BURGER KING INDIA LIMITED

(Formerly known as Burger King India Private Limited)

CIN: L55204MH2013FLC249986

Registered Office: Unit Nos. 1003 To 1007, 10th Floor, Mittal Commercia, Asan Pada Road, Chimatpada, Marol, Andheri (East), Mumbai - 400 059, Maharashtra, India

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POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the 'Act') read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular Nos. 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated December 8, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') and other applicable laws and regulations, for seeking approval of members of Burger King India Limited (the 'Company') to the proposed resolutions appended below through Postal Ballot, only through remote voting by electronic means ('remote e-Voting'):

SPECIAL BUSINESS

Item No. 1

To increase Authorized Share Capital of the Company and consequent alteration of the Capital Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(a) and 64 of the Companies Act, 2013 (the 'Act') read with the relevant rules framed thereunder and all other applicable provisions under the Act (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof and subject to such other consents, as may be required, in accordance with the provisions of the Articles of Association, the consent of the Members of the Company be and is hereby accorded to increase existing Authorized Share Capital of the Company from ₹ 505,00,00,000/- (Rupees Five Hundred and Five Crore Only) divided into 50,50,00,000 (Fifty Crore Fifty Lakhs) equity shares of ₹10/- each (Rupees Ten Only) to ₹ 600,00,00,000/- (Rupees Six Hundred Crore Only) divided into 60,00,00,000 (Sixty Crore) equity shares of ₹ 10/- each (Rupees Ten Only);

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Act and the relevant rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for substituting existing Capital Clause (Clause V) of the Memorandum of Association of the Company with following clause:

V. The Authorized Share Capital of the Company is Rs. 600,00,00,000/- (Rupees Six Hundred Crore Only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs. 10/- each (Rupees Ten Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

Item No. 2

To issue securities by means of Qualified Institutions Placement, Preferential Issue, and/ or any other permitted mode/ any combination thereof

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, as amended, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ('GoI') and amended from time to time, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('SEBI ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), the uniform listing agreement entered into by the Company with the stock exchanges on which the equity shares having face value of ₹10 each of the Company ('Equity Shares') are listed, and subject to other applicable rules, regulations and guidelines issued by Ministry of Corporate Affairs ('MCA'), the Registrar of Companies, Maharashtra at Mumbai, Securities and Exchange Board of India ('SEBI'), Reserve Bank of India ('RBI'), GoI, BSE Limited and National Stock Exchange of India Limited ('Stock Exchanges') and / or any other competent authorities, whether in India or abroad (herein referred to as 'Applicable Regulatory Authorities'), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors ('Board', which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, consent, authority and approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of Equity Shares, and/ or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/ or any instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as 'Securities') or any combination of Securities in one or more tranches, by way of private offerings and/or a preferential issue and/or qualified institutions placement or any combination thereof, through issue of placement document or other permissible/ requisite offer document to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians,

stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the 'Investors') as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the creation, offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutions placement ('QIP') in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as 'Eligible Securities' within the meaning of the SEBI ICDR Regulations):

(a) the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 365 days from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;

(b) the Equity Shares issued shall rank *pari passu* in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);

(c) the Eligible Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;

(d) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

(e) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allotees shall be in accordance with the SEBI ICDR Regulations; and

(f) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board

subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may *suo moto* decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, the draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the 'Transaction Documents') (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the 'Ancillary Documents') as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, escrow agent and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, as they may deem fit and proper for the purpose of the issue and allotment of securities and settle any questions or difficulties that may arise in connection with the aforesaid resolutions."

Item No. 3

To increase limit prescribed under Section 186 of Companies Act, 2013

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act') read with the relevant rules framed thereunder including the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions under the Act (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof, the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such other approvals and permissions, as may be required, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include any committee constituted/may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors of the Company by this resolution and as may be authorised by the Board of Directors of the Company in this regard) to:

(a) give any loan to any person(s) or other body corporate(s);
(b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and
(c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate,

from time to time in one or more tranches, for an amount not exceeding ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore) outstanding at any time, notwithstanding the limits prescribed under Section 186 of the Act, i.e. sixty percent of Company's paid up capital, its free reserves and securities premium account, or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT for the purposes of giving effect to the resolution above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, incidental, expedient or desirable thereto including deciding the timing, the amount and other terms and conditions of such investments in securities/ loans/ guarantees/ transactions within the aforementioned limits, to settle any question, difficulty or doubt that may arise in this regard, and to negotiate, finalize and execute all necessary agreements, and ancillary agreements/undertakings, memoranda, deeds, documents and such other papers or writings, as may be deemed necessary or expedient, in connection therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit, in its absolute direction, to any Committee of the Board or any one or more director(s)/company secretary/any officer(s) of the Company to give effect to the foregoing resolution."

