their acceptance to purchase all the Principal Shareholders' Right of First Offer Shares, or (b) their refusal to purchase all the Principal Shareholders' Right of First Offer Shares, within forty five (45) days of being notified (the "**Principal Shareholders' ROFO Notice Period**") by such Investor.

35.7.5. If the Principal Shareholders exercise their Right of First Offer within the Principal Shareholders' ROFO Notice Period, the Investors shall Transfer the Principal Shareholders' Right of First Offer Shares to the Principal Shareholders within thirty (30) days of the expiry of the Principal Shareholders' ROFO Notice Period upon receipt of the aggregate Proposed Purchase Price in relation to the Principal Shareholders' Right of First Offer Shares in immediately available funds, irrespective of whether the Investors receive any offer which is higher than the Proposed Purchase Price from any Third Party Purchaser during such thirty (30) day period.

35.7.6. In the event the Principal Shareholders are unable or unwilling to purchase the Principal Shareholders' Right of First Offer Shares or do not respond within the Principal Shareholders' ROFO Notice Period, each Investor shall be entitled to Transfer the Principal Shareholders' Right of First Offer Shares to the Third Party Purchaser at a price equal to or higher than the Proposed Purchase Price and otherwise on the same terms as set out in the Principal Shareholders' Right of First Offer Notice.

35.7.7. In the event the Investors have not Transferred the Principal Shareholders' Right of First Offer Shares to the Third Party Purchaser within a period of ninety (90) days after the expiry of the Principal Shareholders' ROFO Notice Period, then the provisions of this Article 35.7 shall re-apply and the Investor will be required to first offer such Shares to the Principal Shareholders.

35.7.8. If each Investor Transfers a part of its Shares to any Person (other than to its Affiliates or Permitted Transferees) (such Person, a "**Part Purchaser**"), such Investor and the Part Purchaser shall be deemed to be one (1) shareholder whenever applicable and shall act together in the exercise of their rights under the Articles provided that such Investor and the Part Purchaser shall be entitled to exercise to rights on a joint basis (without duplication) only if the CX Investor, the Pace Investor and Part Purchaser collectively hold at least 2,172,282 Shares, as adjusted for any consolidation of the Share Capital. Such Investor shall remain a Party to the Articles and shall be jointly with the Part Purchaser be treated as one (1) shareholder group in respect of the Shares Transferred to the Part Purchaser unless, such Investor at its sole discretion, decides to allow the Part Purchaser to be substituted in place of such Investor as a party to the Restated Shareholders' Agreement in which case, all the rights and obligations of such Investor under the Restated Shareholders' Agreement and the Articles would be exercised by the Part Purchaser.

35.8. Other Transfer Provisions

35.8.1. Any stamp duty or transfer Taxes or fees payable on the Transfer of any Shares in accordance with the Articles including pursuant to Articles 35 and 36 shall be borne and paid by the transferee (for the avoidance of doubt it is hereby clarified that transfer Taxes, wherever referred in the Articles, shall not include any income Tax payable by the transferor pursuant to the Transfer of the Shares).

35.8.2. The Company, and the Principal Shareholders shall render all assistance and co-operation to each Investor to complete any Transfer in excess of 5% of the Share Capital, in accordance with the Articles, including Transfers pursuant to Articles 35 and 36, including making available requisite information for any due diligence by the Third Party Purchaser (including accounting, Taxation and legal due diligence) requisite financial statements of the Company for preparation of the valuation certificate and providing/facilitating the application of Governmental Approvals required to complete such Transfer.

35.8.3. At the closing of any Transfer pursuant to the Articles including Transfers pursuant to Articles 35 and 36, the transferor shall deliver instructions to its depository participant of the Transferor instructing the depository participant to Transfer such number of Shares as agreed to the transferee, which Shares shall be free and clear of any Encumbrance. At such closing, all parties to such transaction shall execute such additional documents as may be necessary or appropriate to effect the transfer of their respective Shares.

35.8.4. Any transferee purchasing Shares shall deliver to the transferor at such closing (or on such later date or dates as may be provided in the relevant notices governing such Transfer with respect to payment of consideration by the proposed transferee) payment in full of their respective portion of the Transfer consideration in accordance with the terms set forth in the relevant notices governing such Transfer.

35.8.5. None of the Parties shall enter into any agreement or arrangements in respect of any rights attached to their Shares which is or may result in a breach of any of the Transaction Documents.

35.8.6. Each of the Principal Shareholders undertake and covenant to each Investor that they shall procure that each of the Principal Shareholders shall exercise all rights and powers available to it to procure that the Directors or the Company's share transfer committee shall approve all Transfers of Shares that are in accordance with the terms of the Articles.

35.9. Transfer or Issue of Shares to the Pace Investor

The Parties agree that notwithstanding anything contained in the Articles, including Articles 34 and 35, in the event that the Pace Investor is unable to purchase all the sale shares under the Pace SPA II (the "**Pace SPA II Sale Shares**") on or prior to August 15, 2015, for any reason whatsoever, including due to any of the sellers under the Pace SPA II (the "**Pace SPA II Sellers**") being unable to obtain the required approvals from Governmental Authorities, including the approval of the Reserve Bank of India for the transfer of all the Pace SPA II Sale Shares from the Pace SPA II Sellers to the Pace Investor, the Principal Shareholders agree, undertake and covenant, jointly and severally, to transfer such number of Shares as is equal to the Pace SPA II Sale Shares to the Pace Investor at a price of Rs. 620 per Share (as agreed under the Pace SPA II), on or prior to August 31, 2015. In the event that the Principal Shareholders are unable to transfer such number of Shares as is equal to the Pace SPA II Sale Shares to the Pace Investor on or prior to August 31, 2015, the Company agrees, undertakes and covenants to issue such number of fresh equity shares of the Company to the Pace Investor as is equal to the Pace SPA II Sale Shares at a price of Rs. 620 per equity share (as agreed under the Pace SPA II) on or prior to September 15, 2015, and the Principal Shareholders agree, undertake and covenant to procure that the Company issues such number of fresh equity shares of the Company to the Pace Investor as is equal to the Pace SPA II Sale Shares on or prior to September 15, 2015. Provided that if the minimum price per Share payable by the Pace Investor under applicable Law to the Principal Shareholders or the Company is higher than Rs. 620, then the Pace Investor, at its option, shall be entitled to procure the sale or subscription of such Shares at such minimum price payable under applicable Law or in favour of a person resident in India nominated by it at a consideration of Rs. 620 per Share.

36. LISTING OF SHARES

36.1. Qualified IPO

36.1.1. The Company and the Promoters have undertaken to use their best efforts to conduct an underwritten initial public offering (including an offer for sale, if any) of Shares ("**IPO**") on or before March 31, 2018, or such other date as may be communicated in writing by each of the CX Investor and the Pace Investor in its sole discretion (the "**Qualified IPO Date**"), that satisfies all the following conditions (a "**Qualified IPO**"):

(a) the issue price at which Shares are issued or transferred in such an IPO shall be based on a valuation of the Company such that the CX Investor receives an amount when aggregated with all the dividend which has accrued and been paid to the CX Investor, will yield to the CX Investor an aggregate rate of interest on each Share of 8% per annum compounded on an annual basis for the period from the First SHA Date to the date on which the Shares are listed and traded on the Recognized Stock Exchanges. Provided that the CX Investor shall at its sole discretion, have the right to waive this condition, either wholly or in part, by way of a written notice to the Company;

(b) the Shares issued or transferred in such an IPO are duly listed/quoted on a Recognized Stock Exchange;

(c) the IPO consists of an offer of such number of securities of the Company as are required under applicable Law;

(d) the IPO is managed and underwritten by reputable investment banking firms of recognized high standing in the markets in which such Shares are to be offered and which is acceptable to the CX Investor and the Pace Investor (the "**Investment Bank**"); and

(e) the IPO complies with all requirements under applicable Law.

36.1.2. Notwithstanding anything contained in Article 36.1.1 above, but subject to any applicable Law, the CX Investor, the Pace Investor and the AAJV Investor shall have the right to cause the Company to sell, as part of the Qualified IPO, up to 100% of its Shares on the same terms and conditions as the fresh issue of any Shares offered to the public by the Company (a "**Secondary Offering**"). The Company and the Promoters shall undertake such steps, as may be required under applicable Law and provide all reasonable assistance in order to complete the Secondary Offering.

The Parties agree that in the event of an under subscription in the Qualified IPO that includes a Secondary Offering, pursuant to applicable Law, after meeting the minimum subscription requirement of 90% of the primary issuance in the Qualified IPO, the balance subscription in the Qualified IPO will be met through Shares offered by the Investors and the Promoters in the Secondary Offering on a pro rata basis to their respective shareholding.

36.1.3. If the Shares of the Investors are not sufficient in number for the purpose of conducting a Qualified IPO as required by applicable Law, rules of the Recognized Stock Exchange(s), or as advised by the Investment Bank(s), Promoters shall offer such number of its Shares for sale in the Qualified IPO, or the Company shall issue such new Shares as would be sufficient for the purpose of conducting the Qualified IPO.

36.1.4. Subject to applicable Law, the Company and the Promoters shall ensure that none of the Investors will be considered a promoter or part of the promoter group of the Company, as such terms are defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, for any reason whatsoever or be required to undertake any obligation relating to disclosure in the offering documents or any agreement in any offering and, subject to applicable Law, the Shares held by the CX Investor, the Pace Investor and the AAJV Investor will not be subject to any lock-in restriction.

