



Barbeque-Nation Hospitality Limited

CIN: L55101KA2006PLC073031

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Disclosure pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – for the Financial Year 2020-21

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

The relevant disclosures in relation to the above has been disclosed in Note no. 39 of the Notes to Standalone Financial Statements and Note no. 41 of the Notes to Consolidated Financial Statements which are forming part of Annual Report of the Company for the FY 2020-21.

B. Diluted Earnings Per Share (EPS) on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Diluted EPS pursuant to the issue of shares on exercise of options calculated in accordance with Indian Accounting Standard (Ind AS) 33 - 'Earnings Per Share'. The relevant disclosure on EPS has been disclosed in Standalone Financial Statements of the Company for the FY 2020-21.

C. Details related to ESOP Plan 2015 of the Company:

(i) The description of the ESOP Plan 2015 including general terms and conditions, including the following:

Particulars	ESOP Plan 2015
Date of Shareholder's Approval	August 26, 2015
Date of last Modification	August 27, 2020
Total number of Options approved	9,32,480

Vesting requirements	Options granted would vest in not less than 1 year and will spread over a period of 3 years vesting period at the rate of 25%, 25% and 50% at the end of 1 st , 2 nd and 3 rd year, respectively from the date of grant.
Exercise Price Per option	Exercise Price varies from employee to employee depending on the various factors such as their level, experience, number of years of service in the company etc.
Pricing Policy	The exercise price shall not be less than the face value of Equity Shares of the Company and shall not exceed fair market value of Equity shares of the company on the date of grant.
Maximum term of options granted	Options shall be exercised within a period of 60 months from the date of vesting, subject to the other terms & conditions as stipulated in the ESOP Plan 2015.
Sources of Shares (Primary, Secondary or Combination)	Primary Issue
Variation in terms of Options during the FY 2020-21#	See Note below

Variation of terms of options:

During the FY 2020-21, the ESOP Plan 2015 was modified as hereunder:

- a. Pursuant to the resolution passed by the shareholders on August 27, 2020, the exercise period was increased from 24 months to 60 months, in case of continuation of employment.
- b. Pursuant to the resolution passed by the shareholders on August 27, 2020, the sub clauses 2, 4, 5 and 6 of clause 7.2 of the ESOP Plan 2015 were substituted.

(ii) Method used to account for ESOP Plan 2015:

Fair value method using Black Scholes Option Pricing Model.

(iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.

Not Applicable

(iv) The movement in options during the financial year:

Particulars	FY 2021	FY 2020	FY 2019
Total No. of options outstanding at the beginning of the year	5,27,955	3,43,711	4,30,235
No. of options granted during the year (including re-grant of surrendered options)	8,06,410	2,32,807	Nil
No. of options forfeited/lapsed during the year	71,498	40,789	86,524
No. of options vested during the year	1,709	17,252	1,18,704
No. of options exercised during the year	Nil	7,774	Nil
No. of shares arising as a result of exercise of options	Nil	7,774	Nil
Money realized by exercise of options (Rs.)	Nil	10,29,882	Nil
No. of options outstanding at the end of the year	8,85,155	5,27,955	3,43,711
No. of options exercisable at the end of the year	1,00,572	1,17,952	1,18,704

(v) Weighted average exercise prices and weighted average fair values of options:

The relevant disclosure in relation to the above has been disclosed in Note no. 39 of the Notes to Standalone Financial Statements and Note no. 41 of the Notes to Consolidated Financial Statements forming part of the Annual Report of the Company for the FY 2020-21.

(vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:

a) Senior Managerial Personnel:

Name	Designation	No. of Options Granted (including re-issue of surrendered options)	Exercise Price per Option (in Rs.)
Financial Year 2020-21			
Rahul Agrawal	Chief Executive Officer & Whole Time Director	2,98,214	252
Amit V Betala	Chief Financial Officer	20,805	252
Nagamani C Y	Company Secretary	974	252
Mansoor Memon	Head – Projects	47,619	252
Ahmed Raza Sayed	Chief Technology Officer	30,321	252
Gulshan Kumar Chawla	Chief People Officer	55,555	252
Financial Year 2019-20			
Amit V Betala	Chief Financial Officer	5,136	700
Nagamani C Y	Company Secretary	974	700
Gulshan Kumar Chawla	Chief People Officer	17,857	700
Ahmed Raza Sayed	Chief Technology Officer	5,989	700
Financial Year 2018-19			
No options were granted during the Financial Year 2018-19			

- b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year:

Name	Designation	No. of Options Granted (including re-issue of surrendered options)	Exercise Price per Option (in Rs.)
Financial Year 2020-21			
Rahul Agrawal	Chief Executive Officer & Whole Time Director	2,98,214	252
Gulshan Kumar Chawla	Chief People Officer	55,555	252
Mansoor Memon	Head - Projects	47,619	252
Financial Year 2019-20			
Gulshan Kumar Chawla	Chief People Officer	17,857	700
Financial Year 2018-19			
Nil			

- c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant:

Nil

- (vii) A description of the method and significant assumptions used during the year to estimate the fair value of options at the time of grant:

The relevant disclosure in relation to the above has been disclosed in Note no. 39 of the Notes to Standalone Financial Statements and Note no. 41 of the Notes to Consolidated Financial Statements forming part of the Annual Report of the Company for the FY 2020-21.

- (viii) Disclosures in respect of grants made in 3 years prior to the Initial Public Offer (IPO) under the ESOP Plan 2015 of the Company:

Disclosures in respect of grants made in 3 years prior to the IPO under the ESOP Plan 2015 of the Company has been disclosed in the table hereinabove under the heading the movement in options during the financial year.

D. Details related to ESPS: Not Applicable

E. Details related to SAR: Not Applicable

F. Details related to GEBS / RBS: Not Applicable

G. Details related to Trust: Not Applicable