Item No. 4

To undertake a related party transaction with QSR Indoburger Pte. Ltd. as part of acquisition of controlling stake in PT Sari Burger Indonesia

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (the 'Act') read with the relevant rules framed thereunder including the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions under the Act (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations') and all other applicable provisions under the SEBI Listing Regulations, the Foreign Exchange Management Act, 1999, as amended from time to time, and the rules and regulations framed thereunder, the provisions of the Memorandum of Association and the Articles of Association of the Company and the approval of the Audit Committee and the Board of Directors of the Company vide resolutions passed at their respective meetings, and subject to such other approvals and permissions, as may be required, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include any committee constituted/may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors of the Company by this resolution and as may be authorised by the Board of Directors of the Company in this regard) for acquisition by the Company of 66.48% stake in PT Sari Burger Indonesia ('BK Indo') held by QSR Indoburger Pte. Ltd ('QSR Indo', a related party of the Company), by purchase of 332,876 equity shares from QSR Indo at an equity value arrived at by adjusting the enterprise value of IDR 2,601 billion equivalent to USD 183 million (on a cash free and debt free basis for 100% of the shares of BK Indo), for cash, debt and debt like adjustments, normalized working capital, any profit linked plans or profit sharing arrangements with employees and partners and non-operating liabilities as agreed in the sale and purchase agreement to be executed by and amongst the Company, QSR Indo, PT Mitra Adiperkasa TBK ('MAP'), F&B Asia Ventures (Singapore) Pte. Ltd. and BK Indo ('SPA'), payable in one or more tranches, and on such terms and conditions as mentioned in the SPA.

RESOLVED FURTHER THAT for the purposes of giving effect to the resolution above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, incidental, expedient or desirable thereto to effect the proposed acquisition and to negotiate, settle and finalize all issues that may arise in this regard, including without limitation, making necessary regulatory filings, if any, negotiating, finalizing and executing any amendments in relation to the SPA and ancillary agreements/undertakings, memoranda, deeds, documents and such other papers or writings, as may be deemed necessary or expedient, in connection therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit, in its absolute direction, to any Committee of the Board or any one or more director(s)/company secretary/any officer(s) of the Company to give effect to the foregoing resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Item No. 5

To change the name of the Company from Burger King India Limited to Restaurant Brands Asia Limited

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and 14 of the Companies Act, 2013 (the 'Act') and all other applicable provisions under the Act, read with relevant Rules made thereunder, the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements)

Regulations 2015, (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and all other applicable laws, rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof and subject to the approval(s)/ consent(s) or permission(s) of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, Stock Exchanges, Central Government and any other regulatory and statutory authorities, as may be required, consent of the Members be and is hereby accorded to change the name of the Company from "Burger King India Limited" to the new name "Restaurant Brands Asia Limited".

RESOLVED FURTHER THAT the Name Clause (Clause I) of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The Name of the Company is "Restaurant Brands Asia Limited"

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name "Burger King India Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents including agreements and contracts entered into by the Company and at all other places wherever appearing be substituted with the new name "Restaurant Brands Asia Limited".

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps and actions for the purpose of making applications, filings and registrations as may be required in relation to the aforesaid change of name of the Company and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including appointing attorney(ies) or authorised representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be required from time to time and to settle and finalise all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorise any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

Item No. 6

To change the Object Clause in Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (the 'Act') and all other applicable provisions under the Act, the Companies (Incorporation) Rules, 2014, (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof, and subject to the approval of Registrar of Companies or any other authority as may be necessary, the consent of the Members of the Company be and is hereby accorded to amend the Object Clause of the Memorandum of Association of the Company in the following manner:

III A 1. To develop, promote, establish, own, acquire, operate, manage and maintain directly or indirectly, restaurants (including quick service restaurants), eating houses, kiosks, fast food outlets, cafeterias, food courts, tea and coffee houses, soda fountains, taverns, canteens, catering services or other store formats and provide therein all types of amenities, facilities, conveniences, refreshments, in the territory of India or elsewhere in the world and to licence to other franchisee, the right to develop, establish, operate and maintain, restaurants, eating houses, kiosks, fast food outlets, cafeteria, food courts, tea and coffee houses, soda fountains, taverns, canteens, catering services or other store formats in particular locations or regions within the territory of India or elsewhere in the world.

RESOLVED FURTHER THAT the Board (or a Committee thereof constituted for this purpose) be and is hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things and take all such steps as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise to give effect to the aforesaid resolution."

Item No. 7

To appoint Mr. Ekrem Ozer (DIN: 09381216) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 (the 'Act') and all other applicable provisions of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ekrem Ozer (DIN: 09381216) who was appointed as an Additional Director of the Company with effect from October 29, 2021 in terms of Section 161(1) of the Act and Articles of Association of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies."

Item No. 8

To approve ratification of Article 105 of the Articles of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 (the 'Act') and all other applicable provisions under the Act, (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof, and such approvals, consents, permissions, as may be required, if any, the consent of the Members of the Company be and is hereby accorded for approval and ratification of Article 105 of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps and actions for the purpose of making applications, filings and registrations as may be required in relation to the above resolution and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the aforesaid resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in this regard."

Item No. 9

To approve ratification of Article 139(d) of the Articles of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 (the 'Act') and all other applicable provisions under the Act, (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof, and such approvals, consents, permissions, as may be required, if any, the consent of the Members of the Company be and is hereby accorded for approval and ratification of Article 139(d) of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps and actions for the purpose of making applications, filings and registrations as may be required in relation to the above resolution and further to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the aforesaid resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in this regard."