36.1.5. Subject to applicable Law, the Company and the Promoters agree that the CX Investor, the Pace Investor and the AAJV Investor, shall not, in connection with an IPO or upon listing or sale of the Shares held by the CX Investor, the Pace Investor and the AAJV Investor, be required to give any representations, warranties or indemnities to any underwriter, broker, Recognized Stock Exchange, any Governmental Authority or any other Person other than in relation to clear title of its Shares if the CX Investor, the Pace Investor or the AAJV Investor is participating in an offer for sale in the Qualified IPO. In the event that the CX Investor, the Pace Investor or the AAJV Investor is required under Law to give any representation, warranty, indemnity or covenant with respect to the Company, the Promoters, the promoter group, the group companies or their respective affiliates and associates or any of their respective businesses, financial statements, management, operations or other information related to such entities (collectively, "**Third Party Undertaking**"), the Promoters shall be liable to secure, reimburse, indemnify, defend and hold harmless the CX Investor, the Pace Investor and the AAJV Investor on demand for and against any and all Claims and Losses arising out of, in relation to or resulting from such Third Party Undertaking.

36.1.6. The Promoters undertakes to indemnify the CX Investor, the Pace Investor, the AAJV Investor and their respective Affiliates both in India and elsewhere, as well as their respective directors, partners and officers (the "**IPO Investor Indemnified Party**") from and against any Claims and Losses, to which such IPO Investor Indemnified Party may become subject under any applicable Law, arising directly out of any wilful and untrue statement or omission of a material fact about the Principal Shareholders contained in the draft red herring prospectus, the red herring prospectus or the prospectus (including any international wrap) in relation to a proposed IPO, which is attributable to any information provided by the Promoters.

36.1.7. Other than as may be required by applicable Law, in the IPO the CX Investor, the Pace Investor or the AAJV Investor shall not be required to provide its Shares for being locked-in or restricting Transfer thereof in any manner whatsoever, including for the purposes of any promoter contribution.

36.1.8. The Parties agree that the fees and expenses relating to the IPO, other than the listing fees which shall be borne solely by the Company, shall be shared by the Company and the Selling Shareholders, as mutually agreed, in accordance with applicable Law.

36.1.9. At the time of an IPO, the Articles shall be amended to such extent as may be required under applicable Law or by the Recognized Stock Exchange.

36.1.10. In addition, the Promoters shall ensure a clear market for a Qualified IPO, during which time, the Company, its Subsidiaries, any Shareholder and/or any Sayaji Shareholder shall not, undertake any IPO, follow on offering, rights issue, qualified institutional placement or any other issuance of securities before any stock exchange in India or outside India. Such clear market period shall be for a period of twelve (12) months following the listing and trading of the Shares pursuant to a Qualified IPO or an Investor IPO, as the case may be.

36.2. Offer for Sale

36.2.1. If the Company is unable to complete a Qualified IPO by the Qualified IPO Date or such other later date as may be agreed among the Parties, then without prejudice to their other rights under the Articles or the Shareholders' Agreement, the Investors shall have the right to cause an IPO (the "**Investor IPO**") and require Sayaji Hotels to join the Investors in completing the Investor IPO by way of an offer for sale of the Shares on a Recognized Stock Exchange by contributing along with the Investors, such number of Shares held by the Promoters as may be required for such purpose.

36.2.2. In order to ensure that the minimum issue size required under applicable Law is offered to the public in the event of an Investor IPO, Sayaji Hotels and the Investors have agreed that the Escrow Shares will be held in escrow with the Escrow Agent on and from the First SHA Date until their release in accordance with Article 36.2.3 below and more specifically in accordance with the escrow agreement dated April 10, 2013 between the AAJV Investor, the Company, Sayaji Hotels and the Escrow Agent (the "**Escrow Agreement**") whereby Sayaji Hotels has placed in escrow the Escrow Shares. The AAJV Investor, the Company and Sayaji Hotels undertakes, agree and covenant that any time after the Effective Date and upon obtaining necessary Governmental Approvals, each of the CX Investor and the Pace Investor may, at its option, require the parties to the Escrow Agreement to amend the Escrow Agreement and facilitate the inclusion of the CX Investor and/or the Pace Investor as a party to the Escrow Agreement and the Company and Sayaji Hotels undertakes to amend the terms of the Escrow Agreement to facilitate the inclusion of the CX Investor and/or the Pace Investor as a party to the Escrow Agreement. Upon such inclusion, the CX Investor and/or the Pace Investor shall have the benefit of all the rights that the AAJV Investor may have under the Escrow Agreement.

36.2.3. The understanding of Parties in relation to the aforementioned escrow arrangement is as follows:

(a) Sayaji Hotels shall ensure that the number of Escrow Shares shall together with the Shares offered by the Investors be equivalent to the minimum number of shares required under applicable Law to undertake an Investor IPO;

(b) Promptly, and in any event within fifteen (15) days of the issue of any further Shares to the shareholders of the Company, Sayaji Hotels shall deliver to the Escrow Agent additional Shares such that the aggregate number of Escrow Shares deposited with the Escrow Agent at all times represent 17.57% of the Share Capital. Subsequent to the closing of the Pace SPA II, the Parties agree to amend the Escrow Agreement and reduce the aggregate number of Escrow Shares deposited with the Escrow Agent that, as of the Execution Date, represents 17.57% of the Share Capital to 15.53% of the Share Capital.

(c) The Investors shall also have the right to facilitate the sale of such number of the Escrow Shares as are required for undertaking the Investor IPO without any further consent or action from Sayaji Hotels subject to compliance with this Article 36.2.3. In addition, Sayaji Hotels shall execute and submit a power of attorney and submit proof of clear title to the Escrow Shares, to the escrow agent in order to enable the escrow agent to offer the Escrow Shares in the Investor IPO;

(d) All rights, title and interest (including without limitation, the right to dividends and exercise of voting rights at general meetings of the Company) in the Escrow Shares shall (subject to the provisions of the Depositories Act, 1996) continue to vest in Sayaji Hotels, except upon a sale of the Escrow Shares or part thereof (as the case may be) in an offer for sale as part of an Investor IPO;

(e) In the event that in an Investor IPO, the Escrow Shares are not required to meet the minimum issue size, then all (and not less than all) the Escrow Shares shall be released by the Escrow Agent in favour of Sayaji Hotels.

(f) Except in case of the release of the Escrow Shares in accordance with this Article 36.2.3 or pursuant to Article 36.3, the Escrow Shares shall not be released in favour of any Person(s) other than Sayaji Hotels.

36.2.4. The Principal Shareholders agree, undertake and covenant to procure that if the Investors issue a notice to the Board for causing the Investor IPO, the Board shall forthwith form a sub-committee to deal with and decide on all matters relating to such Investor IPO and such sub-committee shall also have the power to direct the Company in a manner as it deems fit to ensure that the documentation and regulatory requirements to successfully initiate and complete the Investor IPO are duly complied with. The sub- committee shall comprise three (3) Directors, with one (1) Director representing the Promoters, one (1) Director representing the Investors and one (1) Independent Director. The sub-committee shall be advised by a merchant banker of international repute, appointed by Board.

36.2.5. Each Promoter agrees, undertakes and covenants to sign and execute all documents required to be signed by it to complete the Investor IPO, including the offering document, upon advice of the Board or the sub-committee. If the Promoters fail to sign all requisite documents within thirty (30) days of the Board's advice, the Investors shall be entitled to exercise their right specified in Article 36.3.

36.3. Drag Rights

36.3.1. In the event that the Promoters fail to execute any document required to be signed to complete the Investor IPO, including the offering document, within thirty (30) days of the Board's advice, then without prejudice to the other rights of the Investors, the Investors shall be entitled to serve a notice to the Promoters and the Company, informing them of the intention of the Investors to sell the Escrow Shares along with all the CX Investor Shares, the Pace Investor Shares and the AAJV Investor Shares to a third party purchaser (the "**Drag Notice**").

36.3.2. Upon receipt of the Drag Notice, each Promoter may, at its sole discretion, deliver a written notice to each of the Investors specifying either (a) acceptance to purchase all the Investors' Shares (through a third party, an Affiliate or by itself), or (b) its refusal to purchase all the Investors' Shares, within fifteen (15) days of being notified (the "**Drag Notice Period**") by the Investors.

36.3.3. If the Promoters exercise its right to purchase the Investors' Shares, each Investor shall Transfer its Shares to the Promoters (or a Person nominated by the Promoters, in such proportion as indicated by the Promoters) within fifteen (15) days of the expiry of the Drag Notice Period.

36.3.4. In the event the Promoters are unable or unwilling to purchase the Investors' Shares or do not respond within the Drag Notice Period, the Investors' shall, at their own discretion, be entitled to

Transfer the Investors' Shares and the Escrow Shares to a third party purchaser. Further, each Promoter shall contribute such additional number of Shares held by it to facilitate any such acquisition of Shares by the third party purchaser.

36.3.5. Each Promoter shall use its best efforts to facilitate and assist in any sale as contemplated under this Article 36.3 and shall provide and shall ensure that the Key Managerial Personnel of the Company provide all support including transition support, as required by the third party purchaser.

36.4. Registration Rights

36.4.1. Upon completion of a Qualified IPO or simultaneous with the completion of a Qualified IPO, if Company proposes to list any of its Shares or other securities in one or more stock exchanges outside India, then on the CX Investor's and/or the Pace Investor's request, the Company shall take all steps, do all such things, execute all such writings and make all regulatory applications and filings as may be required under applicable Law to undertake a "sponsored ADR/GDR issue", in accordance with the Depository Receipts Scheme 2014, dated October 21, 2014, issued by the Ministry of Finance, Government of India, and facilitate the unrestricted sale and distribution of the Shares held by the CX Investor and/or the Pace Investor on such stock exchanges, such that the CX Investor's shares and/or the Pace Investor's shares are freely transferrable on such stock exchanges. The CX Investor and/or the Pace Investor shall be entitled to demand that all or part of the shares held by it in the Company be converted into American Depository Receipts or Global Depository Receipts, unless prohibited under applicable Law. The Company and the Principal Shareholders shall execute a registration rights agreement in favour of the CX Investor and/or the Pace Investor that is customary in the market in which the securities of the Company are being listed within 30 (thirty) days of receiving a request to do so from the CX Investor and/or the Pace Investor.

