



**Restaurant Brands Asia Limited**

(Formerly known as Burger King India Limited)

CIN: L55204MH2013FLC249986

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

Website: [www.burgerking.in](http://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. 09/2023, 11/2022, 3/2022, 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated September 25, 2023, December 28, 2022, May 5, 2022, 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, 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 Ms. Roshini Bakshi (DIN: 01832163) 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 the 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 amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, from time to time and based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Ms. Roshini Bakshi (DIN: 01832163) who was appointed as an Additional Director of the Company with effect from August 23, 2023 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)**

**Place: Mumbai  
Date: September 26, 2023**

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

**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 ('LIPL') 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, September 22, 2023** ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and, General Circular Nos. 09/2023, 11/2022, 3/2022, 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated September 25, 2023, December 28, 2022, May 5, 2022, 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 Notice of Postal Ballot is also placed on the website of the Company i.e. [www.burgerking.in](http://www.burgerking.in) and the website of LIPL 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](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
6. **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 LIPL (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, September 22, 2023** 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](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://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](mailto: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 LIPL, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://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 LIPL at [rnt.helpdesk@linkintime.co.in](mailto: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.

7. The remote e-Voting period will commence on **Saturday, September 30, 2023** (10:00 a.m. IST) and end on **Sunday, October 29, 2023** (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, September 22, 2023** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by LIPL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

8. 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](http://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](http://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/ Non-Individual Shareholder holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form/ Non-Individual Shareholder holding securities in demat mode 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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - 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.*

*\*Shareholders holding shares in **NSDL form**, shall provide “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 LIPL 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 LIPL INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000                |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free no. 1800 22 55 33 |

**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".
9. 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, September 22, 2023**.
  10. 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 **Tuesday, October 31, 2023**.
  11. 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](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and additionally be uploaded on the Company's website: [www.burgerking.in](http://www.burgerking.in) and on the website of LIPL: <https://instavote.linkintime.co.in>.

12. 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. **Sunday, October 29, 2023**.
13. Any recipient of the Postal Ballot Notice who is not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
14. Members are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date, in respect of such joint holding will be entitled to vote.

## **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 August 23, 2023, approved the appointment of Ms. Roshini Bakshi (DIN: 01832163) as an Additional Non-Executive (Non-Independent) Director of the Company with effect from August 23, 2023 and she 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 Company has received a notice in writing from a member of the Company under Section 160(1) of the Act proposing the candidature of Ms. Roshini Bakshi 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 Ms. Roshini Bakshi as Non-Executive (Non-Independent) Director of the Company for approval of the Members through this Postal Ballot.

Ms. Roshini Bakshi is not disqualified from being appointed as a Non-Executive (Non - Independent) Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. She 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 Ms. Roshini Bakshi 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 Ms. Roshini Bakshi and her 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: September 26, 2023**

**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**

**Ms. Roshini Bakshi**

|                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Director Identification Number</b>                       | 01832163                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Date of Birth and Age</b>                                | March 30, 1967 and 56 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Brief resume</b>                                         | <p>Ms. Roshini Bakshi is a Managing Director, Private Equity at Everstone Capital Asia Pte Ltd. based out of Singapore. Her role includes driving value creation in investee companies across all verticals in the areas of high-performance teams and human capital management, brand transformation and ESG. She also heads Diversity and Inclusion for the firm and its investments.</p> <p>Currently, she is also a Director on the board of two public listed companies viz. Persistent Systems Limited and JM Financial Limited. Prior to Everstone, she was the CEO and Managing Director for the Walt Disney Company's Consumer, media and retail business for South Asia, where she set up and grew the business to more than \$400 million in revenue. Some of her earlier roles were with Unilever, American Express, Mattel, and Polaris. She was earlier on the board of Max Healthcare, the largest hospital network in India.</p> <p>She holds an MBA degree from the Indian Institute of Management (Ahmedabad, India) and an undergraduate degree from St. Stephens College (Delhi, India) majoring in Economics (Hons).</p> <p>She supports Enterprise Singapore, A Govt. of Singapore enterprise as a mentor to some of the tech and consumer startups based in Singapore. In addition to this, she is the co-chair of the DEI committee at the Singapore Ventura Capital Association.</p> |
| <b>Nature of her expertise in specific functional areas</b> | <p>She has more than 30 years of general management and marketing experience and strong track record in consumer industries, setting strategy and improving operational effectiveness to deliver greater financial returns.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Date of first appointment on the Board</b>               | August 23, 2023                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

|                                                                                                      |                                                                                                                                  |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|
| <b>Terms and conditions of appointment or re-appointment</b>                                         | She is proposed to be appointed as Non- Executive (Non-Independent) Director, liable to retire by rotation.                      |
| <b>Details of remuneration sought to be paid</b>                                                     | Nil                                                                                                                              |
| <b>Remuneration last drawn by Director</b>                                                           |                                                                                                                                  |
| <b>Shareholding of non-executive directors including shareholding as a beneficial owner</b>          | Nil                                                                                                                              |
| <b>Relationship with other Director, Manager and other Key Managerial Personnel of the company</b>   | She is not related to other Directors and /or Key Managerial Personnel of the Company                                            |
| <b>Number of Meeting of the Board attended during the Financial Year 2023-24</b>                     | 1 (One)                                                                                                                          |
| <b>List of other Companies in which Directorship is held <sup>(1)</sup></b>                          | 1. JM Financial Limited<br>2. Persistent Systems Limited<br>3. JM Financial Products Limited<br>4. Fresh and Honest café Limited |
| <b>Chairperson/ Member of Committee(s) of Board of Directors of the Company <sup>(2)</sup></b>       | 1. Stakeholders Relationship Committee – Member                                                                                  |
| <b>Chairperson/ Member of Committee(s) of Board of Directors of the other Company <sup>(2)</sup></b> | 1. JM Financial Limited:<br>Audit Committee – Member<br>2. Persistent Systems Limited:<br>Audit Committee – Member               |
| <b>Names of listed entities from which Director has resigned in the past three years</b>             | 1. Eclerx Services Limited                                                                                                       |

**Notes:**

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

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