Item No. 10

To alter Articles of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 (the 'Act') and the Companies (Incorporation) Rules, 2014 and all other applicable provisions under the Act, (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof, and recommendation of the Board of Directors (hereinafter referred to as the 'Board', which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), the approval of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company as under:

The existing Article 112 to be revised as:

Subject to applicable law, the QSR Directors shall have the right (but not an obligation) on behalf of QSR, to be appointed as a member of any committee or sub-committee of the Board, subject to a minimum of at least 1 (one) member on the committee.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps and actions for the purpose of making applications, filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the aforesaid resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in this regard."

By Order of the Board of Directors
For Burger King India Limited
(Formerly known as Burger King India Private Limited)

Madhulika Rawat
Company Secretary and Compliance Officer
(Membership No: F8765)

Place: Mumbai
Date: December 15, 2021

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.

2. The Board of Directors has appointed Ms. Ashwini Inamdar, failing her Mr. Atul Mehta, Partner, Mehta & Mehta, Companies Secretaries as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

3. The Postal Ballot Notice is being sent only by e-mail to those members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ('LIIPL') and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, December 17, 2021 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and, General Circular Nos. 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated December 8, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'). In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only.

4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') as amended from time to time, the Company is pleased to offer remote e-Voting facility to all the Members of the Company. The Company has appointed Link Intime India Private Limited for facilitating e-Voting to enable the Members to cast their votes electronically (hereinafter referred to as the 'remote e-Voting').

5. The documents referred to in the notice and explanatory statement (including the existing and proposed draft of amended Memorandum of Association, Articles of Association and Valuation Report) will be available for inspection by the Members of the Company (i) at the Registered Office of the Company during working hours on all working days except Saturdays upto and including the last day for remote e-Voting i.e. Thursday, January 20, 2022; and (ii) electronically, and any member seeking to inspect can send an e-mail to investor@burgerking.in with subject line “Inspection of Documents”.

6. The Notice of Postal Ballot is also placed on the website of the Company i.e.www.burgerking.in and the website of LIIPL i.e.https://instavote.linkintime.co.in and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).

7. **Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-Voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with LIIPL (in case of Members holding shares in physical form)**

   Those persons who are Members of the Company as on Cut-off date i.e. Friday, December 17, 2021 and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

i. **For Temporary Registration for Demat shareholders:**
The Members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii. **For Permanent Registration for Demat shareholders:**
It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective DP by following the procedure prescribed by the DP.

iii. **Registration of e-mail address for shareholders holding physical shares:**
The Members of the Company holding equity shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with LIIPL, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the e- mail / Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to LIIPL at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

8. The remote e-Voting period will commence on **Wednesday, December 22, 2021** (10:00 a.m. IST) and end on **Thursday, January 20, 2022** (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, December 17, 2021** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by LIIPL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

9. The instructions and other information relating to e-Voting are as under:

Login method for Individual shareholders holding securities in demat mode is given below:

i. Individual Shareholders holding securities in demat mode with NSDL

a. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.

b. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

ii. Individual Shareholders holding securities in demat mode with CDSL

a. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

b. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIMEand you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

c. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

d. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

iii. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-Voting may register for e-Voting facility of Link Intime as under:

i. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

ii. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

a. User ID: Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

b. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

c. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

d. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded 'c' and 'd', shall provide their Folio number in 'd' above*

iii. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

iv. Click "confirm" (Your password is now generated).

v. Click on 'Login' under **'SHARE HOLDER'** tab.

vi. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

i. After successful login, you will be able to see the notification for e-Voting. Select **'View'** icon.

ii. e-Voting page will appear.

iii. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).

iv. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-Voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

i. Click on**'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**

ii. Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid e-mail address, password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

10. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on **Friday, December 17, 2021.**

11. The Scrutinizer will submit the results to the Chairman of the Company or any authorised person of the Company after completion of the scrutiny of the e-Voting, and the results of the voting by Postal Ballot will be announced on or before **Saturday, January 22, 2022**.

12. The voting results along with the Scrutiniser's Report will be displayed at the Registered as well as Corporate Office of the Company, communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and additionally be uploaded on the Company's website: www.burgerking.in and on the website of LIIPL: https://instavote.linkintime.co.in.

13. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. **Thursday, January 20, 2022.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item no. 1

The existing Authorised Share Capital of the Company is ₹ 505,00,00,000/- (Rupees Five Hundred and Five Crore only) and paid up capital is ₹ 384,02,46,400 (Rupees Three Hundred Eighty Four Crore Two Lakhs Forty Six Thousand and Four Hundred Only) as at December 15, 2021.

To support the growth plans of the Company and for other general corporate purposes, it is proposed to increase the Authorised Share Capital of the Company from ₹ 505,00,00,000/- (Rupees Five Hundred and Five Crore only) divided into 50,50,00,000 (Fifty Crore Fifty Lakhs) equity shares of ₹10/- each (Rupees Ten Only) to ₹ 600,00,00,000/- (Rupees Six Hundred Crore Only) divided into 60,00,00,000 (Sixty Crore) equity shares of ₹ 10/- each (Rupees Ten Only).

Consequently, the Clause V of the Memorandum of Association ('MoA') is required to be amended as follows:

V. The Authorized Share Capital of the Company is Rs. 600,00,00,000/- (Rupees Six Hundred Crore Only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs. 10/- each (Rupees Ten Only).

The proposal for increase in Authorised Share Capital and consequent amendment in the capital clause of the MoA of the Company requires approval of members.