36.4.2. If the Shares are listed or proposed to be listed on one or more stock exchanges in the United States of America, then the CX Investor and/or the Pace Investor shall also be entitled to demand that the Company register all or part of the Shares held by it in the Company with the appropriate and necessary Governmental Authority as required in connection with such offering to ensure unlimited transferability of such American Depository Receipts, Global Depository Receipts or Shares and to effect a public offering of such American Depository Receipts, Global Depository Receipts or Shares, unless prohibited under Law. Such demand registration shall be carried out by the Company upon request of the CX Investor and/or the Pace Investor.

36.4.3. The Company will appoint merchant bankers, prepare a prospectus and provide all assistance for such an offering. The price and other terms of such offering shall be decided in consultation with the CX Investor and/or the Pace Investor. All fees and expenses required to be borne by the CX Investor and/or the Pace Investor in connection with such demand registration, as prescribed under the Depository Receipts Scheme 2014, dated October 21, 2014, issued by the Ministry of Finance, Government of India shall be borne by the CX Investor and/or the Pace Investor. Any other expenses relating to the demand registration and the offering shall be borne by the Company.

36.4.4. In the event of an offering in the United States of America, the CX Investor and/or the Pace Investor will be entitled to unlimited piggyback rights (to register the American Depository Receipts, Global Depository Receipts or Shares and to make an offer for sale simultaneously) in all primary offerings and all other secondary offerings of the Company's American Depository Receipts, Global Depository Receipts or Shares. If applicable Law requires that the Company extend the piggyback rights to all shareholders of the Company, then the Company shall increase the size of the potential offering such that the CX Investor and/or the Pace Investor will be able to participate to the extent desired by the CX Investor and/or the Pace Investor. The Company will, subject to applicable Law, pay the expenses of the CX Investor and/or the Pace Investor in all piggyback registrations (including the fees and expenses of one legal counsel/firm of legal counsels for the CX Investor and/or the Pace Investor, but excluding underwriters' discounts and selling commissions).

36.4.5. The right to convert to American Depository Receipts/Global Depository Receipts shall be offered *pari-passu* to all categories of shareholders of the Company. The Company undertakes not to grant other registration or secondary offering rights, other than rights that are *pari-passu* to the rights of the CX Investor and the Pace Investor.

37. LIQUIDITY PREFERENCE AND SPECIAL RIGHTS

37.1. Liquidity Preference

37.1.1. After the end of thirty six (36) months from the First SHA Date, subject to the rights of the CX Investor under Article 34, in the event that the Board resolves to undertake any sale or transfer of Securities or sale, transfer or disposal of assets of the Company, or undertake any merger, demerger, restructuring or reorganisation that has a similar effect ("**Liquidity Transaction**"), (a) the CX Investor shall be entitled to be repaid (i) an amount equal to the aggregate amounts paid by the CX Investor for the subscription and purchase of the Shares under the CX SPSA plus all declared but unpaid dividends and (ii) an amount when aggregated with all the dividend which has accrued and been paid to the CX Investor, will yield to the CX Investor an aggregate rate of interest on each Share of 8% per annum compounded on an annual basis for the period from the First SHA Date to the date on which the Board approves any Liquidity Transaction (collectively, "**CX Preference Pay-Out**"); and (b) the AAJV Investor shall be entitled to be repaid (i) an amount equal to the aggregate amounts paid by the AAJV Investor for the subscription of the Shares under the AAJV SSA and the purchase of the Shares under the AAJV SPA plus all declared but unpaid dividends and (ii) an amount when aggregated with all the dividend which has accrued and been paid to the AAJV Investor, will yield to the AAJV Investor an aggregate rate of interest on each Share of 8% per annum compounded on an annual basis for the period from the First SHA Date to the date on which the Board approves any Liquidity Transaction (collectively, "**AAJV Preference Pay-Out**") prior to any distribution to the Principal Shareholders.

37.1.2. In addition, to the extent that there are assets available for distribution after payment of the Preference Pay-Out and after other Shareholders of the Company have received their pro rata share of dividends, all shareholders (including the Investors) will be entitled to receive a pro rata share in any such remaining assets and the Company shall forthwith distribute all such remaining assets to all shareholders (including the Investors).

37.2. Special Rights

37.2.1. In the event that there is a Liquidation Event or if the Sayaji Shareholders hold less than 50% of the share capital of Sayaji Hotels or if Control of Sayaji Hotels is acquired by a Person who is not an Affiliate or Relative of the Sayaji Shareholders, then KD shall make best efforts to purchase all the Shares held by Sayaji Hotels in the Company. In the event that KD is unable to purchase all the Shares held by Sayaji Hotels in the Company, then the CX Investor, the Pace Investor and AAJV Investor may at its option (a) Transfer all of the Shares held by it, to KD and the Other Shareholders and KD and the Other Shareholders (either jointly or severally) shall have the obligation to purchase from each Investor all of such Investor's Shares, at the Fair Market Value of the Investor's Shares; or (b) acquire Control of the Company by way of the CX Investor and/or the Pace Investor, at its option, subscribing to such number of Shares, at Fair Market Value such that the CX Investor and/or the Pace Investor, upon subscribing to such additional Shares, would collectively hold 51% of the Share Capital and/or the Principal Shareholders and other Shareholders of the Company transferring and KD procuring that the Principal Shareholders and other Shareholders of the Company transfer such number of Shares to the CX Investor and/or the Pace Investor at Fair Market Value such that the CX Investor and/or the Pace Investor, upon acquiring such additional Shares, would collectively hold 51% of the Share Capital.

37.2.2. For the purpose of this Article 37.2, "**Liquidation Event**" shall mean (a) the liquidation, winding up or dissolution of Sayaji Hotels, either through a members' or creditors' voluntary winding-up process or a court directed winding-up process; or (b) the taking of any step by any person for the

liquidation, winding up or dissolution of Sayaji Hotels or for the appointment of a receiver, administrator, administrative receiver, trustee or similar officer of it or of any or all of its assets or revenues; (c) any merger or amalgamation of Sayaji Hotels into another company such that (i) the Sayaji Shareholders hold less than 50% of the share capital of Sayaji Hotels or the resultant merged entity, as the case may be; or (ii) Control of Sayaji Hotels is acquired by a Person who is not an Affiliate or Relative of the Sayaji Shareholders.

38. INFORMATION RIGHTS

38.1. The Company shall provide to the CX Investor, the Pace Investor, the CX Investor Directors (or their alternate Director), the CX Investor Observer and MPL all such information relating to the Company, including:

38.1.1. unaudited consolidated statements of income, statements of changes in shareholder equity and statements of cash flows of the Company for such month and for the period from the beginning of the current Financial Year to the end of such month, and an unaudited consolidated balance sheet as of the end of such month not later than 14 (fourteen) Business Days of the end of each calendar month, as applicable;

38.1.2. monthly management review detailing key operational performance indicators and statistics as of the end of such month not later than fourteen (14) Business Days of the end of each calendar month, as applicable;

38.1.3. unaudited consolidated statements of income, statements of changes in shareholder equity and statements of cash flows of the Company for such quarter and for the period from the beginning of the current Financial Year to the end of such quarter, and an unaudited consolidated balance sheet as of the end of such quarter not later than 30 (thirty) Business Days of the end of each quarter of every Financial Year, as applicable;

38.1.4. audited consolidated statements of income, statements of changes in shareholder equity and statements of cash flows of the Company for such Financial Year and an audited consolidated balance sheet as of the end of such Financial Year and accompanied by the report of an independent certified public accountant of recognized standing not later than ninety (90) Business Days of the end of each Financial Year, as applicable;

38.1.5. minutes of Board, Committees and shareholders' meetings not later than seven (7) Business Days of the occurrence of such meetings;

38.1.6. details of creation of any Encumbrance on any Shares owned by any of the Principal Shareholders;

38.1.7. details of any Claim above Rs. 10,000,000 against each Promoter or any Claim above Rs. 1,000,000 against the Directors as and when the Company or the Promoters has knowledge regarding such Claims, and periodic updates in respect of the status of such Claims; and

38.1.8. other relevant material information including business plans, capital expenditure budgets and management reporting information not set forth above.

38.2. In addition, the Company shall promptly provide, and the Promoters shall ensure that the Company promptly provides, to the CX Investor and the Pace Investor, any information relating to material developments in the financial condition, operations and prospects of the Company and any Subsidiary, including estimated changes in the balance sheet, changes in the business plan and forecasts, expansion or fund-raising plans, any plans relating to an IPO and material developments in relationships with employees and sub-contractors.

38.3. The Company shall maintain and the Promoters shall ensure that the Company maintains accurate and complete accounting and other financial records and procure that those accounting records are available for inspection by the CX Investor, the Pace Investor or its respective authorized representatives during normal business hours.

38.4. The financial statements of the Company shall be prepared in accordance with Indian GAAP. The accounting principles of the Company shall reflect industry best practices.

38.5. The Company shall and the Promoters shall ensure that the Company devises and maintains:

38.5.1. effective internal control over financial reporting; and

38.5.2. a system of internal accounting controls sufficient to provide reasonable assurance that:

(a) transactions are executed in accordance with management's general or specific authorizations and the Annual Budget;

(b) transactions are recorded as necessary to permit preparation of financial statements in accordance with Indian GAAP and to maintain accountability for assets;

(c) access to material assets is permitted only in accordance with management's general or specific authorization;

(d) the recorded accountability for material assets is compared with existing assets at reasonable intervals and appropriate action is taken with respect to any differences; and

(e) books, records and accounts which, in reasonable detail, accurately and fairly reflect the transactions and disposition of assets of the Company and provide a sufficient basis for the preparation of the financial statements in accordance with Indian GAAP.

