



## **Barbeque-Nation Hospitality Limited**

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

---

***CODE OF PRACTICES AND PROCEDURES FOR FAIR  
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION PURSUANT TO SECURITIES AND  
EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER  
TRADING) REGULATIONS, 2015 (“CODE OF CONDUCT”)***

---

***This Policy shall come into effect from the date of listing of the Securities of the Company on the stock exchange(s).***

## **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY**

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015]

### **1. INTRODUCTION**

The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time (hereinafter referred to as the "Regulations") make it mandatory for every listed public company to lay down a "Code of Conduct for prevention of Insider Trading in Securities" to be observed by its Designated Persons.

This document embodies the Code of Corporate Disclosure Practices of the Company, to be followed by the Directors, Officers, Connected Persons, Designated Persons and their immediate relative and other Employees etc.

### **2. PURPOSE AND APPLICABILITY:**

The Company endeavors to preserve the confidentiality and prevent the misuse of Un-published Price Sensitive Information (UPSI). Every Designated Person of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtains in the course of performance of official duties. Directors and Designated Person of the Company should not use their position to gain personal benefit.

The Code is applicable to the following persons:

- Promoters including member(s) of Promoter group
- Directors
- Designated Persons
- Concerned Advisers/Consultants/Retainers of the Company
- Connected Persons as defined in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per clause 2.6 of this Code of Conduct.

### **3. DEFINITIONS:**

In this Code unless the context otherwise requires, the following words, expression and derivations there from shall have the meanings assigned to them as under:

**3.1 "Act"** means the Securities and Exchange Board of India Act, 1992.

**3.2 "Board"** means the Board of Directors of the Company.

**3.3 "Code" or "Code of Conduct"** shall mean this Code for Regulating, Monitoring and Reporting of trades for prohibition of insider trading under Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) as amended from time to time.

**3.4 "Company"** means Barbeque-Nation Hospitality Limited (Barbeque)

**3.5 “Compliance Officer”** means Company Secretary of the Company or in the absence of Company Secretary, any senior officer, designated so or in absence of both, the Executive Director or such other senior officer, who is financially literate and is capable of appreciating requirements of legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring and adherence to the rules for preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in this Code of Conduct and Compliance officer shall function and carry out his responsibilities under the overall supervision of the Board of Directors of the Company.

*Explanation – for the purpose of this Regulation “financial literate” shall mean a person, who has ability to read and understand basic financial statement like Balance Sheet, Statement of Profit and Loss, Cash Flow Statement etc.*

**3.6 “Connected Person”** means:

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
  - (a) an immediate relative of connected persons specified in clause (i); or
  - (b) a holding company or associate company or subsidiary company; or
  - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) an official of a Stock Exchange or of clearing house or corporation; or
  - (f) a member of board of trustees of a mutual fund or a member of the Board of Directors of the Asset Management Company of a mutual fund or is an employee thereof; or
  - (g) a member of the Board of Directors or an employee, of a public financial institution as defined in Section 2 (72) of the Companies Act, 2013; or
  - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - (i) a banker of the Company; or
  - (j) a concern, firm, trust, Hindu undivided family, company or association of persons where in a director of the Company or his immediate relative or banker of the Company, has more than ten percent of the holding or interest.

NOTE: It is intended that a connected person is one who has a connection with the Company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the Company and its Officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

**3.7 Designated Person(s)** shall mean and include:

- (i) All Directors of the Company and their secretaries;
- (ii) Officers in the Senior Management of the company i.e., Leadership Team; Key Managerial Personnel,
- (iii) Company Secretary Department, Central Finance Department, Tax Department, Information Technology Department, Sourcing Department, Marketing Department, and as such other employees or Departments as may be notified from time to time.
- (iv) All promoters of the Company.
- (v) Employees of the Company designated based on their functional role or access to unpublished price sensitive information.
- (vi) Employees of the Material Subsidiary, if any, designated based on their role or access to unpublished price sensitive information.
- (vii) Employees up to two levels below Managing Director.
- (viii) Any other person as may be determined and informed by the Compliance Officer from time to time.