The Board of Directors of the Company at its meeting held on December 15, 2021, has considered, approved and recommended to the Members to approve the increase in Authorised Share Capital and consequent amendment in the capital clause of the Memorandum of Association of the Company.

The proposed draft of the amended MoA will be available for inspection by the Members of the Company (i) at the Registered Office of the Company during working hours on all working days except Saturdays upto and including the last day for remote e-Voting i.e. January 20, 2022; and (ii) electronically, and any member seeking to inspect can send an email to investor@burgerking.in with subject line “Inspection of Documents”.

None of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the **Ordinary Resolution** as set forth in item no.1, for the approval of the Members.

Item no. 2

The Company proposes to raise additional capital up to an aggregate sum of ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore) through a qualified institutions placement, preferential issue, and/ or any other permitted mode/ any combination thereof. The proposed issue of capital is subject to the approvals under applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.

In order to enable the Company to access the capital market through a public issue or on a private placement basis, the approval of the Members is hereby sought for the proposal to create, offer, issue and allot, with or without a green shoe option, such number of equity shares of the Company of face value of ₹10 (Rupees Ten) each (the 'Equity Shares'), and/ or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity

Shares, and/ or any instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as 'Securities') or any combination of Securities to any categories of investors, in one or more tranches, whether they be holders of Equity Shares of the Company or not (collectively called the 'Investors') as may be decided by the board of directors of the Company (the 'Board', including its duly authorized committee thereof) in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore) or equivalent thereof, in one or more foreign currency(ies).

Additional Information in relation to item no. 2:

In case of a qualified institutions placement, the price at which Securities are allotted to qualified institutional buyers shall not be less than the price determined in accordance with the pricing formula in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements, 2018, as amended (the 'SEBI ICDR Regulations').

This enabling special resolution seeks to empower the Board (or a duly authorized committee thereof) to issue Equity Shares and/ or other eligible securities as contemplated in the resolution set out above. The Board of the Company in their meeting held on December 15, 2021, approved the raising of capital for an amount not exceeding ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore). As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of securities to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, 2013, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required.

In connection with the proposed issue of securities, the Company is required, *inter alia*, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the type and quantum of securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board thereof to identify the investor(s), issue such number of securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The relevant Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Further, the Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, and the relevant date in this regard shall be the date as determined in accordance with SEBI ICDR Regulations and as mentioned in the resolution.

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding to, *inter alia,* augment the long-term resources of the Company for meeting funding requirements of its business activities and general corporate purposes.

The proceeds of the proposed issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Equity Shares allotted would be listed. The issue and allotment would be subject to the availability of regulatory approvals, if any.

The Directors, Promoter(s) and any person related to the promoter will not subscribe to the offer, if made under Chapter VI of SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly to any promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

None of the directors of the Company or the key managerial personnel ('KMP') of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of his/her holding of Equity Shares and to the extent of his/her subscribing to equity shares/equity linked securities if and when issued as also to the extent of subscription by a financial institution/ company/body corporate in which the KMP, Director or his/her relative may be directly or indirectly interested.

The above proposal is in the interest of the Company and the Board of the Company thus recommends resolution at item no. 2 for approval of the Members of the Company as a **Special Resolution**.

Item no. 3

As per Section 186 of the Companies Act, 2013 (the 'Act'), the approval of the shareholders of a company by means of a special resolution is required to:

(a) give any loan to any person or other body corporate;
(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

As per the latest audited balance sheet of the Company as on March 31, 2021, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to ₹ 708 Crore (Rupees Seven Hundred and Eight Crore) while one hundred per cent of its free reserves and securities premium account amounts to ₹ 797 Crore (Rupees Seven Hundred and Ninety Seven Crore). Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities, as the case may be, is ₹ 797 Crore (Rupees Seven Hundred and Ninety Seven Crore).

To make optimum use of surplus funds as and when available with the Company, for the purpose of growth of business of the Company by making investment in other bodies corporate or granting loans, giving guarantee or providing security in connection with a loan to other persons or other body corporate as and when required, the Board of Directors at its meeting held on October 29, 2021, proposed to increase the limit up to ₹ 2,500 Crore, notwithstanding the limits prescribed under Section 186 of the Act.

It may be noted that the increased limits will also be utilized in relation to the proposed acquisition of controlling stake in PT Sari Burger Indonesia ('BK Indo') intimated to the stock exchange by the Company on August 27, 2021, and November 1, 2021. The board of directors of the Company, in its meeting dated December 15, 2021 has, *inter-alia*, approved the execution of the definitive agreements

in relation to acquisition of controlling stake in BK Indo. The Company believes that BK Indo will be a good fit given the Company's experience in managing and operating the “Burger King” brand in India and also realises the high growth potential in the Indonesian market and believes that the Company will be the right partner to drive the Burger King brand in Indonesia through its next phase of growth. Further details of the said acquisition are set out in the explanatory statement for Item No. 4.

None of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed special resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the resolution as set out in item no. 3 of the Notice to the Members for their consideration and approval by way of a **Special Resolution**.

Item No. 4

As per the provisions of Section 188 of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain the consent of its Board of Directors and prior approval of the Members by way of an ordinary resolution in case a certain transaction or a series of transactions with a related party exceeds such sum as specified in the Rules.

