Restaurant Brands Asia Limited

(Formerly known as Burger King India Limited)
CIN: L55204MH2013FLC249986
Registered Office: Unit Nos. 1003 To 1007, 10th Floor, Mittal Commercia, Asan Pada Road, Chimatpada, Marol, Andheri (East), Mumbai - 400 059
Website: www.burgerking.in | Tel No.: +91 22 7193 3000 | E-mail: investor@burgerking.in

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'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and other applicable laws and Regulations (including any statutory modification or re-enactment thereof for the time from time to time), for seeking approval of members of Restaurant Brands Asia Limited (formerly known as Burger King India Limited) (the 'Company') to the proposed resolution appended below through Postal Ballot, only through remote voting by electronic means ('remote e-Voting'):

SPECIAL BUSINESS

Item No. 1

To appoint Mr. Rafael Odorizzi De Oliveira (DIN: 09492506) as Non-Executive (Non-Independent) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of Mr. Rafael Odorizzi De Oliveira (DIN: 09492506) who was appointed as an Additional Director of the Company with effect from February 3, 2022 in terms of Section 161(1) of the Act and Articles of Association of the Company, as a Non- Executive (Non-Independent) Director of the Company and whose office shall be 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."

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

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

Place: Mumbai
Date: March 24, 2022

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. In compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors has appointed Ms. Ashwini Inamdar, failing her Mr. Atul Mehta, Partner, Mehta & Mehta, Company 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, March 25, 2022** ('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'). A person who is not a Member as on the cut-off date should treat this Notice of Post Ballot for information purpose only. 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, Secretarial Standard on General Meeting ('SS-2') 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 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. **Wednesday, April 27, 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" mentioning their name, Folio no./ Client ID and DP ID, and the documents they wish to inspect.

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, March 25, 2022** 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 orJPEG 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 **Tuesday, March 29, 2022** (10:00 a.m. IST) and end on **Wednesday, April 27, 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, March 25, 2022** 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 LINKINTIME and 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'** filelink).

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 email 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, March 25, 2022.**

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 **Friday, April 29, 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. **Wednesday, April 27, 2022**.

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

Item No. 1

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 based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on February 3, 2022, approved the appointment of Mr. Rafael Odorizzi De Oliveira as an Additional Non-Executive Director (Non-Independent) 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 or three months from the date of appointment whichever is earlier.

The Members are hereby requested to note that the MCA vide its letter dated February 3, 2022 allotted DIN 09492506 to Mr. Rafael Odorizzi De Oliveira and thereby his date of appointment as an Additional Non-Executive Director is with effect from February 3, 2022.

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. Rafael Odorizzi De Oliveira for the office of a Director of the Company. Accordingly, the Board recommends the Ordinary Resolution as set out at item no. 1 in this Notice for appointment of Mr. Rafael Odorizzi De Oliveira as Non-Executive (Non-Independent) Director of the Company for approval of the Members through this Postal Ballot.

Mr. Rafael Odorizzi De Oliveira 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. Rafael Odorizzi De Oliveira 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 I**.

None of the directors and/or key managerial personnel of the Company and/or their relatives except Mr. Rafael Odorizzi De Oliveira 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.

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

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

Place : Mumbai
Date: March 24, 2022

Annexure I

Information pursuant to Regulation 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. Rafael Odorizzi De Oliveira

Director Identification Number	09492506
Date of Birth and Age:	April 3, 1985 and 37 years
Brief resume	He is the President of Restaurant Brands International ('RBI') for the Asia Pacific region and oversees, RBI brands: BURGER KING®, TIM HORTONS®, POPEYES®, and FIREHOUSE SUBS®. He holds a master's degree in business administration from Kellogg School of Management, Northwestern University.
Nature of his expertise in specific functional areas:	He previously served as the Regional Vice-President, Burger King® for the EMEA region. He has been with RBI since 2014 and has held strategic roles in both Zug and Miami offices, including General Manager for the BK EMEA North Division, Head of operations for EMEA, and Director of Operations & Quality Assurance for Latin America in Miami.
Date of first appointment on the Board	February 3, 2022
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	1
List of other Companies in which Directorship is held here along with listed entities from which the person has resigned in the past three year (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.