**3.8 "Director"** means a member of the Board of Directors of the Company.

**3.9 "Derivatives"** includes (a) a right to call or delivery or a right to make a delivery at a specified price and within a specified time of a specified number of shares / debentures or other securities of the Company (b) any contract which derives its value from the prices or index of prices of underlying securities of the Company.

**3.10 "Employee"** means every employee of the Company including the Directors in the employment of the Company.

**3.11 "Generally available Information"** means information that is accessible to the public on a non-discriminatory basis

**3.12 "Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities

**3.13 “Insider”** means any person who, a connected person; or is in possession of or having access to unpublished price sensitive information.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

It is clarified that any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for the purpose of this code.

**NOTE:** Since “generally available information” is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an “insider” regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

**3.14 “Key Managerial Person (KMP)”** means the person as defined in Section 2(51) of the Companies Act, 2013 including any amendment or modification thereto.

**3.15 “Legitimate purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), Merchant Banker(s), legal adviser(s), auditors, insolvency professional(s) or other adviser(s) or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these Regulations.

**3.16 “Listing Regulations”** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) as amended from time to time.

**3.17 “Material Facts”** The materiality of a fact depends upon the circumstances. A fact is considered “material”, if it is likely to affect the market price of the securities, upon coming into public domain Material information can be positive or negative and can relate to virtually any aspect of the business of a company or its affiliates or to any type of security, debt or equity.

Examples of material information include (but are not limited to) facts concerning:

- i. Dividends;
- ii. Corporate earnings or earnings forecasts;

- iii. Business performance developments, such as number of customers; mergers or acquisitions; major litigation; significant borrowings or financing; defaults on borrowings; and bankruptcies,
- iv. Issues of securities or buyback of securities;
- v. Any major expansion plans or execution of new projects;
- vi. Amalgamation, mergers or takeovers;
- vii. Disposal of whole or substantial part of the undertaking; and
- viii. Any significant changes in policies, plans or operations of the Company.

**3.18 “Need to know”** means the Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

**3.19 “Non-public Information”** Information is “non-public” if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors by distribution to Stock Exchanges, where Company’s shares are listed or through such media as press and television, journals or similar broad distribution channels or the press media in India and abroad. The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.

**3.20 “PIT Compliance committee”** Internal committee is formed to ensure compliance of policies, procedures, maintenance of records, monitoring and adherence to the rules for preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in this Code of Conduct and Compliance officer shall function and carry out his/her responsibilities under the supervision of this committee. The members of the committee are

- CEO & Whole Time Director
- Chief Financial Officer
- Company Secretary & Compliance Officer

**3.21 “Promoter” and “Promoter Group”** shall have same meaning assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment thereof.

**3.22 “Securities”** includes Equity Shares and derivatives but does not include units of mutual funds. It shall also have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.

**3.23 “SEBI”** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992.

**3.24 “SEBI PIT Regulations”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time including any statutory

modification hereof.

- 3.25 “Stock Exchange”** shall mean any recognized stock exchange on which Company’s securities are listed.
- 3.26 “Specified”** means specified by the Board in writing.
- 3.27 “Takeover Regulations”** means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 3.28 “Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company whether directly or through any Portfolio Management Scheme or otherwise.
- 3.29 “Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- 3.30 “Unpublished Price Sensitive Information”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) Financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
  - (v) changes in key managerial personnel (KMP)
  - (vi) material events as specified in the Policy on Determining Materiality and Archival of Disclosures adopted pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 as amended from time to time.

Words and expressions used and not defined in this Code but defined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Act, 1992 (15 of 1992), Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under (including any statutory modifications or re-enactment thereof) shall have the meanings respectively assigned to them in those legislation.

In this Code unless there is anything repugnant in the subject or context words importing the masculine gender shall be taken to include females and vice versa. In addition, words in the singular shall include the plural and vice versa.

- 3.31 “Voluntary Information Disclosure Form”** means the form provided in the schedule of the Code.
- 3.32 “Voluntarily Providing Information”** means providing the SEBI with information before

receiving a request, inquiry, or demand from the SEBI, any other Central or State authorities or other statutory authority about a matter, to which the information is relevant.