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), approval of the Members by way of an ordinary resolution is required for all material related party transactions. Under the SEBI Listing Regulations, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. No related party of the Company can vote to approve a resolution for such a related party transaction, irrespective of whether such related party is a party to the particular transaction.

QSR Indoburger Pte. Ltd. ('QSR Indo') is a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations. It is a wholly owned subsidiary of the ultimate holding company of the Company i.e. F&B Asia Venture (Singapore) Pte. Ltd. F&B Asia Venture (Singapore) Pte. Ltd. is a member of the 'promoter and promoter group' of the Company. QSR Indo holds 66.48% stake in PT Sari Burger Indonesia ('BK Indo').

Brief Background of BK Indo:

BK Indo is an unlisted entity and was incorporated on September 27, 2006 under the laws of Indonesia. It manages and operates the “Burger King” brand in Indonesia and is involved in the business of food services and quick service restaurants including delivery, catering, franchise operations under the trademark of “Burger King” and other related business.

The highlights of BK Indo business operations are as under:

1. 1st restaurant in Jakarta in 2007 and further expansion from 54 restaurants in 2016 to 178 restaurants as on date;
2. Revenue has grown from US$ 28 million in 2016 to US$ 100 million in 2019;
3. 4 x growth in Store EBITDA from 2016 to 2019; and
4. Product portfolio comprises of widest Menu options across all protein types.

The board of directors of the Company, subject to the necessary approval of the shareholders of the Company, has approved acquisition by the Company of 83.24% stake (i.e. 416,796 equity shares) in BK Indo, by purchase of 332,876 equity shares from QSR Indo, a related party of the Company and 83,920 equity shares from PT Mitra Adiperkasa TBK (’MAP’) at an equity value arrived at by adjusting

the enterprise value of IDR 2,601 billion equivalent to USD 183 million (on a cash free and debt free basis for 100% of the shares of BK Indo), for cash, debt and debt like adjustments, normalized working capital, any profit linked plans or profit sharing arrangements with employees and partners and non-operating liabilities as agreed in the sale and purchase agreement to be executed by and amongst Company, QSR Indo, MAP, F&B Asia Ventures (Singapore) Pte. Ltd. and BK Indo ('SPA'), payable in one or more tranches, and on such terms and conditions as mentioned in the SPA ('Proposed Transaction').

The approval of the Members of the Company is sought for the acquisition of the equity shares held by QSR Indo in BK Indo as part of the Proposed Transaction by way of an Ordinary Resolution pursuant to the provisions of Section 188 of the Act and Regulation 23 of the SEBI Listing Regulations. The acquisition of equity shares held by QSR Indo in BK Indo and transactions contemplated under the SPA shall be consummated by the parties after receipt of the approval of the Members of the Company, and other necessary approvals and consents (including from the lenders and the franchisor), as may be required and fulfilment of certain other conditions.

The Proposed Transaction by the Company is on an arm's length basis. For arriving at the valuation on enterprise value basis, the Company has, *inter alia,* relied upon the valuation report of RBSA Capital Advisors LLP dated December 15, 2021 which was also considered by the Audit Committee and the Board of Directors of the Company while according their approval. The said valuation report will be available for inspection by the Members of the Company (i) at the Registered Office of the Company during working hours on all working days except Saturdays upto and including the last day for remote e-Voting i.e. January 20, 2022; and (ii) electronically, and any member seeking to inspect, can send an email to investor@burgerking.in with subject line "Inspection of Documents" and the same shall be sent to the registered e-mail address of the said member.

The particulars of the Proposed Transaction required to be disclosed under the provisions of the Act and the Rules are as under:

Name of the Related Party	QSR Indoburger Pte. Ltd.
Name of the director or key managerial personnel who is related, if any:	Mr. Amit Manocha, Mr. Ajay Kaul and Mr. Ekrem Ozer
Nature of relationship	QSR Indo holds 66.48% of the issued share capital of BK Indo and is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations. It is a wholly owned subsidiary of the ultimate holding company of the Company i.e. F&B Asia Ventures (Singapore) Pte. Ltd. ('F&B Asia'). F&B Asia is a member of the 'promoter and promoter group' of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangement	Acquisition by the Company of 66.48% stake in BK Indo, by purchase of 332,876 equity shares from QSR Indo, a related party of the Company at an equity value arrived at by adjusting the enterprise value of IDR 2,601 billion equivalent to USD 183 million (on a cash free and debt free basis for 100% of the shares of BK Indonesia), for cash, debt and debt like adjustments, normalized working capital, any profit linked plans or profit sharing arrangements with employees and partners and non-operating liabilities as agreed in

	the SPA, payable in one or more tranches, and on such terms and conditions as mentioned in the SPA.
Justification for entering into the transaction/ contract/ arrangement	BK Indo manages and operates the "Burger King" brand in Indonesia. The Company believes that BK Indo is a good fit given the Company's experience in managing and operating the "Burger King" brand in India. The Company realizes the high growth potential in the Indonesian market and believes that the Company can be the right partner to drive the "Burger King" brand in Indonesia through its next phase of growth. BK Indo is the 2nd largest and one of the fastest growing Burger QSR Chain of scale of Indonesia on account of the following factors: 1. Customer Profile, Business Environment and Opportunities; 2. Indonesia is 4th largest population in the world; 3. Substantial Millennial Population, which is similar to India market opportunities.
Any other information relevant or important for the Members to take a decision on the proposed resolution	**-**

No Member of the Company being a related party of the Company shall be entitled to vote on this resolution irrespective of whether such related party is a party to the particular transaction.