38.6. Annual Budget

1. The Company shall procure that the draft Annual Budget for the forthcoming Financial Year is delivered to each Director at least one (1) month prior to the end of the then current Financial Year of the Company. Unless all the Directors agree otherwise, the Board shall meet to consider such Annual Budget not later than ten (10) days prior to the end of the then current Financial Year of the Company. The Annual Budget shall be subject to the written approval of the Board. The Company shall and the Promoters shall procure that the Company shall operate and conduct its Businesses in any Financial Year in accordance with the relevant Annual Budget which has been approved by the Board.

38.7. Upon the completion of a Qualified IPO, the Company shall ensure that any information provided to the Investors, including the information listed above is published by the Company prior to it being provided to the Investors. The Company shall not provide any unpublished information to the Investors.

38.8. Each Promoter undertakes to procure fulfilment of/ compliance with by the Company with the terms of this Article 38.

38.9. The Company and the Promoters acknowledge and agree that each of the CX Investor and the Pace Investor shall be entitled to share all information received from the Company with its Affiliates and Permitted Transferees. Each of the CX Investor and the Pace Investor shall ensure that such Affiliates and Permitted Transferees keep the information received from the Company confidential.

38.10. Each of the CX Investor and the Pace Investor and their duly authorised officers, employees, accountants and attorneys, respectively, shall have the right, at its own costs and expenses, at any time, and from time to time during normal business hours without disruption of the functioning of the Business and upon prior written notice of at least ten (10) Business Days to the Company, to inspect and take copies of the books, records and other related documents of the Company and to consult with the officers, employees, accountants and attorneys of the Company for the purpose of affording the CX Investor and/or the Pace Investor full opportunity to make such investigation as it shall desire and the Company shall make all reasonable efforts to provide the required information to the CX Investor and/or the Pace Investor. The CX Investor and/or the

Pace Investor shall have the right, at its own costs and expenses, to conduct an audit of the Business to review financial and operational processes being followed by the Company and make recommendations in that behalf. The Company shall take all reasonable steps to ensure that such recommendations are duly implemented in a timely manner, subject to the approval of such recommendations by the Board.

Provided that the obligations of the Company and the Promoters with respect to the disclosure, sharing or delivery of information pursuant to this Article 38 shall at all times be subject to the restrictions and conditions prescribed under applicable laws, including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and Section 195 of the Companies Act.

39. APPOINTMENT OF AUDITORS AND OTHER ADVISORS

39.1. Auditors

The statutory auditors of the Company shall be one of PriceWaterhouseCoopers, Ernst & Young, KPMG, or Deloitte Haskins & Sells, as appointed by the Board, from time to time. The Board shall also appoint a reputable chartered accountants firm to act as the internal auditors of the Company.

39.2. Appointment of Consultants

The CX Investor and/or the Pace Investor, with prior approval of the Promoters, may invite any consultant or advisor ("**Consultant**") to undertake reviews and propose measures to enhance the operational excellence, value realization, growth prospects and suggest changes to the existing operations of the Company. The Company shall attend all meetings with the Consultants and upon being satisfied with the Consultant, appoint the Consultant (subject to execution of definitive documentation in a form satisfactory to the CX Investor and/or the Pace Investor). The Company shall take all measures to implement all the suggestions and recommendations as maybe provided by the Consultant pursuant to their review. All costs relating to the Consultant shall be borne by the Company.

40. LIABILITY OF THE INVESTOR DIRECTORS

40.1. The Company and the Promoters expressly agree and undertake that to the maximum extent permitted by applicable Law, each of the CX Investor Directors shall not be liable for any default or failure of the Company in complying with the provisions of any applicable Law, including defaults under the Companies Act and Taxation and labour laws of India, since the CX Investor Directors are not responsible for the day-to-day management or the affairs of the Company.

40.2. The Company and the Promoters expressly agree and undertake that they shall not identify any of the CX Investor Directors as an "officer in default" of the Company, or occupier of any premises used by the Company or employer to the extent permitted under applicable Law. Further, the Company and the Promoters undertake to procure that the other Directors or suitable persons are nominated as compliance officers, occupiers and/or employers, as the case may be, in order to procure that, to the maximum extent permitted by applicable Law, each CX Investor Director does not incur any liability.

40.3. The Company shall compensate, indemnify, defend and hold harmless, to the maximum extent permitted by applicable Law, any Director who was or is made a party, or is threatened to be made a party, to any Claim (including any action brought by or in the name of the Company or any other Director), by reason of the fact that such Director is or was a Director, or otherwise relating to any action taken or omitted to be taken in such person's capacity as a Director, against all or any such Claims and Losses (as hereinafter defined) in connection with the Business.

40.4. The provisions of Articles 40.1 to 40.3 shall apply *mutatis mutandis* in respect of any alternate Director appointed in relation to any of the CX Investor Directors.

41. INDEMNIFICATION

41.1. Indemnification

41.1.1. Without prejudice to any other right or remedy which may be available to the CX Investor, the Pace Investor or the AAJV Investor, each Promoter covenants with each of the CX Investor, the Pace Investor and the AAJV Investor to indemnify, defend, save and hold harmless the CX Investor, the Pace Investor, the AAJV Investor and their respective Affiliates, directors, officers, employees and advisors (the "**Indemnified Parties**") from, and pay to the Indemnified Parties from time to time on demand, such amounts as are equal to the amount of, all Losses in each case, suffered or incurred by the CX Investor, the Pace Investor or the AAJV Investor based upon, arising out of, in relation to, or otherwise in respect of any matter or matters giving rise to any Claim for (a) inaccuracy, breach or non-observance by the Company of any provision of any of the Transaction Documents; (b) failure by the Company or any of the Promoters to comply with any applicable Law or the terms and conditions of any agreements and instruments to which the Company or the Promoters are bound by or party to in relation to the Business; (c) failure by the Company to obtain and maintain any Permits or other approvals required under applicable Law in connection with the Business; or (d) failure by Sayaji Hotels to transfer its rights under all lease deeds entered into by Sayaji Hotels in relation to the Company's restaurants at Gurgaon, Haryana and Koramangala, Bangalore to the Company.

41.1.2. Without prejudice to any other right or remedy which may be available to the CX Investor and the Pace Investor, Sayaji Hotels and Blue Deebaj (the "**Seller Indemnifying Parties**") jointly and severally undertake to indemnify, defend, save and hold harmless the Indemnified Parties from, and pay to the Indemnified Parties from time to time on demand, such amounts as are equal to the amount of, all Losses in each case, suffered or incurred by the CX Investor and/or the Pace Investor based upon, arising out of, in relation to, or otherwise in respect of (a) any matter or matters giving rise to any Claim for breach or non-observance by Sayaji Hotels and Blue Deebaj of any representation, warranty or any covenant, undertaking or agreement by them in the Transaction Documents; and (b) any Taxes payable by the Sellers under applicable Law, including income or capital gains Taxes, if any, relating to the sale of Shares, which if not so paid by Sayaji Hotels and Blue Deebaj will result in the CX Investor, the Pace Investor or the Company having to pay such Taxes.

41.2. No Prejudice Based on Information

Except as disclosed by the Company to the CX Investor, the Pace Investor or the AAJV Investor in the company disclosure schedule attached to the CX SPSA, the Pace SPA I, the Pace SPA II, the AAJV SPA and the AAJV SSA respectively, no information relating to the Company, Sayaji Hotels or Blue Deebaj of which the CX Investor, the Pace Investor or the AAJV Investor has knowledge (actual or constructive) and no investigation by or on behalf of the CX Investor, the Pace Investor or the AAJV Investor shall prejudice any Claim made by the CX Investor, the Pace Investor or the AAJV Investor or operate to reduce any amount recoverable, and liability in respect thereof shall not be confined to breaches discovered after the First SHA Date.

41.3. Third Party Claims

41.3.1. If a Claim is brought by a third party against an Indemnified Party for which indemnification is provided in the Articles, the Indemnified Party shall notify the Indemnifying Party promptly in writing of any such Claim and the Indemnified Party shall:

(a) allow the Indemnifying Party to conduct, at the Indemnifying Party's expense, any litigation and negotiations for a settlement of the Claim; and

(b) at the request and expense of the Indemnifying Party, provide the Indemnifying Party with all reasonable assistance required by the Indemnifying Party in support of any such defence or action, provided always that the Indemnifying Party shall not admit or settle any such Claim without the prior written consent of the Indemnified Party.

41.3.2. If the Indemnifying Party assumes the defence of the Claim set out in Article 41.3.1 above, the Indemnifying Party shall:

(a) promptly and in any event within a period of fifteen (15) days from the Indemnified Party's notification as set out in Article 41.3.1, notify the Indemnified Party that it has assumed such defence;

(b) consult and keep the Indemnified Party informed in relation to any negotiations, settlement or litigation; and

(c) not admit or settle any such Claim without the express prior written consent of the Indemnified Party.

41.3.3. The omission of an Indemnified Party to notify the Indemnifying Party of any such Claim shall not relieve the Indemnifying Party from any liability which it may have to such Indemnified Party.

41.3.4. If the Indemnifying Party does not assume the defence of the Claim set out in Article 41.3.1 above, the Indemnified Party may defend the Claim in such manner as it may deem appropriate, and the Indemnifying Party shall indemnify the Indemnified Party in relation to such Claim, including any legal or other fees and expenses incurred in connection with investigating, disputing, preparing or defending any such Claim.

41.4. Specific Performance

The Parties hereto agree that irreparable damage may occur in the event any provision of the Articles was not performed in accordance with the terms and that the Parties shall be entitled to an injunction or injunctions to prevent breaches of the Articles or to enforce specifically the performance of the terms hereof.

