



BARBEQUE-NATION HOSPITALITY LIMITED

CIN: L55101KA2006PLC073031

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DISCLOSURE ON SHARE BASED EMPLOYEE BENEFITS FOR FINANCIAL YEAR 2023-24

(Pursuant to the provisions of Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021)

As on March 31, 2024, the Company has 2 (two) Employee Stock Option Schemes, namely:

- 1) **"Barbeque Nation Hospitality Limited – Employee Stock Option Plan 2015"** ("ESOP 2015"); and
- 2) **"Barbeque Nation Hospitality Limited – Employee Stock Option Plan 2022"** ("ESOP 2022").

The disclosures on ESOP 2015 and ESOP 2022 for the financial year 2023-24 are 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 disclosures in relation to the above have been disclosed in Note Numbers 38 and 36 of the Standalone Financial Statements and Consolidated Financial Statements of the Company for the financial year 2023-24, respectively, which forms an integral part of Annual Report of the Company for the financial year 2023-24.

- 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.**

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

Refer Note Numbers 34 and 33 of the Standalone Financial Statements and Consolidated Financial Statements of the Company, respectively, for the financial year 2023-24, for disclosure on EPS.

C. Details related to ESOP/ESOS:

- (i) The description of the ESOP 2015 and ESOP 2022, including the general terms and conditions, are provided hereunder:

Particulars	ESOP 2015	ESOP 2022
Date of Shareholders' Approval	August 26, 2015	September 6, 2022
Date of last modification of the ESOP Schemes by the Shareholders#	September 25, 2023	September 25, 2023
Total number of Options approved	15,00,000 Options	5,00,000 Options
Vesting requirements	<p>Options granted under ESOP 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.</p> <p>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.</p>	<p>Options granted under ESOP 2022 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.</p> <p>In addition to this, the Committee may also specify certain performance parameters based on time and individual performance or company performance, subject to which the Options would vest. 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.</p>

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.	The Exercise Price per option shall be subject to minimum Exercise Price which shall not be less than 85% of the Fair Market Price on the previous day of date of the 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 2015.	All vested ESOPs shall be exercised by the employees within a period of 5 (five) years from the date of vesting, subject to the fulfilment of conditions as mentioned the ESOP 2022.
Sources of Shares (Primary, Secondary or Combination)	Primary (ESOP 2015 and ESOP 2022 involve only fresh/new issue of shares by the Company)	
Variation in terms of Options during the FY 2022-23*	Refer Note below	

Modification of ESOP 2015 and ESOP 2022 during the FY 2023-24:

At the 17th Annual General Meeting held on September 25, 2023, the Shareholders approved the modification of ESOP 2015 and ESOP 2022, as disclosed hereunder:

ESOP 2015:

Modification of ESOP 2015 to the extent of insertion of new proviso under clause 6.5, as mentioned hereunder:

“In case of repricing of Options, the overall vesting period (from the initial grant) of those repriced Options shall not exceed 5 years.”

ESOP 2022:

Modification of ESOP Plan 2022 to the extent of insertion of new proviso under clause 6.1, as mentioned hereunder:

“In case of repricing of Options, the overall vesting period (from the initial grant) of those repriced Options shall not exceed 5 years.”

***Variation of terms of options during the FY 2023-24:**

Considering the fall in the market price of shares of the Company (i.e. exercise price of ESOPs exceeding the current market price) and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company, at their

meeting held on August 7, 2023, have approved the re-pricing of ESOPs and the same was approved by the Shareholders/members in 17th Annual General Meeting held on September 25, 2023, as mentioned hereunder:

- a) Repricing of ESOPs granted, under ESOP 2015, during the financial year 2021-22 and 2022-2023 and revised exercise price is Rs.721.40/- per option.
- b) Repricing of ESOPs granted, under ESOP 2022, during the financial year 2022-2023 and revised exercise price is Rs.721.40/- per option.
- c) Increasing vesting period of the re-priced ESOPs to 3 years effective from the date of re-pricing (i.e. from August 7, 2023)

(ii) Method used to account for ESOP 2015 and ESOP 2022:

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:

❖ ESOP 2015:

Particulars	FY 2024	FY 2023	FY 2022	FY 2021	FY 2020	FY 2019
Number of options outstanding at the beginning of the year	10,50,477	9,73,919	885,155	5,27,955	3,43,711	4,30,235
Number of options granted during the year@	Nil	3,09,110	3,90,448	8,06,410	2,32,807	Nil
Number of options forfeited/ lapsed during the year	60,973	1,63,317	1,13,293	4,49,210	40,789	86,524
Number of options vested during the year	2,30,857	1,35,998	3,43,501	1,709	17,252	1,18,704
Number of options exercised during the year	92,374	69,235	1,88,391	Nil	7,774	Nil
Number of shares arising as a result of exercise of options	92,374	69,235	1,88,391	Nil	7,774	Nil
Money realized by exercise of options (in Rs.)	2,23,58,222	1,55,34,162	3,84,44,700	Nil	10,29,882	Nil
Number of options outstanding at the end of the year	8,97,130	10,50,477	9,73,919	8,85,155	5,27,955	3,43,711
Number of options exercisable at the end of the year	4,44,825	3,08,906	2,49,321	1,00,572	1,17,952	1,18,704

@ Including the re-grant of surrendered/lapsed options, and excluding the issue of re-priced options.

❖ **ESOP 2022:**

Particulars	FY 2024
Number of options outstanding at the beginning of the year	1,96,472
Number of options granted during the year @	9,500
Number of options forfeited/ lapsed during the year	2,000
Number of options vested during the year	Nil
Number of options exercised during the year	Nil
Number of shares arising as a result of exercise of options	Nil
Money realized by exercise of options (in Rs.)	Nil
Number of options outstanding at the end of the year	2,03,972
Number of options exercisable at the end of the year	Nil

@ Excluding the issue of re-priced options.

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

The relevant disclosures in relation to the above have been disclosed in Note Numbers 38 and 36 of the Standalone Financial Statements and Consolidated Financial Statements of the Company for the financial year 2023-24, respectively, which forms an integral part of Annual Report of the Company for the financial year 2023-24.

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

❖ **ESOP 2015:**

a) **Senior Managerial Personnel and Key Managerial Personnel:**

Name	Designation	No. of Options Granted@	Exercise Price per Option (in Rs.)
Financial Year 2023-24			
<i>No new options were granted under ESOP 2015 during the Financial Year 2023-24, except the issue of re-priced options granted, under ESOP 2015, during the financial year 2021-22 and 2022-2023.</i>			
Financial Year 2022-23			
Mr. Anurag Mittal#2	Chief Financial Officer	35,000	999.45
Mr. Amit V Betala#3	Chief Financial Officer	20,000	999.45
Ms. Nagamani C Y	Company Secretary	1,000	1,148.25
Mr. Faiz Azim#4	Chief Operating Officer	50,000	999.45
Mr. Gulshan Kumar Chawla	Chief People Officer	20,000	1,148.25
Mr. Ahmed Raza Sayed	Chief Technology Officer	17,000	1,148.25
Mr. Nakul Kumar Gupta	Chief Marketing Officer	10,000	1,148.25
Financial Year 2021-22			
Mr. Rahul Agrawal	Chief Executive Officer & Whole Time Director	89,200	1,220.25
Mr. Amit V Betala	Chief Financial Officer	5,000	1,220.25

Name	Designation	No. of Options Granted@	Exercise Price per Option (in Rs.)
Ms. Nagamani C Y	Company Secretary	500	1,220.25
Mr. Mansoor Memon	Chief Development Officer	80,000	1,220.25
Mr. Gulshan Kumar Chawla	Chief People Officer	15,000	1,220.25
Mr. Nitin Agarwal#1	Chief Product Officer	40,000	890.05
Mr. Nakul Kumar Gupta	Chief Marketing Officer	30,000	1,220.25
Mr. Ahmed Raza Sayed	Chief Technology Officer	3,000	1,220.25
Financial Year 2020-21			
Mr. Rahul Agrawal	Chief Executive Officer & Whole Time Director	2,98,214	252
Mr. Amit V Betala	Chief Financial Officer	20,805	252
Ms. Nagamani C Y	Company Secretary	974	252
Mr. Mansoor Memon	Head – Projects	47,619	252
Mr. Ahmed Raza Sayed	Chief Technology Officer	30,321	252
Mr. Gulshan Kumar Chawla	Chief People Officer	55,555	252
Financial Year 2019-20			
Mr. Amit V Betala	Chief Financial Officer	5,136	700
Ms. Nagamani C Y	Company Secretary	974	700
Mr. Gulshan Kumar Chawla	Chief People Officer	17,857	700
Mr. Ahmed Raza Sayed	Chief Technology Officer	5,989	700
Financial Year 2018-19			
<i>No options were granted under ESOP 2015 during the Financial Year 2018-19</i>			