The Audit Committee and the Board of Directors of the Company have approved this item in their respective meetings held on December 15, 2021.

Other than Mr. Amit Manocha, Mr. Ajay Kaul and Mr. Ekrem Ozer, directors on the Board who are connected with QSR Asia Pte. Ltd. and/ or F&B Asia Venture (Singapore) Pte. Ltd. and their respective relatives, none of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the resolution as set out in Item No. 4 of the Notice to the Members for their consideration and approval by way of an **Ordinary Resolution.**

Item No. 5

The Members may note that, the growth strategy of the Company includes expanding business in other geographies and also look at adding other brands as a part of the portfolio of the Company.

In view of the above factors of current growth opportunities as well as path that the Company may embark upon in future and basis the confirmation on the availability of name by the Ministry of Corporate Affairs ('MCA'), now it is proposed to change the name of the Company to "Restaurant Brands Asia Limited".

Further, the Members may note that, the Board of Directors of the Company at its meeting held on October 29, 2021, decided and approved to change the name of the Company from "Burger King India

Limited" to "Restaurant Brands Asia Limited" and check availability of name with Central Registration Centre ('CRC') Registrar of Companies ('ROC'), MCA. The Company had made an application for reservation and availability of name change to the CRC, MCA and the desired name "Restaurant Brands Asia Limited" is made available by them vide their letter dated December 2, 2021 to the Company.

Consequent to the proposed new name being made available and reserved in favour of the Company, the Board of Directors at its meeting held on December 15, 2021, approved change in name of the Company from "Burger King India Limited" to "Restaurant Brands Asia Limited" and also approved consequent change in Memorandum of Association ('MoA') and Articles of Association ('AoA') of the Company subject to receipt of approval from Shareholders, Stock Exchanges where equity shares of the Company are listed, Central Government and/ or any other regulatory or statutory authority(ies) in connection with the change in name of the Company.

Consequent upon change of name of the Company, the name "Burger King India Limited" as appearing in the Name Clause of the MoA of the Company and wherever appearing in the MoA and AoA of the Company and other documents and places would have to be substituted with the new name i.e. "Restaurant Brands Asia Limited".

The Company is in compliance with conditions stipulated under Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015, as amended and a certificate pursuant to Regulation 45(3) of the said Regulations, issued by M/s. Ramanand & Associates, Chartered Accountants (FRN: 117776W) is enclosed as *Annexure I* to this Notice.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the MoA and AoA of the Company, it is necessary to obtain approval of the shareholders by way of passing a special resolution.

Therefore, the Board considers that the special resolution set out at item no. 5 in this Notice is in the best interest of the Company and recommends the said **Special Resolution** for approval of shareholders.

However, the said change in the name of the Company will be effective post receipt of approval from the Ministry of Corporate Affairs, Stock Exchanges and/ or other regulatory authority(ies) and upon receipt of fresh Certificate of Incorporation in the new name of the Company i.e. "Restaurant Brands Asia Limited".

A copy of the existing and proposed MoA and AoA will be available for inspection by the Members of the Company (i) at the Registered Office of the Company during working hours on all working days except Saturdays upto and including the last day for remote e-Voting i.e. January 20, 2022; and (ii) electronically, and any member seeking to inspect, can send and email to investor@burgeking.in with subject line "Inspection of Documents".

None of the directors and/or key managerial personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this Resolution except to the extent of their shareholding in the Company, if any.

Item No. 6

The Members may note that in order to capitalize on the potential for any business opportunities envisaged by the management outside India, it is necessary to amend the Objects Clause of the Memorandum of Association ('MoA') of the Company.

Members may note that no change in the business activities is proposed by the Company. The current

object clause mentions about carrying out business activities in the territory of India. As the Company is in the process of acquiring controlling stake in Burger King Brand in Indonesia, it is necessary to alter the current object clause to include the flexibility to carry out the business outside India as well.

In view of the requirements, the Board of Directors at its meeting held on October 29, 2021 approved alteration in the MoA as under, subject to requisite approval of shareholders of the Company. The relevant current Object Clause is reproduced hereunder, wherein the underlined portion is proposed to be added:

III A 1. To develop, promote, establish, own, acquire, operate, manage and maintain directly or indirectly, restaurants (including quick service restaurants), eating houses, kiosks, fast food outlets, cafeterias, food courts, tea and coffee houses, soda fountains, taverns, canteens, catering services or other store formats and provide therein all types of amenities, facilities, conveniences, refreshments, in the territory of India or elsewhere in the world and to licence to other franchisee, the right to develop, establish, operate and maintain, restaurants, eating houses, kiosks, fast food outlets, cafeteria, food courts, tea and coffee houses, soda fountains, taverns, canteens, catering services or other store formats in particular locations or regions within the territory of India or elsewhere in the world.

Pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013, the proposal to alter the object clause of MoA requires consent of the Members by way of special resolution. In light of the above, The Board of Directors of the Company accordingly recommends the **Special Resolution** as set out at item no. 6 in this Notice for approval of the Members.