42. EVENTS OF DEFAULT

42.1. The following events shall constitute an event of default under the Restated Shareholders' Agreement by the Company and/or each Promoter (each an "**Event of Default**"):

(a) The Company and/or each Promoter committing any of the following:

(i). if each Promoter or the Company is in breach of its obligations under Articles 35, 37 or 43;

(ii). if each Promoter (or where applicable a member of the promoter group) or the Company is in breach of its IPO obligations under Article 36;

(iii). if the Company undertakes any action pursuant to any Reserved Matter without the prior written consent of the CX Investor Directors or the CX Investor and/or the Pace Investor (as the case may be) and where such action has not been reversed within sixty (60) Business Days from date of notification by the CX Investor and/or the Pace Investor;

(iv). bankruptcy, winding-up, liquidation, insolvency and/or dissolution (other than for the purposes of solvent amalgamation, restructuring or reorganization) of the Company or each Promoter or any other members of the promoter group that holds Shares;

(b) based on the findings of any concurrent audit or investigation by the CX Investor, the Pace Investor or the AAJV Investor it is revealed that the Company has used the subscription proceeds of the Investors in a questionable manner and/or the funds of the Company have been diverted; or

(c) fraud, embezzlement by the Promoters on the Company and/or the Investors.

42.2. Upon the occurrence of an Event of Default, without prejudice to any other rights that the Investors may have under the Articles and any Transaction Documents, the Investors shall have the option to exercise any or all of the following:

(a) terminate the Restated Shareholders' Agreement with immediate effect;

(b) initiate an Investor IPO;

(c) claim damages and/or specific performance from the Company and/or the Promoters in respect of any of the Events of Default listed in Article 42.1 above;

(d) sell their Shares to any Person including a Competitor, at any price.

43. NON-COMPETE

43.1. Until such time that the CX Investor and the Pace Investor collectively hold at least 2,172,282 Shares, as adjusted for any consolidation of the Share Capital, the Principal Shareholders and KD shall not, and shall procure that the Sayaji Shareholders and their respective Affiliates and Affiliates of the Principal Shareholders and KD shall not, directly or indirectly compete with the Business or the business of any of the Subsidiaries and shall refrain from operating any business that is similar or related to the Business or the business of any Subsidiary. The Company shall procure that until such time that the CX Investor and the Pace Investor collectively hold at least 2,172,282 Shares, as adjusted for any consolidation of the Share Capital, none of the Key Managerial Personnel shall directly or indirectly compete with the Business or the business of any of the Subsidiaries and refrain from operating any business that is similar or related to the Business or the business of any Subsidiary.

43.2. The Parties acknowledge and agree that adequate consideration has been provided for the non-compete covenants contained in the Restated Shareholders' Agreement and the Articles and that restrictions contained in this Article 43 are considered reasonable for the legitimate protection of the Business.

43.3. The Parties acknowledge and agree that the covenants and obligations as set forth in this Article 43 relate to special, unique and extraordinary matters, and that a violation of any of the terms of such covenants and obligations by one Party will cause the other Parties irreparable injury. Therefore, it is agreed that the Parties shall be entitled to an interim injunction, restraining order or such other equitable relief as a court of competent jurisdiction may deem necessary or appropriate to restrain the Parties, as the case may be, with respect to any violation of the covenants and obligations contained in this Article 43. The injunctive remedies are cumulative and are in addition to any other rights and remedies that the Parties may have at law or in equity.

43.4. Nothing contained in this Article 43 shall apply to the management or operation of: (a) any restaurant under the brand name 'Barbeque Nation' at Sayaji Hotels, Wakad, Pune; (b) any restaurant established and operated by Sayaji Hotels prior to the execution of the First Shareholders' Agreement; and (c) any other restaurant established with the prior written consent of the Investors.

44. INTENTIONALLY LEFT BLANK

45. TERMINATION

Notwithstanding anything contained in the Articles, Part B of the Articles shall cease to have effect upon termination of the Restated Shareholders' Agreement by mutual consent of the Parties.

46. GOVERNING LAW, JURISDICTION AND ARBITRATION

46.1. Governing Law

The validity, construction and performance of the Restated Shareholders' Agreement, and any action arising out of or relating to the Restated Shareholders' Agreement, shall be governed by the Laws of India. Subject to Article 46.2 below, the Parties shall submit all disputes to the jurisdictions of the courts at New Delhi.

46.2. Arbitration of Disputes

Any dispute or difference, controversy or Claim of whatever nature howsoever arising out of or in connection with the Restated Shareholders' Agreement, including, without limitation, any question regarding its existence, validity or termination (each, a "**Dispute**"), shall be referred to and finally resolved by arbitration in accordance with the Arbitration and Conciliation Act, 1996. The seat of the arbitral tribunal shall be New Delhi, India. The tribunal shall consist of three arbitrators, of which one shall be appointed by the Investors, one shall be appointed jointly by the Company and the Promoters and such two arbitrators shall appoint the third arbitrator, and the language of the proceedings shall be English. The arbitration shall be held in accordance with the provisions below:

46.2.1. The Parties shall be entitled to conduct discovery, provided that (a) the arbitration panel must authorize all such discovery in advance based on findings that the material sought is relevant to the issues in dispute and that the nature and scope of such discovery is reasonable under the circumstances, and (b) discovery shall be limited to depositions and production of documents unless the arbitrators find that another method of discovery (e.g., interrogatories) is the most reasonable and cost efficient method of obtaining the information sought.

46.2.2. There shall be a record of the proceedings at the arbitration hearing and the arbitrators shall issue an award setting forth the factual and legal basis for the arbitrators' decision.

46.2.3. The arbitrators shall have the power to enter temporary restraining orders and preliminary and permanent injunctions. No Party shall be entitled or permitted to commence or maintain any action in a court of law with respect to any matter in dispute until such matter shall have been submitted to arbitration as herein provided and then only for the enforcement of the award. All arbitration proceedings shall be closed to the public and confidential and all records relating thereto shall be permanently sealed, except as necessary to obtain court confirmation of the arbitration award.

46.2.4. Notwithstanding anything to the contrary in this Article 46, each Party shall be entitled to seek and/or obtain injunctive or other equitable relief from a court of competent jurisdiction with respect to any temporary measures necessary to protect its rights hereunder pending the outcome of the arbitration without waiving its right to arbitration of any dispute or controversy under this Article 46.

47. MISCELLANEOUS

47.1. Amendment of Constituent Documents

47.1.1. Each of the Parties hereby undertakes that it shall exercise all voting and other rights and powers available to it or to procure the adoption of amendments to the Constituent Documents of the Company to reflect the provisions of the Restated Shareholders' Agreement.

47.1.2. In the event of any ambiguity or discrepancy between the provisions of the Restated Shareholders' Agreement and the Constituent Documents of the Company, it is intended that the provisions of the Restated Shareholders' Agreement shall prevail and accordingly the Parties (other than the Company) shall exercise all voting and other rights and powers available to them so as to give effect to the provisions of the Restated Shareholders' Agreement and shall further, if necessary, procure any amendment to the Constituent Documents.

47.2. Related Party Transactions

All transactions with parties related in any way to any of the shareholders of the Company, including the Promoters or Key Managerial Personnel shall be made on an arm's length, market terms basis. Any disputes with related parties shall be managed by a committee of Directors, which committee shall not include any of the Directors nominated by the Promoters.

47.3. Investors not to be promoters

The Parties agree and acknowledge that the Investors will only be financial investors and shall not, except where expressly provided to the contrary, acquire control or management of the Company. The Promoters are and shall remain in control of the Company and continue to manage the Company. The Investors shall, in no event and under no circumstances be considered to be promoters of the Company.

47.4. Further Assurances

47.4.1. Each Principal Shareholder shall, at all times, do, execute and perform all such further deeds, documents, assurances, acts and things and exercise it's the Restated Shareholders' Agreement that it hold at both shareholders meetings and/or Board meetings as may be required for compliance with, and performance of, the terms of the Restated Shareholders' Agreement and the Constituent Documents by each Principal Shareholder and the Company, including the Reserved Matters of the CX Investor and the Pace Investor under Article 34, the pre-emptive and anti-dilution rights of the Investors under Article 35, the right of the Investors to exit the Company under Articles 35 and 36 and obtaining valuation certificates, if applicable, to facilitate the Investors' exit rights under Article 35, in each case, promptly and to the maximum extent permissible under applicable Law.

47.4.2. The Company shall, at all times, do, execute and perform all such further deeds, documents, assurances, acts and things, as may be required for compliance with, and performance of, the terms of the Restated Shareholders' Agreement and the Constituent Documents by, including the pre-emptive and anti-dilution rights of the Investors under Article 35, the right of the Investors to exit the Company under Articles 35 and 36 and obtaining valuation certificates, if applicable, to facilitate the Investors' exit rights under Article 35, in each case, promptly and to the maximum extent permissible under applicable Law.

47.5. Compliance with Law

The Company shall, and the Promoters shall cause the Company to, conduct the Business, the business of the Subsidiaries and the business of any new Subsidiaries in compliance with applicable Law in all material respects.

47.6. No Objection to Future Investments

47.6.1. The Company and the Promoters acknowledge and agree that the Investors and their Affiliates invest in numerous companies, some of which may compete with the Business. The Company and the Promoters understand and agree that the Investors and their Affiliates will not be liable for any Claim arising out of, or based upon (a) the fact that any of them hold an investment in any entity that competes with the Business (a "**Competing Entity**"), or (b) any action taken by any of the Investors or their Affiliates respective officers or Representatives ("**Investor Competing Entity Representatives**") to assist any Competing Entity, whether or not such action was taken by any Investor Competing Entity Representative as a member of the board of directors of such Competing Entity, or otherwise, and whether or not such action has a detrimental effect on the Company.

