



POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

OF

RESTAURANT BRANDS ASIA LIMITED
(Formerly known as Burger King India Limited)

Document Control:

Version	Approved by	Date
Version 1.0	Board of Directors	March 7, 2022
Version 2.0	Board of Directors	August 12, 2022

1. Purpose of this policy:

Restaurant Brands Asia Limited (“**Company**”) is governed amongst others by the rules and regulations framed by Securities Exchange Board of India (“**SEBI**”). SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**Listing Regulations**”) lays out regulatory requirements for material subsidiary companies.

The board of directors (the “**Board**”) of the Company has adopted the policy and procedures for determining ‘material’ subsidiary companies (“**Policy**”) in accordance with the provisions of Regulation 16(1)(c) of the Listing Regulations.

This Policy will be used to determine the material subsidiaries and material unlisted Indian subsidiaries of the Company and to provide the governance framework for such subsidiaries.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 (“**Act**”) and the rules, notifications and circulars made/issued thereunder, as amended, from time to time.

2. Definitions

“**Audit Committee**” means the committee constituted by the Board of Directors of the Company in accordance with section 177 of the Act and Regulation 18 of the Listing Regulations.

“**Independent Director**” means a director of the Company, not being a whole time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under the Act and the Listing Regulations.

“**Material Subsidiary**” shall mean a subsidiary, whose turnover[#] or net worth exceeds 10 (ten) per cent of the consolidated turnover[#] or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

“**Material Unlisted Indian Subsidiary**” shall mean an unlisted subsidiary, incorporated in India, whose turnover[#] or net worth (i.e. paid up capital and free reserves) exceeds 10 (ten) per cent of the consolidated turnover[#] or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

“**Significant transaction or arrangement**” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10 (ten) per cent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted material subsidiary for the immediately preceding accounting year.

“**Subsidiary**” shall be as defined under the Act and the rules made thereunder.

[#] turnover from operations from the Company would mean revenue from operations as appearing in the financial statements of the Company.

*Amended vide Listing Regulation amendment dated December 12, 2024

3. **“Unlisted Subsidiary”** means subsidiary whose securities are not listed on any recognized Stock Exchanges.

4. Policy and procedure

- a) The Audit Committee shall also review the financial statements, in particular, the investments made by the unlisted subsidiary of the Company.
- b) The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the Company at regular intervals.
- c) The Board shall be provided periodically, with a statement of all significant transactions and arrangements entered into by the unlisted subsidiary Company.
- d) At least 1 (one) Independent Director of the Company shall be a director on the board of the unlisted material subsidiary whether incorporated in India or not. For the purposes of this provision, the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds 20 (twenty) per cent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- e) The Company shall not dispose of shares in its material subsidiary, which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50 (fifty) per cent or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting except in cases where such divestment is made under a scheme of arrangement duly approved by Court/Tribunal or under a resolution plan duly approved under Section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within 1 (one) day of the resolution plan being approved.
- f) Selling, disposing and leasing of assets amounting to more than 20 (twenty) per cent of the assets of the Material Subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under Section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

*Nothing contained in clause f) shall be applicable if such sale, disposal or lease of assets is between two wholly-owned subsidiaries of the Company.

5. Dissemination

This Policy shall be hosted on the website of the Company and a web link thereto shall be provided in the annual report of the Company.

**Amended vide Listing Regulation amendment dated December 12, 2024*

6. Limitation and Amendment

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.