A copy of the existing and proposed MoA will be available for inspection by the Members of the Company (i) at the Registered Office of the Company during working hours on all working days except Saturdays upto and including the last day for remote e-Voting i.e. January 20, 2022; and (ii) electronically, and any member seeking to inspect, can send and email to investor@burgeking.in with subject line “Inspection of Documents”.

None of the directors and/or key managerial personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Item No. 7

The members may note that pursuant to the provisions of Section 152 of the Companies Act (the ‘Act’) read with the rules made thereunder and the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on October 29, 2021, approved the appointment of Mr. Ekrem Ozer as an Additional Non-Executive Director of the Company subject to and with effect from the date of allotment of Director Identification Number ('DIN') by the Ministry of Corporate Affairs ('MCA') and he shall hold the office upto the ensuing Annual General Meeting of the Company.

The Members are hereby requested to note that the MCA vide its letter dated October 29, 2021 allotted DIN: 09381216 to Mr. Ekrem Ozer and thereby his date of appointment as an Additional Non-Executive Director is with effect from October 29, 2021.

Pursuant to amendment (effective from January 1, 2022) to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ekrem Ozer, who is appointed as an Additional Non-Executive Director on the Board of the Company, shall hold the office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing from a member of the Company under Section 160(1) of the Act proposing the candidature of Mr. Ekrem Ozer for the office of a Director of the Company. Accordingly, the Board recommends the **Ordinary Resolution** as set out at item no. 7 in this Notice for appointment of Mr. Ekrem Ozer as Non-Executive (Non-Independent) Director of the Company for approval of the Members through this Postal Ballot.

Mr. Ekrem Ozer is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority.

Brief Profile of Mr. Ekrem Ozer and other details as required under the Act, Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this notice as *Annexure II.*

None of the directors and/or key managerial personnel of the Company and/or their relatives except Mr. Ekrem Ozer and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

Item No. 8 & 9

The shareholders may note that the existing Articles 105 and 139(d) of the Articles of Association ('AoA') require approval of the shareholders through special resolution after completion of Initial Public Offering ('IPO') of the Company. These relevant articles are extracted below:

Article 105

Subject to applicable law, the corporate governance requirements and shareholders' approval by way of a Special Resolution immediately after the listing of Equity Shares of the Company, (i) subject to Article 139(d), the chief executive officer of the Company shall hold office as a whole time Director on the board of the Company, and (ii) QSR shall have the right to nominate the Directors on the board of the Company ('QSR Directors') in the following manner:

(a) QSR shall be entitled to nominate four (4) Directors on the Board, for so long as QSR continues to hold at least 40% (forty percent) of the total issued and fully paid-up equity share capital of the Company, calculated on a Fully Diluted Basis; and
(b) QSR shall be entitled to nominate three (3) Directors on the Board, for so long as it holds at least 25% (twenty five percent) of the total issued and fully paid up equity share capital of the Company, calculated on a Fully Diluted Basis.

Notwithstanding anything contained in this Article 105, in the event of a termination or removal or vacancy of a QSR Director appointed pursuant to this Article 105, QSR shall have the right to nominate a new QSR Director in accordance with this Article 105. Additionally, subject to applicable law (including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended), so long as QSR holds 15% or more of the issued and paid-up equity share capital of the Company, on a Fully Diluted Basis, it shall have a right to designate one individual to attend all Board meetings as an observer (such individual, the 'Board Observer'). The Board Observer may participate in board meetings and shall receive the same information, including the materials, given to the other members of the Board. The Board Observer shall not vote on any matters placed before the Board. The Board Observer may be removed or replaced at any time by the Company upon receiving instructions of QSR.

Article 139(d)

Notwithstanding the above and subject to applicable law, on and from the date hereof and until such time that QSR continues to remain 'promoter' of the Company, it shall have a right to appoint the chief executive officer of the Company, who shall hold office as a whole time Director. Provided however that, shareholders' approval by way of a special resolution immediately after the listing of Equity Shares is obtained by the Company for the purposes of this article coming into effect.

Accordingly, the Board of Directors of the Company, by way of a resolution dated December 15, 2021,

has approved seeking the approval and ratification of the shareholders in relation to the aforesaid provisions of the AoA by way of a Special Resolution. Therefore, the approval and ratification of shareholders of the Company is sought by way of special resolution, for bringing into effect the aforementioned articles.

The copy of existing AoA will be available for inspection by the Members of the Company (i) at the Registered Office of the Company during working hours on all working days except Saturdays upto and including the last day for remote e-Voting i.e. January 20, 2022; and (ii) electronically, and any member seeking to inspect, can send and email to investor@burgeking.in with subject line “Inspection of Documents”.

Other than Mr. Ekrem Ozer, director on the Board who is connected with QSR Asia Pte. Ltd. and his relatives, none of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed special resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the **Special Resolution**, as set out in item nos. 8 and 9 of the notice, for approval of the shareholders.

Item No. 10

The Members may note that Article 112 of the Articles of Association ('AoA') allows promoters to nominate directors who will be part of board committees of the Company. Also, the quorum of all the meeting of committee where QSR Director has been appointed as a member shall require to have at least 1 of the QSR Director to be present in the meeting. This would lead to a situation where if any committee have 1 QSR Director as a member and if he/she is unable to attend the said meeting, then the other members will not be able to continue the meeting without his presence.