47.6.2. The Company and the Promoters further confirm that they will have no objection to the Investors or any of their Affiliates investing from time to time in any company engaged in the same or similar business as the Business or entering into agreements with any companies or persons in India or outside India engaged in the same or similar business as the Business, provided that the CX Investor and the Pace Investor shall not nominate any individual who is a director of such entity as any CX Investor Director.

47.6.3. The Investors agree to inform the Company of any investments made in a Competing Entity.

47.7. Limitation of Liability

2. Notwithstanding any other provision of the Articles, under no circumstances shall either Party be liable to the other or to any third party for any special, indirect, incidental, consequential, punitive, exemplary, remote or unforeseeable damages of any type and each Party hereby waives any claim therefor.

47.8. Assignment

The Company and the Promoters agree that the benefit of the Restated Shareholders' Agreement may be assigned or the obligations of the Investors may be transferred (in either case, in whole or in part) by each Investor without the consent of the Company or the Promoters to any Affiliate, Permitted Transferee or to any share trustee that may manage the Shares acquired by each Investor pursuant to the Transaction Documents, at the discretion of the each Investor, and may be enforced by, any successor of the Investors pursuant to a restructuring or reorganization of the Investors, in each case as if it were the Investor under the Restated Shareholders' Agreement. Any other assignment or transfer of the rights, obligations or benefits under the Restated Shareholders' Agreement by the Investors shall require the prior approval of the Promoters and the Company. Neither the Promoters nor the Company shall assign, transfer, charge or otherwise deal with all or any of its rights or obligations under the Restated Shareholders' Agreement without the prior written consent of the Investors.

47.9. Principal Shareholders' Actions

3. Unless otherwise specified, the term "**Principal Shareholders**" shall be interpreted as persons acting together as one and the same Person and any action required to be performed hereunder by the Principal Shareholders shall be performed by each Principal Shareholder or on behalf of all the Principal Shareholders by such other Principal Shareholder designated by all the Principal Shareholders as the representative of all the Principal Shareholders and notified to the Investors in writing (the "**Principal Shareholders' Representative**"), which action shall be valid and binding on each Principal Shareholder, provided that any Principal Shareholder may, by prior written notification to the Investors, choose to withdraw any existing designation of any other Principal Shareholder as such Principal Shareholders' representative and perform actions under the Shareholders' Agreement and the Articles in the individual capacity of such Principal Shareholder. All the Principal Shareholders hereby designate KD as the Principal Shareholders' Representative and authorise him to perform all or any actions required to be performed hereunder by the Principal Shareholders on their behalf under the Restated Shareholders' Agreement and the Articles.

47.10. Specific Performance

The Parties hereto agree that irreparable damage may occur in the event any provision of the Restated Shareholders' Agreement was not performed in accordance with the terms hereof and that the Parties shall be entitled to an injunction or injunctions to prevent breaches of the Restated Shareholders' Agreement or to enforce specifically the performance of the terms thereof.

47.11. Amendment

4. No amendment of the Restated Shareholders' Agreement (or of any of the documents referred to in the Restated Shareholders' Agreement) shall be valid unless it is in writing and signed by or on behalf of each of the Parties to it. The expression "amendment" shall include any amendment, variation, supplement, deletion or replacement however effected. Unless expressly agreed, no amendment shall constitute a general waiver of any provisions of the Restated Shareholders' Agreement, nor shall it affect any rights, obligations or liabilities under or pursuant to the Restated Shareholders' Agreement which have already accrued up to the date of amendment, and the rights and obligations of the Parties under or pursuant to the Restated Shareholders' Agreement shall remain in full force and effect, except and only to the extent that they are so amended.

47.12. Severability

5. If any provision of the Restated Shareholders' Agreement is held to be invalid or unenforceable, then such provision shall (so far as it is invalid or unenforceable) be given no effect and shall be deemed not to be included in the Restated Shareholders' Agreement but without invalidating any of the remaining provisions of the Restated Shareholders' Agreement. The Parties shall then use all commercially reasonable endeavours to replace the invalid or unenforceable provisions by a valid and enforceable substitute provision, the effect of which is as close as possible to the intended effect of the invalid or unenforceable provision.

47.13. Waivers, Rights and Remedies

47.13.1. No failure or delay by a Party in exercising any right or remedy provided by Law under or pursuant to the Restated Shareholders' Agreement shall impair such right or remedy or operate or be construed as a waiver or variation of it or preclude its exercise at any subsequent time and no single or partial exercise of any such right or remedy shall preclude any other or further exercise of it or the exercise of any other right or remedy.

47.13.2. The rights and remedies of each Party under or pursuant to the Restated Shareholders' Agreement are cumulative, may be exercised as often as it considers appropriate and are in addition to its rights and remedies under Law.

47.13.3. The rights and remedies of each Party under the Restated Shareholders' Agreement shall not be affected, and the liabilities of the Company and the Promoters under the Restated Shareholders' Agreement shall not be released, discharged or impaired by any event or matter whatsoever, other than a specific and duly authorized written waiver or release by such Party.

47.13.4. A Party that waives a right in relation to one Party, or takes or fails to take any action against that Party, does not affect its rights in relation to any other Party.

47.14. Rights of Third Parties

Nothing in the Restated Shareholders' Agreement shall be construed as giving any Person other than the Parties and their successors, any rights, remedy or Claim under, or in respect of, the Restated Shareholders' Agreement or any provision hereof.

48. Tag Along Right of MPL

In the event that the **Principal Shareholders** propose to transfer their Shares to any third Person, resulting in transfer of more than 5% of the collective shareholding of the Principal Shareholders as of the date of execution of the MPL SPA ("**Relevant Sale**"), MPL shall have the right to participate in such Relevant Sale by selling up to all its Shares ("**MPL Tagged Shares**") in the Company by exercising a tag along right, and such third Person shall be required to purchase all (and not less than all) the Shares offered by MPL, pursuant to exercise of its rights hereunder. In the event of a contemplated Relevant Sale, the relevant Principal Shareholder shall notify MPL at least 25 (twenty five) days prior to such Relevant Sale, together with the price at which such sale is to take place and the name of the proposed transferee. Within a period of 14 (fourteen) days from receipt of such notice by MPL, MPL shall have the right to require that simultaneously with the sale of Shares by the relevant Principal Shareholder(s), the MPL Tagged Shares are also sold to the same transferee and at the same price and on the same terms and conditions.

49. Anti Dilution right of MPL

Pursuant to the MPL SPA, if at any time after the date of execution of the MPL SPA, the Company proposes to issue any Shares to any Person, MPLshall be entitled to receive such number of additional shares, from the Company, at the lowest price per Share permissible under applicable Law, such that the shareholding of MPL (calculated on a fully diluted basis) shall continue to be the same as its shareholding on the Completion

Date, as defined in the MPL SPA (calculated on a fully diluted basis). It is hereby clarified that the anti-dilution right set out under this Article shall not be applicable in case of an issue of Shares pursuant to (i) an employee stock option scheme of the Company; or (ii) an initial public offering of Shares for listing on a recognised stock exchange.

50. IPO under the MPL SPA

50.1. In terms of the MPL SPA, subject to applicable Law, in the event that an initial public offer of the Shares is proposed ("**IPO**"), MPL shall have the right to participate in such IPO by offering up to all its Shares ("**OFS Shares**") as part of the IPO. In the event of a contemplated IPO, the Company shall notify MPL at least 25 (twenty five) days prior to engaging the merchant banker. Within a period of 14 (fourteen) days from receipt of such notice by MPL, MPL shall have the right to require that the OFS Shares are also offered as part of the IPO. Further, MPL acknowledges that as on the date of the MPL SPA, the Company is in the process of undertaking an IPO, approved by its board of directors at their meeting held on June 29, 2017 ("**Offer**"), and only to the extent that MPL has not held the Shares acquired by MPL under the MPL SPA for a period of at least 1 (one) year prior to filing of the draft offer document, MPL is not eligible to participate in the Offer.

51. Termination of MPL SPA

51.1. Provisions in the Articles in relation to MPL shall cease to have effect upon termination of the MPL SPA.

51.2. Provisions in the Articles in relation to MPL shall cease to have effect cease to have effect upon MPL ceasing to hold Shares in the Company.

Notwithstanding Articles 51.1 and Articles 51.2, the parties under the MPL SPA have agreed that on and from the date on which Shares are listed for trading on the recognised stock exchanges, the MPL SPA shall automatically stand terminated, without any further act or deed required on the part of any party therein.

52. Non-Compete undertaking by the Promoters

52.1. The Promoters, jointly and severally, undertake that with effect from the date of the Non-Compete Undertaking, and until the Promoters (i) collectively hold less than 25% of the fully diluted paid up equity share capital of the Company, or cease to be the single largest block of shareholders of the Company; and (ii) cease to Control the Company, the Promoters shall not, collectively or individually, directly or indirectly:

(i). be involved in operating or Controlling any restaurant or food venture, in India or outside India other than such restaurants or food ventures operated or Controlled by the Promoters on the date of execution of the Non-Compete Agreement;

(ii). use in any manner any brand name, trade name, trademark, service mark, copyright, patents or recipe, in part or full, used or developed by or belonging to the Company or its Subsidiaries or over which the Company or any of its Subsidiaries has a right under contract, law or in equity, including without limitation, the 'Barbeque Nation' and 'Johnny Rockets' brands and their respective cuisines and recipes; and

(iii). solicit or induce or attempt to induce any person who is an executive director, key managerial personnel, chef, cook or any employee or consultant of the Company or any of its Subsidiaries to leave his or her employment or consultancy with the Company or the Subsidiaries; or solicit any customer, distributor, supplier, landlord, dealer or agent of the Company or any of its Subsidiaries.

The term "Control" (including the correlative terms "Controlling" or "Controlled") under this clause shall have the meaning as defined under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers.) Regulations, 2011.