**4. TRADING WINDOW:**

- a. All Designated Persons including their immediate relatives shall deal with the securities of the Company only when the trading window is open. No Designated Persons including their immediate relatives shall deal in the securities when the trading window is closed. It is the duty of the Designated Persons to inform the immediate relatives of the closure of trading window and ensure that they do not deal in the securities of the Company.
- b. The trading window will remain closed during the following periods:
  - i. From the close of the quarter/ half year/ year and upto 48 hours after the date on which the results for the respective quarter/ half year/ year as the case may be is announced to stock exchanges;
  - ii. From the date of issue of notice/agenda of the Board Meeting or intimation to the stock exchange(s), whichever is earlier, at which proposal on any matter which has a bearing on the price of security is considered, up to 48 hours after the information has been made available by the company: example: recommendation of dividend / interim dividend / bonus shares / right shares/ further issue of shares/ amalgamation/ merger /takeover, etc.,
  - iii. In addition to the above, the Compliance Officer may in consultation with PIT Compliance Committee, declare the Trading Window closed, on an “as-needed” basis for any reason.
  - iv. Trading Window shall be also closed for the designated person or class of designated persons when the Compliance Officer determines that the designated persons or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information either due to being part of any special project or otherwise. The Trading Window shall be opened not earlier than 48 hours after the information becomes generally available or when it is finally decided to abandon the project.
- c. The Compliance Officer or any other employee from the Company Secretarial department of the Company will notify the designated persons about closure and opening of trading window.
- d. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

**5. CONFIDENTIAL INFORMATION AND UNPUBLISHED PRICE SENSITIVE INFORMATION:**

- a. Designated Persons shall maintain strict confidentiality of business information and

all Unpublished Price Sensitive Information of the Company.

- b. The business information and all Unpublished Price Sensitive information should not be communicated to any person except in the course of performance of duties or discharge of legal obligations.
- c. The Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e., price sensitive information shall be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- d. Files containing confidential information shall be kept secure. Computer files shall have adequate security of login and password as per the Company’s IT Policy.
- e. All employees must consult the Compliance Officer/Investor Relations Officer before communicating with the media or public. The Company’s communication policy with the public will have to be adhered to at all times.

**6. DISCLOSURE OF TRADING BY DESIGNATED PERSONS OR INSIDERS:**

- a. All Designated Persons or Insiders including such person’s immediate relatives and by any other person for whom such person takes trading decisions must disclose to the PIT Compliance committee.
- b. The Disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of derivatives shall be taken into account, provided that trading in derivatives of securities is permitted by any law for the time being in force.
- c. The disclosures shall be maintained by the Company for a minimum period of Five (5) years.

**7. DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI):**

**a. Inquiry for Leakage of UPSI**

All UPSI shall be handled on a need to know basis only. In case of any UPSI is proposed to be provided, the person proposing to provide the information shall consult the members of PIT Compliance Committee in advance.

In case any UPSI is leaked or is suspected to be leaked by any insider, the PIT Compliance committee consisting of Company Secretary, Chief Financial Officer and Whole-time Director of the Company will investigate the matter and collect / gather the evidences and will report to the Chairman of Audit Committee. The Chairman of the Audit Committee will there after convene the Meeting of Audit Committee depending on severity of the matter.

**b. Process for inquiry**

All the matters concerning leak of UPSI or suspected leak of UPSI, shall be thoroughly investigated by the Compliance Committee and may at its discretion, consider involving external investigators for the purpose of the investigation.

The PIT Compliance committee may ask the concerned insider to remain present for investigation, discussion etc. and for such investigation, it may ask for personal Bank Account Statement or such other details or documents as it deems fit.

**c. Powers of the PIT Compliance committee**

The powers of Compliance Officer for inquiry under this clause are as under.

- To investigate the matter
- To ask concerned insider for personal presence, examination, cross examination etc.
- To call for personal information/documents from insider
- To file complaint, if required, before police authority / Designated cell under Information Technology Act, 2000
- To retain the documents gathered during investigation
- To report to the Audit Committee

**d. Report to the Audit Committee for appropriate action**

The Compliance Officer will report to the Chairman of the Audit Committee and upon receipt of report by the Chairman, he/she will convene Meeting of the Audit Committee, depending on severity of the matter. The Audit Committee based on such report decide the suitable action including but not limited to withholding of salary/termination of employment / monetary penalty.