Accordingly, in order to address the matter, it is proposed to amend the Article 112 of the AoA of the Company as specified in the Resolution. The relevant current Article and the proposed revised Article are reproduced hereunder:

Article number in the AOA	Current version	Revised Version
112	***COMPOSITION OF COMMITTEE*** *Subject to applicable law and shareholders' approval by way of a Special Resolution immediately after the listing of Equity Shares of the Company, the QSR Directors shall have the right (but not an obligation) on behalf of QSR, to be appointed as a member of any committee or sub-committee of the Board, subject to a minimum of at least 1 (one) member on the committee. Subject to applicable law, the quorum for all meetings of the committee or sub-committee of the Board where QSR Director has been appointed as a member, shall require to have at least 1 (one) of the QSR Directors, who*	***COMPOSITION OF COMMITTEE*** *Subject to applicable law, the QSR Directors shall have the right (but not an obligation) on behalf of QSR, to be appointed as a member of any committee or sub-committee of the Board, subject to a minimum of at least 1 (one) member on the committee.*

	shall be required to be present throughout the meeting. The Shareholders of the Company shall take such actions as may be necessary to enable the relevant QSR Directors to exercise such right. Provided however that, prior to the appointment of QSR Director as a member of the committee, the Company shall ensure that it has obtained shareholders' approval by way of a Special Resolution immediately after the listing of Equity Shares of the Company.	

Accordingly, the Board of Directors of the Company, by way of a resolution dated December 15, 2021, has approved and recommended the amendment of aforesaid provisions of the AoA by way of a Special Resolution. Therefore, amendment of article 112 of the AoA of the Company is sought by way of special resolution.

The copy of existing and proposed AoA will be available for inspection by the Members of the Company (i) at the Registered Office of the Company during working hours on all working days except Saturdays upto and including the last day for remote e-Voting i.e. January 20, 2022; and (ii) electronically, and any member seeking to inspect, can send and email to investor@burgeking.in with subject line “Inspection of Documents”.

Other than Mr. Ekrem Ozer, director on the Board who is connected with QSR Asia Pte. Ltd. and his relatives, none of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed special resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the **Special Resolution**, as set out in item no. 10 of the notice, for approval of the shareholders.

By Order of the Board of Directors
For Burger King India Limited
(Formerly known as Burger King India Private Limited)

Madhulika Rawat
Company Secretary and Compliance Officer
(Membership No: F8765)

Place : Mumbai
Date: December 15, 2021

Annexure I

Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To whom so ever it may concern

We refer to the application of availability and name change made by Burger King India Limited, CIN: L55204MH2013FLC249986, having its registered office at Unit Nos. 1003 to 1007, 10th Floor, Mittal Commercia, Asan Pada Road, Chimatpada, Marol, Andheri (E) Mumbai 400 059, made to The Registrar of Companies. The new name available and approved is **Restaurant Brands Asia Limited.**

In this regard, pursuant to Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015, we hereby confirm that;

a. A time period of at least one year has elapsed from the last name change;

b. There is no change in the business activity of the Company and at least 50% of the company's total revenue in the preceding 1 year period has been accounted from the existing activity suggested by the new name.

For Ramanand & Associates
Chartered Accountants
Firm Registration Number: 117776W

Sd/-
Ramanand Gupta
Partner
Membership Number: 103975
UDIN: 21103975AAABBQ8069

Date: December 7, 2021
Place: Mumbai

Annexure II

Information pursuant to Regulation 26(4) and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed

Mr. Ekrem Ozer

Director Identification Number	09381216
Date of Birth and Age	July 23, 1981 and 40 years
Brief resume & qualification	He is the President of Restaurant Brands International (RBI) for Asia Pacific region. He is based in Singapore and oversees, in the region, RBI Brands: BURGERKING®, TIM HORTONS® and POPEYES®. He holds a Business Degree from Indiana University Bloomington (2003).
Nature of his expertise in specific functional areas	He previously served as the CEO of Burger King in China. Prior to that, he was the Group CFO of Tab Food Investments, one of the largest Quick Service Restaurant operators in the world with over 2,000 restaurants.
Date of first appointment on the Board	October 29, 2021
Terms and conditions of appointment or re-appointment	He is proposed to be appointed as Non- Executive Director, liable to retire by rotation.
Details of remuneration sought to be paid	Nil
Remuneration last drawn by Director	
Shareholding of non-executive directors including shareholding as a beneficial owner	Nil
Relationship with other Director, Manager and other Key Managerial Personnel of the company	He is not related to other Directors and /or Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the year	2 out of 2
List of other Companies in which Directorship is held [(1)]	Nil
Chairperson/ Member of Committee(s) of Board of Directors of the Company [(2)]	Nil
Chairperson/ Member of Committee(s) of Board of Directors of the other Company [(2)]	Nil

Notes:

[(1)] In terms of the applicable provisions of the Act and SEBI Listing Regulations, total number of directorships:

a. consist of directorships in all public limited companies (including deemed public company), whether listed or not;

b. excludes this company, foreign companies, private limited companies and companies formed under section 25 of the erstwhile Companies Act, 1956 and under section 8 of the Act.

[(2)] In terms of the applicable provisions of SEBI Listing Regulations, memberships in committee only includes the audit committee and stakeholders relationship committee in other public limited companies (including deemed public company), whether listed or not and chairmanships in committee only includes the audit committee and stakeholders relationship committee in other listed entities.