52.2. Notwithstanding Article 52.1 above, it is hereby clarified that:

(i). Kayum Dhanani may continue to expand, operate, acquire and maintain cafés, and restaurants, including restaurants offering Italian cuisine (whether under existing or future brands), including pizzas, pastas and other Italian food offerings, and restaurants offering continental cuisine, provided that such cafés or restaurants shall not offer any menu items identical or substantially similar to menu items offered in Barbeque Nation or Johnny Rockets restaurants of the Company at the same time, if such category of menu items contribute to more than 10% of the revenue of the company, entity or firm through which such cafés or restaurants are operated; and

(ii). Sayaji Hotels or its Subsidiaries may continue to expand, operate and maintain restaurants offering cuisines either through itself or through any third party operators within the premises of the hotels operated by it or by its Subsidiaries or by operating restaurants situated within the premises of hotels operated by third parties, including Indian cuisine restaurants; provided that no such restaurant operated or maintained by Sayaji Hotels Limited either through itself or through any third parties, shall be located outside the premises of the hotels operated by Sayaji Hotels Limited or its Subsidiaries or by any third party hotel operator, other than 'Mediterra' located in Mumbai and 'Kebabsville' located in Indore, which may be operated by Sayaji Hotels Limited or its Subsidiaries outside the premises of such hotels.

52.3. Post the date of execution of the Non-Compete Undertaking, in case the Promoters or the Company identifies a new business opportunity (whether organic or inorganic), all relevant details in relation to such business opportunity shall first be presented for consideration to the Board, excluding the Promoters or representatives of the Promoters. In the event that a majority of the Board of the Company, excluding the Promoters or representatives of the Promoters, reject or refuse the proposal for the Company or its Subsidiaries to undertake such new business opportunity, then the Promoters may individually or collectively, indirectly or directly undertake such new business opportunity, provided that such new business opportunity is not identical to the cuisines offered or formats of the restaurants operated by the Company or its Subsidiaries.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Red Herring Prospectus) which are or may be deemed material will be attached to the copy of this Red Herring Prospectus which will be delivered to the RoC. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Red Herring Prospectus until the Bid/Offer Closing Date.

A. Material Contracts for the Offer

1. Offer Agreement dated February 17, 2020 entered into amongst our Company, the Selling Shareholders and the BRLMs read together with letters each dated February 20, 2021, and as amended on October 6, 2020 and February 20, 2021.

2. Registrar Agreement dated February 14, 2020 amongst our Company, the Selling Shareholders and the Registrar to the Offer read together with letters each dated February 20, 2021, and as amended on February 20, 2021.

3. Cash Escrow and Sponsor Bank Agreement dated March 16, 2021 amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank, the Public Offer Account Bank, the Refund Bank and the Sponsor Bank.

4. Monitoring Agency Agreement dated March 5, 2021 amongst our Company and the Monitoring Agency.

5. Share Escrow Agreement dated March 10, 2021 amongst the Selling Shareholders, our Company and the Share Escrow Agent.

6. Syndicate Agreement dated March 15, 2021 amongst Company, the Selling Shareholders, the BRLMs and the Syndicate Members.

7. Underwriting Agreement dated [●], 2021 amongst our Company, the Selling Shareholders and the Underwriters.

B. Material Documents

1. Certified copies of the updated Memorandum and Articles of Association of our Company as amended from time to time.

2. Certificate of incorporation dated October 13, 2006.

3. Fresh certificate of incorporation consequent upon change of name issued to our Company by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior on February 18, 2008.

4. Fresh certificate of incorporation consequent upon change of name on conversion to public limited company issued to our Company by the Registrar of Companies, Madhya Pradesh and Chhattisgarh, located at Gwalior on March 4, 2008.

5. Certificate of registration of the regional director order for change of Registered and Corporate Office from Madhya Pradesh to Karnataka issued to our Company by the RoC on January 15, 2014.

6. Resolution of our Board of Directors dated October 31, 2019 and December 22, 2020 in relation to the Offer and other related matters.

7. Shareholders' resolution dated November 29, 2019 and January 23, 2021 in relation to the Offer and other related matters.

8. Resolution of the IPO Committee dated February 17, 2020 in relation to approval of the Draft Red Herring Prospectus.

9. Resolution of the Board dated March 18, 2021 in relation to approval of this Red Herring Prospectus.

10. Resolution dated December 20, 2020 and February 13, 2021 issued by SHKSL in relation to the Offer for Sale.

11. Resolutions dated January 27, 2020, September 8, 2020 and February 18, 2021 passed by the board of directors of TPL in relation to the Offer for Sale.

12. Resolutions dated February 6, 2020, September 9, 2020 and February 18, 2021 passed by the trustees of AAJVIT in relation to the Offer for Sale.

13. Resolutions dated January 28, 2020 and September 8, 2020 passed by the board of directors of MPL in relation to the Offer for Sale.

14. Consent letter dated February 14, 2020 and February 20, 2021 issued by Azhar Dhanani in relation to the Offer for Sale.

15. Consent letter dated February 14, 2020 and February 20, 2021 issued by Sadiya Dhanani in relation to the Offer for Sale.

16. Consent letter dated February 14, 2020 and February 20, 2021 issued by Sanya Dhanani in relation to the Offer for Sale.

17. The examination reports of the Statutory Auditors on our Company's Restated Consolidated Financial Information and Special Purpose Restated Standalone Financial Information, each dated January 27, 2021.

18. The statement of special tax benefits available to the Company and its shareholders dated February 21, 2021 from the Statutory Auditors.

19. The statement of special tax benefits available to Red Apple dated February 19, 2021 from Sadashiv Prasad & Co., Chartered Accountants.

20. The (i) statement of special tax benefits available to BHL dated February 20, 2021, and (ii) statement of special tax benefits available to BNRL dated February 20, 2021, each from KSI Shah & Associates Chartered Accountants.

21. The statement of special tax benefits available to BN Malaysia dated February 19, 2021 from GP & Co Chartered Accountants.

22. The statement of special tax benefits available to BNIL dated February 20, 2021 from H.C. Shah Chartered Accountants.

23. Consent of the Directors, the BRLMs, the Syndicate Members, the Domestic Legal Counsel to our Company, Legal Counsel to the BRLMs as to Indian Law, the Public Offer Account Bank, the Sponsor Bank, the Registrar to the Offer, the Escrow Collection Bank, the Bankers to our Company, the Refund Bank, the Company Secretary and Compliance Officer as referred to in their specific capacities.

24. Consent of Statutory Auditors, Deloitte Haskins & Sells, Chartered Accountants, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the report of the Statutory Auditors on the Restated Consolidated Financial Information dated January 27, 2021, (ii) the report on the Special Purpose Restated Standalone Financial Information dated January 27, 2021 and (iii) the statement of special tax benefits available to the Company and its shareholders dated February 21, 2021, included in this Red Herring Prospectus. However, the consent thereof does not represent an expert or consent under the U.S. Securities Act.

25. Consent of Sadashiv Prasad & Co, Chartered Accountants, to include their name as required under the Companies Act, 2013 and the SEBI ICDR Regulations in this Red Herring Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of the statement of special tax benefits available to Red Apple and its shareholders dated February 19, 2021.

26. Consent of KSI Shah & Associates Chartered Accountants, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the statement of special tax benefits available to BHL dated February 20, 2021, and (ii) the statement of special tax benefits available to BNRL dated February 20, 2021.

27. Consent of GP & Co Chartered Accountants, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the statement of special tax benefits available to BN Malaysia dated February 19, 2021.

28. Consent of H.C. Shah Chartered Accountants, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the statement of special tax benefits available to BNIL dated February 20, 2021.

29. Consent of Technopak dated February 20, 2021, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the report entitled "Indian Food Services Market" dated February 19, 2021, included in this Red Herring Prospectus.

30. Report titled "Indian Food Services Market" dated February 19, 2021 prepared by Technopak.

31. Copies of annual reports of our Company as of and for the Financial Years ended March 31, 2020, 2019 and 2018.

32. Asset transfer agreement dated April 1, 2012 executed between SHL and our Company.

33. Share purchase and subscription agreement dated March 26, 2013 executed between our Company, SHL, Kayum Dhanani, Blue Deebaj, Azhar Yusuf Dhanani, Zuber Yusuf Dhanani, Sanya Dhanani, Zoya Dhanani, Sadiya Dhanani, Saba Dhanani and TPL.

34. Share subscription agreement dated March 26, 2013 executed between our Company, SHL, Kayum Dhanani and AAJVIT.

35. Employee stock option plan 2015 adopted by our Company pursuant to resolutions passed by our Board and Shareholders dated July 1, 2015 and August 26, 2015, respectively read together with (i) resolutions passed by our Board and Shareholders dated June 15, 2017 and June 30, 2017, respectively; (ii) resolutions passed by the Board and our Shareholders dated February 4, 2019 and March 28, 2019; (iii) the resolution passed by the shareholders on July 23, 2019; and (iv) the resolution passed by the shareholders on August 27, 2020.

36. Business transfer agreement dated January 15, 2015 executed between FRPL and our Company.

37. Non-compete undertaking dated August 5, 2017 by SHL, SHKSL, Kayum Dhanani, Raoof Dhanani and Suchitra Dhanani.

38. Agreement dated March 26, 2013 executed between Blue Deebaj LLC and TPL

39. Binding share transfer agreement dated August 14, 2017 among Kayum Dhanani, PPL and AAJVIT

40. First amendment to the binding share transfer agreement dated February 19, 2018, executed among Kayum Dhanani, PPL and AAJVIT

41. Restated shareholders agreement dated May 18, 2015 among our Company, SHL, Kayum Dhanani, TPL, PPL, AAJVIT, Azhar Yusuf Dhanani, Zuber Yusuf Dhanani, Sanya Dhanani, Zoya Dhanani, Sadiya Dhanani and Saba Dhanani.

