



Barbeque-Nation Hospitality Limited

CIN: U55101KA2006PLC073031

***(Registered Office: Sy. No. 62, Site No. 13, 6th
Cross, NS Palya, BTM Layout, Bengaluru-560076,
Karnataka, India)***

POLICY ON BOARD DIVERSITY

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INTRODUCTION

In terms of Regulation 19(4) and Schedule II part D (A) (3) of the Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee (NRC) of Barbeque-Nation Hospitality Limited (the "Company") is required to devise a policy on diversity of Board of Directors.

The Nomination and Remuneration Committee on the recommendation of the Board of Directors may review and amend the said Policy from time to time.

This Policy on Board Diversity (the "Policy") sets out the approach to diversity on the Board of Directors (the "Board") of the Company.

Policy on Board Diversity approved and adopted by the Board of Directors on 29th June 2017 and revised by the IPO Committee on 16th March 2021.

POLICY OBJECTIVE

To ensure a transparent Board nomination process with the diversity of thoughts, experience, knowledge, expertise, perspective and gender in the Board in accordance to the requirements of the business of the Company.

COMPOSITION OF THE BOARD:

EXECUTIVE AND NON-EXECUTIVE DIRECTORS:

The Board of Directors shall have optimum combination of Executive and Non-Executive Directors. Not less than 50% of the Directors on the Board shall be Non-Executive Directors.

INDEPENDENT DIRECTORS:

If the Chairman of the Board is a Non-Executive Director, Non-Promoter and is not related to the promoters or person occupying management positions at the Board level or at one level below the Board at least one-third of the Board should comprise of Independent Directors.

In any other case at least half of the Directors on the Board shall be Independent Directors.

An Independent director shall hold office for a term of up to five consecutive years on the Board of a Company, but can be re-appointed as Independent director for second term of five consecutive years with the approval of shareholders obtained by way of Special Resolution.

No Independent Director shall be appointed for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

For the purpose of this policy **Independent Director** means the Independent Director as defined in Regulation 16 (b) of the SEBI LODR Regulations.

WOMAN DIRECTOR:

Subject to the provisions of the applicable laws from time to time the Board of Directors of the Company shall comprise of at least one Woman Director.

EXPERIENCE AND EXPERTISE:

The Board shall have optimum combination of Directors having experience in various fields.

The Board should comprise of at least one Director having experience in the Industry.

The Board should have at least one Director having financial/accounting expertise.

The Board should have at least one Director having reasonable experience in the administration.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Role of NRC:

NRC of the Board shall review and assess Board composition on behalf of the Board and shall recommend to the Board, the appointment of new directors based on their qualifications, positive attributes and independence. In reviewing Board composition, NRC shall consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

Review of this Policy:

The NRC shall review this Policy, as appropriate, to ensure the effectiveness of this Policy.

The NRC shall discuss any revisions that may be required and recommend any such revisions to the Board for its approval.

Disclosures

The composition of the Board of Directors shall be disclosed in the Annual Report.