**8. DIGITAL DATABASE OF RECIPIENT OF UPSI**

a. Board or the Heads of the shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this Regulation, which shall contain the following information:

- Name of such recipient of UPSI;
- Name of the Organization or entity to whom the recipient represent
- Postal Address and E-mail ID of such recipient
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.
- Nature of UPSI

PIT Compliance committee shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

b. The Board shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of

receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## **9. CODE OF FAIR DISCLOSURE**

Under Regulation 8(1) of the Insider Trading Regulations, the principles for fair disclosure adopted by the Company in the Code are as follows:

- A. The Company shall promptly make public disclosure of Unpublished Price Sensitive Information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available. Such disclosures shall be subject to internal corporate approvals and made through the authorized personnel of the Company. If any such information is accidentally disclosed without such approval, the person making such disclosure shall immediately inform the designated officer.
- B. The Company shall make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- C. Head of Investor Relation or such other person, as may be appointed by the Board shall serve as the Chief Investor Relations Officer and is authorised for the purposes of this Code to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
- D. The Company shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
- E. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumour(s) by regulatory authorities.
- F. The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information. The Company shall endeavor that, where any Unpublished Price Sensitive Information is to be disclosed, before discussing or disclosing any such information to analysts or at any meeting, first the information is to be provided to the stock exchanges and where applicable, appropriate press releases to be made, before any such meetings.
- G. The Company shall develop best practices to make available transcripts or records of proceedings of meetings with analysts and other investor relations conferences, on the website of the Company to ensure official confirmation and documentation of disclosures made.
- H. The Company shall handle all Unpublished Price Sensitive Information on a need-to know basis.
- I. Any subsequent modification(s) and amendment(s) to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, to that extent, shall automatically apply to this Code.

## **10. PENALTY**

- a. Every Designated Person shall be individually responsible for complying with the provisions of this Code of Conduct (including to the extent the provisions hereof are applicable to his /her immediate relatives).
- b. The Designated Person who contravenes the Code of Conduct shall be penalised and shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, etc.
- c. The Company shall promptly inform the SEBI regarding any violation of the Code of Conduct.
- d. The action by the Company shall not preclude the SEBI from taking any action in case of violation of the Insider Trading Regulations

## **11. DISSEMINATION OF PRICE SENSITIVE INFORMATION**

The following guidelines shall be followed with special reference to analysts, media persons and institutional investors

- i. Only public information to be provided.
- ii. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- iii. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- iv. Simultaneous release of information after every such meet.

## **12. POLICY FOR DETERMINATION FOR LEGITIMATE PURPOSES FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

[Under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

The Company believes in timely and adequate disclosure of price sensitive information legitimate purposes. The following norms shall be followed for disclosure of Price Sensitive Information.

- a. The Company Secretary is designated as the Compliance Officer to administer the code of conduct and other requirements under these regulations.
- b. The Compliance Officer shall after clearance from the PIT Compliance committee furnish Price Sensitive Information to the Stock Exchanges.
- c. The quarterly financial information of the Company shall be hosted in the web site of the Company after the information is furnished to the Stock Exchanges.

- d. The PIT Compliance committee is responsible for Investor Relations shall oversee and carry out disclosure of price sensitive information to Stock Exchanges, Analysts, Shareholders and media. Committee shall be responsible for ensuring that the Company complies with continuous disclosure requirements.
- e. Disclosure/dissemination of information may be approved in advance by the PIT Compliance committee or the Compliance Officer as the case maybe.
- f. If information is accidentally disclosed without prior approval, the person making such disclosure shall immediately inform the PIT Compliance committee, even if the information is not considered price sensitive.
- g. The Compliance Officer in consultation with the PIT Compliance committee shall respond to queries or requests from Stock Exchanges concerning market rumours.
- h. The PIT Compliance committee shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.
- i. The Compliance Officer shall make disclosure of shareholdings / ownership by major shareholders and also make disclosure of changes in ownership as required under the Stock Exchange listing agreement and / or under any rule / regulation made under the Act.

**13. AMENDMENTS:**

The Board may, at any time, modify, alter and amend the provisions of this Code by giving notice of such modification, alteration and amendment to the Designated Persons.

*Cautionary Statement: The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be insiders of the Company for the purposes of the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of the Regulations or other related laws.*