42. Share purchase agreement dated May 18, 2015 executed among our Company, SHL, Kayum Dhanani, Blue Deebaj and PPL.

43. Share purchase agreement dated May 18, 2015 executed among our Company, SHL, Kayum Dhanani, Abdul Gani Dhanani, Nasreen Dhanani, Sana Dhanani and PPL.

44. Share purchase agreement dated May 18, 2015 executed among our Company, SHL, Kayum Dhanani, Abdul Gani Dhanani and AAJVIT.

45. Business transfer agreement dated September 30, 2015 and the amendment agreement dated March 28, 2016 executed between SHL and our Company.

46. Share purchase and share subscription agreement dated June 28, 2016 and Share Options and Transfer Agreement dated September 6, 2016 executed among our Company, PGPL, Gaurav Sharma, Sachin Goel and Vishal Chaudhary, Capricorn Resources Private Limited and Concept Studio Private Limited.

47. Waiver and termination agreement dated August 5, 2017 executed among our Company, SHKSL, Kayum Dhanani, TPL, PPL, AAJVIT, Azhar Yusuf Dhanani, Zuber Yusuf Dhanani, Sanya Dhanani, Zoya Dhanani, Sadiya Dhanani, Saba Dhanani and SHL (as a confirming party).

48. First amendment to the waiver and termination agreement dated February 19, 2018 executed among our Company, SHKSL, Kayum Dhanani, TPL, PPL, AAJVIT, Azhar Yusuf Dhanani, Zuber Yusuf Dhanani, Sanya Dhanani, Zoya Dhanani, Sadiya Dhanani, Saba Dhanani and SHL (as a confirming party).

49. Second amendment to the waiver and termination agreement dated February 14, 2020 executed among our Company, SHKSL, Kayum Dhanani, TPL, PPL, AAJVIT, Azhar Yusuf Dhanani, Zuber Yusuf Dhanani, Sanya Dhanani, Zoya Dhanani, Sadiya Dhanani, Saba Dhanani and SHL (as a confirming party).

50. Share sale and purchase agreement dated August 3, 2017 executed among our Company, Menu Private Limited and Kayum Dhanani.

51. Scheme of amalgamation between our Company and our wholly owned Subsidiary, FRPL under section 233 of the Companies Act, 2013, read with Rule 25 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.

52. Agreement to take over Business dated November 19, 2018 executed between our Company and A.R. Hospitality.

53. Share transfer agreement dated December 4, 2018 executed among our Company, PGPL, Salim Hajiumar Sheikh and Sabiya Sheikh.

54. Securities purchase agreement dated October 31, 2019 executed between our Company and Samar Retail Private Limited and the amendment letter dated November 29, 2019 executed between our Company and Samar Retail Private Limited.

55. Deed of adherence dated October 31, 2019 executed between our Company and Samar Retail Private Limited as amended by the letter agreement dated January 19, 2021 and the amendment agreement dated January 20, 2021.

56. Due diligence certificate dated February 17, 2020 issued by the BRLMs to SEBI.

57. In principle listing approval dated March 9, 2020 issued by BSE.

58. In principle listing approval dated April 8, 2020 issued by NSE.

59. Tripartite agreement dated July 26, 2011 among our Company, NSDL and the Registrar to the Offer.

60. Tripartite agreement dated October 23, 2012 among our Company, CDSL and the Registrar to the Offer.

61. SEBI observation letter no. SEBI/HO/CFD/DIL II/OW/ 11382/1 /2020 dated July 7, 2020.

62. Share subscription agreement dated December 9, 2020 executed between our Company, SHL, SHKSL, Kayum Dhanani, Raoof Dhanani, Suchitra Dhanani and Xponentia.

63. Share subscription agreement dated December 31, 2020 executed between our Company, SHL, SHKSL, Kayum Dhanani, Raoof Dhanani, Suchitra Dhanani and Jubilant.

64. Restated shareholders agreement dated December 31, 2020 between our Company, SHL, SHKSL, Kayum Dhanani, Raoof Dhanani, Suchitra Dhanani, TPL, PPL, AAJVIT, Azhar Dhanani, Zuber Dhanani, Sanya Dhanani, Zoya Dhanani, Sadiya Dhanani, Saba Dhanani, Xponentia and Jubilant.

65. Exemption application filed by our Company with SEBI dated January 4, 2021.

66. Exemption letter issued by SEBI to our Company dated January 29, 2021.

67. Letter dated January 29, 2021 from SEBI to the Company in relation to delay in compliance with Regulation 54 of the SEBI ICDR Regulations.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to our Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government or the regulations, rules or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

Signed by the Director

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T Narayanan Unni
(Chairman and Non-Executive, Independent Director)

Place: Indore
Date: March 18, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government or the regulations, rules or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

Signed by the Director

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Kayum Dhanani
(Managing Director)

Place: Bengaluru
Date: March 18, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government or the regulations, rules or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

Signed by the Director

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Rahul Agrawal
(Chief Executive Officer and Whole-Time Director)

Place: Bengaluru
Date: March 18, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government or the regulations, rules or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

Signed by the Director

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Raoof Dhanani
(Non-Executive Director)

Place: Mumbai
Date: March 18, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government or the regulations, rules or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

Signed by the Director

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Suchitra Dhanani
(Non-Executive Director)

Place: Indore
Date: March 18, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government or the regulations, rules or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

Signed by the Director

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Abhay Chaudhari
(Non-Executive, Independent Director)

Place: Pune
Date: March 18, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government or the regulations, rules or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

Signed by the Director

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Natarajan Ranganathan
(Non-Executive, Independent Director)

Place: Bengaluru
Date: March 18, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government or the regulations, rules or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

Signed by the Director

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Devinjit Singh
(Non-Executive Director)

Place: Mumbai
Date: March 18, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government or the regulations, rules or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

Signed by the Director

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Tarun Khanna
(Non-Executive, Nominee Director)

Place: Delhi
Date: March 18, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government or the regulations, rules or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

Signed by the Chief Financial Officer

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Amit V. Betala
(Chief Financial Officer)

Place: Bengaluru
Date: March 18, 2021

DECLARATION

Sayaji Housekeeping Services Limited certifies that all statements and undertakings made by it in this Red Herring Prospectus specifically in relation to itself and the Equity Shares offered by it in the Offer for Sale are true and correct. Sayaji Housekeeping Services Limited assumes no responsibility for any other statements or undertakings including statements or undertakings made or confirmed by the Company or any other persons(s) in this Red Herring Prospectus.

Signed by the Selling Shareholder

For and on behalf of Sayaji Housekeeping Services Limited

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Raoof Razak Dhanani
Director

Place: Mumbai
Date: March 18, 2021

DECLARATION

Azhar Dhanani certifies that all statements and undertakings made by him in this Red Herring Prospectus specifically in relation to himself and the Equity Shares offered by him in the Offer for Sale are true and correct. Azhar Dhanani assumes no responsibility for any other statements or undertakings including statements or undertakings made or confirmed by the Company or any other persons(s) in this Red Herring Prospectus.

Signed by the Selling Shareholder

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Azhar Dhanani

Place: Mumbai
Date: March 18, 2021

DECLARATION

Sadiya Dhanani certifies that all statements and undertakings made by her in this Red Herring Prospectus specifically in relation to herself and the Equity Shares offered by her in the Offer for Sale are true and correct. Sadiya Dhanani assumes no responsibility for any other statements or undertakings including statements or undertakings made or confirmed by the Company or any other persons(s) in this Red Herring Prospectus.

Signed by the Selling Shareholder

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Sadiya Dhanani

Place: Mumbai
Date: March 18, 2021

DECLARATION

Sanya Dhanani certifies that all statements and undertakings made by her in this Red Herring Prospectus specifically in relation to herself and the Equity Shares offered by her in the Offer for Sale are true and correct. Sanya Dhanani assumes no responsibility for any other statements or undertakings including statements or undertakings made or confirmed by the Company or any other persons(s) in this Red Herring Prospectus.

Signed by the Selling Shareholder

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Sanya Dhanani

Place: Bengaluru
Date: March 18, 2021

DECLARATION

Tamara Private Limited certifies that all statements and undertakings made by it in this Red Herring Prospectus specifically in relation to itself and the Equity Shares offered by it in the Offer for Sale are true and correct. Tamara Private Limited assumes no responsibility for any other statements or undertakings including statements or undertakings made or confirmed by the Company or any other persons(s) in this Red Herring Prospectus.

Signed by the Selling Shareholder

For and on behalf of Tamara Private Limited

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Mr Doonaye Sookye

Place: Mauritius
Date: March 18, 2021

DECLARATION

AAJV Investment Trust, acting through its trustee certifies that all statements and undertakings made on its behalf in this Red Herring Prospectus specifically in relation to itself and the Equity Shares offered by it in the Offer for Sale are true and correct. Neither AAJV Investment Trust nor its trustee assumes any responsibility for any other statements or undertakings including statements or undertakings made or confirmed by the Company or any other persons(s) in this Red Herring Prospectus.

Signed by the Selling Shareholder

For and on behalf of AAJV Investment Trust

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Tarun Khanna

Place: Delhi
Date: March 18, 2021

DECLARATION

Menu Private Limited certifies that all statements and undertakings made by it in this Red Herring Prospectus specifically in relation to itself and the Equity Shares offered by it in the Offer for Sale are true and correct. Menu Private Limited assumes no responsibility for any other statements or undertakings including statements or undertakings made or confirmed by the Company or any other persons(s) in this Red Herring Prospectus.

Signed by the Selling Shareholder

For and on behalf of Menu Private Limited

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Fatweena Uteene-Mahomad

Place: Port Louis, Mauritius
Date: March 18, 2021