

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

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Near Bhashyam Circle, Sadashivanagar,
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COMPLIANCE CERTIFICATE

**[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]**

To
The Members
Barbeque-Nation Hospitality Limited
"Saket Callipolis", Unit No. 601 & 602, 6th Floor
Doddakannalli Village, Varthur Hobli
Sarjapur Road, Bengaluru-560035
Karnataka, India

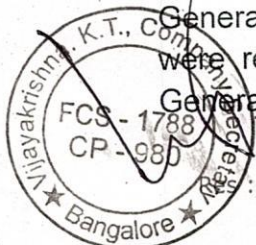
I, Vijayakrishna K T, Practising Company Secretary, with a Peer Review Certificate No. – 1883/2022 dated 12th April, 2022, have verified the relevant records and documents of Barbeque-Nation Hospitality Limited (hereinafter referred to as 'the Company'), with CIN: L55101KA2006PLC073031 and having its Registered Office at "Saket Callipolis", Unit No. 601 & 602, 6th Floor, Doddakannalli Village, Varthur Hobli, Sarjapur Road, Bengaluru-560035, Karnataka, India. This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended 31st March, 2024.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the scheme(s) including designing, maintaining records and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented **Barbeque Nation Hospitality Limited - Employee Stock Options Plan 2015'** (ESOP 2015) and the **'Barbeque Nation Hospitality Limited - Employee Stock Options Plan 2022'** (ESOP 2022) (hereinafter after collectively referred to as the 'Schemes') in accordance with the Regulations and the Special Resolution passed by the Members at the Extra Ordinary General Meeting of the Company held on August 26, 2015 and Annual General Meeting of the Company held on September 6, 2022. The Stock Options were re-priced and modifications in vesting period were granted in the Annual General Meeting of the Company held on September 25, 2023.



No. 66, Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079, INDIA

Tel : +91 80 23221564

For the purpose of verifying the compliances of the Regulations, I have examined the following documents:

1. Scheme received furnished by the Company;
2. The Articles of Association of the Company;
3. Minutes of the Meetings of the Board of Directors;
4. Minutes of the General Meeting held for approving the scheme;
5. Minutes of the General Meetings w.r.t. variation/ modification of terms the Scheme;
6. Minutes of the Meetings of the Nomination and Remuneration Committee;
7. Detailed Terms and Conditions of the scheme as approved by Nomination and Remuneration Committee;
8. Bank Statements towards Application monies received under the scheme;
9. Statement filed with recognised Stock Exchanges in accordance with Regulation 10 of these Regulations;
10. Disclosures by the Board of Directors; and
11. Relevant provisions of the Rules and Regulations under the Companies Act, 2013 and the applicable provisions there under.

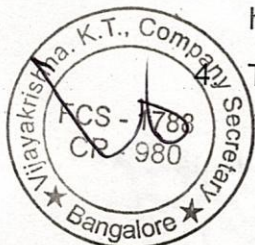
Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the **Schemes** in accordance with the applicable provisions of the Regulations and the resolution passed by the Members of the Company in the General Meeting.

Assumptions & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. My responsibility is to give certificate based upon the examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is solely for information and it is not to be used, circulated,



quoted, or otherwise referred to for any purpose other than for the Regulations.

Place: Bangalore
Date: 23.05.2024



Vijayakrishna KT
Practising Company Secretary
FCS No.: 1788 C P No.: 980
UDIN: F001788F000431833
Peer Review Certificate No.: 1883/2022