@ Including the re-grant of surrendered/lapsed options, and excluding the issue of re-priced options granted during the financial year 2021-22 and 2022-2023;

#1 resigned from the office of Chief Product Officer of the Company w.e.f. December 15, 2021;

#2 resigned from the office of Chief Financial Officer of the Company w.e.f. February 6, 2023;

#3 appointed as Chief Financial Officer of the Company w.e.f. February 7, 2023;

#4 resigned from the office of Chief Operating Officer of the Company w.e.f. March 31, 2023.

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@	Exercise Price per Option (in Rs.)
Financial Year 2023-24			
<i>No new options were granted under ESOP 2015 during the Financial Year 2023-24, except the issue of re-priced options granted, under ESOP 2015, during the financial year 2021-22 and 2022-2023.</i>			
Financial Year 2022-23			
Mr. Faiz Azim ^{*3}	Chief Operating Officer	50,000	999.45
Mr. Anurag Mittal ^{*2}	Chief Financial Officer	35,000	999.45
Financial Year 2021-22			
Mr. Rahul Agrawal	Chief Executive Officer & Whole Time Director	89,200	1,220.25
Mr. Mansoor Memon	Chief Development Officer	80,000	1,220.25

Name	Designation	No. of Options Granted@	Exercise Price per Option (in Rs.)
Mr. Nitin Agarwal*1	Chief Product Officer	40,000	890.05
Mr. Nakul Kumar Gupta	Chief Marketing Officer	30,000	1,220.25
Financial Year 2020-21			
Mr. Rahul Agrawal	Chief Executive Officer & Whole Time Director	2,98,214	252
Mr. Gulshan Kumar Chawla	Chief People Officer	55,555	252
Mr. Mansoor Memon	Head - Projects	47,619	252
Financial Year 2019-20			
Mr. Gulshan Kumar Chawla	Chief People Officer	17,857	700

@ Including the re-grant of surrendered/lapsed options, and excluding the issue of re-priced options granted during the financial year 2021-22 and 2022-2023;

*1 resigned from the office of Chief Product Officer of the Company w.e.f. December 15, 2021;

*2 resigned from the office of Chief Financial Officer of the Company w.e.f. February 6, 2023;

*3 resigned from the office of Chief Operational Officer of the Company w.e.f. March 31, 2023.

Note:

For the purpose of calculating 5% or more of number options of total options granted during the financial year, we have considered sum total of number of options granted under ESOP 2015 and ESOP 2022 during the particular financial year.

- 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:**

None.

❖ ESOP 2022:

- a) Senior Managerial Personnel and Key Managerial Personnel:**

No new options were granted to Senior Managerial Personnel and Key Managerial Personnel under ESOP 2022 during the Financial Year 2023-24, except the issue of re-priced options granted, under ESOP 2022, during the financial year 2022-2023.

- 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 in FY2024 @	Exercise Price per Option (in Rs.)
Abhishek Chaturvedi	Assistant Vice President	5,000	622.50
Pritpal Singh	Assistant Vice President	3,000	622.50
Deepak Hirkar	General Manager	1,500	622.50

@ Excluding the issue of re-priced options granted during the financial year 2022-2023.

- 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:

None.

- (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 disclosures in relation to the above have been disclosed in Note Numbers 38 and 36 of the Standalone Financial Statements and Consolidated Financial Statements of the Company for the financial year 2023-24, respectively, which forms an integral part of Annual Report of the Company for the financial year 2023-24.

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

❖ **ESOP 2015:**

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

❖ **ESOP 2022:**

Not Applicable

- 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