

The Board of Directors
Barbeque Nation Hospitality Limited
No 62, Site No, Survey,
13, 6th Cross Rd, NS Palya, Stage 2,
Bengaluru - 560076

Independent Auditor's Certificate certifying compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

1. This certificate is issued in accordance with the terms of our engagement letter dated March 25, 2021.
2. We, Deloitte Haskins & Sells, Chartered Accountants (Firms' Registration No. 008072S), the statutory auditors of Barbeque Nation Hospitality Limited (the "Company") having its registered office at Sy No.62, Site No.13, 6th Cross, N.S.Palya, BTM Layout, Bengaluru – 560076 have examined the audited books of account for the year ended March 31, 2021 and other relevant records maintained by the Company for the purpose of certifying that the "Barbeque Nation Hospitality Limited Employee Stock Option Plan 2015", as amended ("ESOP Scheme") has been framed and implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI Regulations 2014') and the Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued pursuant to the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014, as amended from time to time (together the "Guidelines") and in accordance with the Special Resolutions of the Company passed by its shareholders in this regard at the General Meeting (the "Resolutions").

Management's responsibility

3. The Management of the Company is responsible for the preparation and implementation of the ESOP Scheme ensuring the same is in:
 - (i) compliance with the Guidelines;
 - (ii) compliance with the Resolutions; and
 - (iii) the maintenance of proper books of accounts which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for preparation, management and compliance of the ESOP Scheme and maintaining the books of accounts that is free from material misstatement whether due to fraud or error.

Auditor's responsibility

4. Pursuant to the requirements of the Guidelines, it is our responsibility to provide reasonable assurance whether the implementation of the ESOP Scheme by the Company is in accordance with the Guidelines and the Resolutions, based on our examination of the books of account and other records of the Company for the year ended March 31, 2021. We have audited the financial statements of the Company as at and for the year ended March 31, 2021, on which we have issued an unmodified opinion vide our audit report dated May 24, 2021.
5. We have, for the purposes of issuing this certificate, examined:
 - (a) the Guidelines;
 - (b) the ESOP Scheme;
 - (c) the Resolutions;
 - (d) audited financial statements for the year ended March 31, 2021; and
 - (e) such other information and documents which we consider necessary for the purpose of issuing this certificate.

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Deloitte Haskins & Sells

6. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes and Standards on Auditing both issued by the Institute of Chartered Accountants of India ("ICAI"), in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
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. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid ESOP Scheme.

Opinion

8. Based on our examination conducted as described above and according to the information and explanation given to us, we certify, to best of our knowledge and belief, that the ESOP Scheme has been implemented in accordance with the requirements of the Guidelines and as approved by the shareholders through a special resolution in the Company's shareholder's meeting held on 26 August 2015 and as modified upto 27 August 2020.

Restriction on Use

9. This certificate is issued at the request of the Company pursuant to the requirement under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 for placing before the Company's shareholders at its annual general meeting. This certificate should not be used for any other purpose without our prior written consent. 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 certificate 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: **21206920AAAAIR6926**)

Place: Bengaluru
Date: August 30, 2021
Ref: SPK/117