



Barbeque-Nation Hospitality Limited

CIN: L55101KA2006PLC073031

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Disclosure on Share Based Employee Benefits for the Financial Year 2021-22

(Pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021)

As on 31st March 2022, the Company has only one Employee Stock Option Scheme in the name of "**Barbeque Nation Hospitality Limited – Employee Stock Option Plan 2015**" ("ESOP Plan 2015") and the disclosures on ESOP Plan 2015 for the financial year 2021-22 is as follows:

- A. Relevant disclosures in terms of the Accounting Standards (AS) prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.**

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.38 of the Notes to Consolidated Financial Statements of the Company for the financial year 2021-22 which forms an integral part of Annual Report of the Company for the financial year 2021-22.

- 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' issued by Central Government or any other relevant Accounting Standards as issued from time to time.**

Refer Note No.41 of the Standalone Financial Statements and Consolidated Financial Statements of the Company for the financial year 2021-22.

Disclosures on EPS are provided in accordance with Indian Accounting Standard (Ind AS)-33 - 'Earnings Per Share'.

C. Details related to ESOP/ESOS:
(i) The description of the ESOP Plan 2015, including the general terms and conditions, including the following:

Particulars	ESOP Plan 2015
Date of Shareholder's Approval	August 26, 2015
Date of last Modification by the Shareholders#	July 19, 2021
Total number of Options approved	20,00,000 Options
Vesting requirements	Options granted under ESOP Plan 2015 would vest within a period not less than 1 year and not more than 3 years from the date of grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus, the Options would vest on efflux of time. The specific vesting percentage, schedule and conditions, subject to which vesting would take place, would be outlined in the Letter of Grant, given to the Option Grantee at the time of grant of Options.
Exercise Price or Pricing formula	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 fulfilment of other terms & conditions as stipulated in the ESOP Plan 2015.
Sources of Shares (Primary, Secondary or Combination)	Primary (ESOP Plan 2015 involves only fresh/new issue of shares by the Company)
Variation in terms of Options during the FY 2021-22#	See Note below

Variation of terms of options or Modification of ESOP Plan 2015 during the FY 2021-22:

1. The Shareholders of the Company at Extra-ordinary General Meeting held on July 19, 2021, have approved and passed resolution for the following:
 - a) Increasing the maximum number of Options that can be granted under the ESOP Plan 2015 to 20,00,000 Options;
 - b) Amending the definition of "Employee";
 - c) Adding new provision under clause 6; and
 - d) Substitution of clause 7.2 (5) & (6) of the ESOP Plan 2015.

2. Consequent to the listing of Shares of the Company on the Stock Exchanges, the Shareholders of the Company at the Extra-ordinary General Meeting held on July 19, 2021, have approved and passed resolution for ratification of ESOP Plan 2015 in accordance with the erstwhile SEBI (SBEB) Regulations.

(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 2022	FY 2021	FY 2020	FY 2019
Number of options outstanding at the beginning of the year	885,155	5,27,955	3,43,711	4,30,235
Number of options granted during the year (including re-grant of surrendered/lapsed options)	3,90,448	8,06,410	2,32,807	Nil
Number of options forfeited/lapsed during the year	1,13,293	71,498	40,789	86,524
Number of options vested during the year	3,43,501	1,709	17,252	1,18,704
Number of options exercised during the year	1,88,391	Nil	7,774	Nil
Number of shares arising as a result of exercise of options	1,88,391	Nil	7,774	Nil
Money realized by exercise of options (in Rs.)	3,84,44,700	Nil	10,29,882	Nil
Number of options outstanding at the end of the year	9,73,919	8,85,155	5,27,955	3,43,711
Number of options exercisable at the end of the year	2,49,321	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.38 of the Notes to Consolidated Financial Statements of the Company for the financial year 2021-22 which forms an integral part of Annual Report of the Company for the financial year 2021-22.

(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 2021-22			
Rahul Agrawal	Chief Executive Officer & Whole Time Director	89,200	1220.25
Amit V Betala	Chief Financial Officer	5,000	1220.25
Nagamani C Y	Company Secretary	500	1220.25
Mansoor Memon	Chief Development Officer	80,000	1220.25
Gulshan Kumar Chawla	Chief People Officer	15,000	1220.25
Nitin Agarwal	Chief Product Officer	40,000	890.05
Nakul Gupta	Chief Marketing Officer	30,000	1220.25
Ahmed Raza Sayed	Chief Technology Officer	3,000	1220.25
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 2021-22			
Rahul Agrawal	Chief Executive Officer & Whole Time Director	89,200	1220.25
Mansoor Memon	Chief Development Officer	80,000	1220.25
Nitin Agarwal	Chief Product Officer	40,000	890.05
Nakul Gupta	Chief Marketing Officer	30,000	1220.25
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.38 of the Notes to Consolidated Financial Statements of the Company for the financial year 2021-22 which forms an integral part of Annual Report of the Company for the financial year 2021-22.

(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 Employees Stock Purchase Scheme (ESPS) : Not Applicable**
- E. Details related to Stock Appreciation Rights Scheme (SAR) : Not Applicable**
- F. Details related to General Employee Benefits Scheme/Retirement Benefit Scheme (RBS) : Not Applicable**
- G. Details related to Trust : Not Applicable**