

August 20, 2022

BSE Limited
Corporate Relations Department
Phiroze Jeejeeboy Towers
Dalal Street, Fort,
Mumbai- 400 001
Scrip Code: 543248

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor, Plot no. C/1,
G Block, Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051
SYMBOL: RBA

Sub.: Notice of the 9th Annual General Meeting of Restaurant Brands Asia Limited (*'the Company'*)

Ref.: Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*'SEBI Listing Regulations'*)

Dear Sir/ Ma'am,

In reference to our earlier letters dated August 12, 2022 and August 18, 2022 and pursuant to the SEBI Listing Regulations, please find enclosed herewith the Notice of the 9th Annual General Meeting of the Company (*'Notice of the AGM'*).

The Notice of the AGM along with the Annual Report FY 2021-22, is being sent today to the shareholders whose e-mail IDs are registered with the Company/ Depository Participants.

The same are also available on the website of:

- the Company at www.burgerking.in; and
- the Registrar and Share Transfer Agent viz. Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

We request you to take the same on your records.

Thanking You,
For Restaurant Brands Asia Limited
(Formerly Known as Burger King India Limited)

Madhulika Rawat
Company Secretary and Compliance Officer
Membership No.: F8765

restaurant brands asia limited

(Formerly known as Burger King India Limited)



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

CIN: L55204MH2013FLC249986

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

Website: www.burgerking.in | **Tel No.:** +91 22 7193 3000 | **E-mail:** investor@burgerking.in

NOTICE

NOTICE IS HEREBY GIVEN THAT the Ninth (9th) Annual General Meeting ('AGM') of Restaurant Brands Asia Limited ('the Company') will be held on **Wednesday, September 14, 2022 at 4:00 p.m.** Indian Standard Time ('IST') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

- 1. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors along with annexures and the Auditor's thereon and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditor's thereon**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **ORDINARY RESOLUTIONS:**

- "RESOLVED THAT** the Audited Standalone Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2022, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on that date together with the Notes forming part thereof and Annexures thereto alongwith the Report of the Board of Directors and Auditor's thereon, be and is hereby approved and adopted."
- "RESOLVED THAT** the Audited Consolidated Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2022, the

Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on that date together with the Notes forming part thereof and Annexures thereto alongwith Auditor's thereon, be and is hereby approved and adopted."

- 2. Re-appointment of Mr. Ajay Kaul (DIN : 00062135), director liable to retire by rotation**

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 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ajay Kaul (DIN : 00062135), who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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

Place: Mumbai
Date: May 30, 2022

Madhulika Rawat
Company Secretary
(Membership No. F8765)

NOTES:

1. VIRTUAL 9TH AGM OF THE COMPANY:

Ministry of Corporate Affairs ('MCA') has vide its General Circular nos. 02/2022 dated May 5, 2022 and 21/2021 dated December 14, 2021 read with Circular nos. 02/2021, 20/2020, 17/2020, and 14/2020 dated January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020, respectively ('MCA Circulars') permitted to conduct the AGM through VC or OAVM on or before December 31, 2022.

Further, the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with circular nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, had given relaxations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. compliances of AGM ('SEBI Circulars').

In view of the aforesaid and in compliance with the MCA Circulars and SEBI Circulars, the 9th AGM of the Members of the Company is being held through VC or OAVM.

Accordingly, members are requested to attend and participate in the 9th AGM through VC/ OAVM.

The venue of the 9th AGM shall be deemed to be the Registered Office of the Company i.e. Unit Nos. 1003 to 1007, 10th Floor, Mittal Commercial, Asan Pada Road, Chimatpada, Marol, Andheri (East), Mumbai - 400 059, Maharashtra. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013 ('ACT'):

As there is no special business in the Notice of AGM, the statement pursuant to Section 102 of the Act, setting out the material facts in respect of special business is not annexed hereto.

The relevant details with respect of Directors seeking appointment/ re-appointment at the AGM, in terms of regulations 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and clause 1.2.5 of Secretarial Standards on General Meetings, are set out in **Annexure A**, which forms part of this notice.

3. ELECTRONIC DISPATCH OF ANNUAL REPORT AND NOTICE OF AGM:

- The MCA and SEBI vide its circulars mentioned above has dispensed with the requirement of printing and sending the hard copies of the Annual Report along with AGM Notice and the same shall

be sent through electronic means to the Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') / Depository Participants ('DPs'). Also it is mandated on the part of the Company to give a general newspaper notice to the shareholders informing the following:

- Statement that the AGM will be held through electronic means i.e. VC / OAVM
- Availability of the AGM notice on the website of the Company and of the Stock Exchanges
- Manner of voting through remote e-Voting or e-Voting during the meeting
- Manner of registering the email address with the Company
- Manner of receiving dividend, if any, directly through ECS or any other means
- Any other matter as prescribed

- Accordingly, the Annual Report and AGM Notice is being sent to the shareholders through electronic means and the same will be also available on the website of the Company at www.burgerking.in, websites of the Stock Exchanges viz. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Link Intime India Private Limited ('LIIPL' / 'LINKINTIME') at <https://instavote.linkintime.co.in>

4. ATTENDANCE AT THE AGM:

- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- As per the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 9th AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 9th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Pursuant to the provisions of the Act and the MCA Circulars, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., to the Company Secretary at investor@burgerking.in, authorizing its representative to attend and participate in the AGM through VC / OAVM on its behalf & to vote through e-Voting. The Resolution/ Authorization shall be sent not less than 48 (forty-eight) hours before the commencement of the AGM i.e. by 4:00 p.m. on Monday, September 12, 2022.

- Since the AGM is being held through VC / OAVM, the participation of members will be on first-come-first-serve basis. However, the large shareholders (shareholders holding shares more than 2%), Promoters, Directors, Key Managerial Personnel, the Chairperson of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Statutory Auditors, etc. are allowed to attend the AGM without the restriction on account of first-come-first-serve basis.

5. INSPECTION OF DOCUMENTS:

- All documents referred to in the accompanying Notice shall be available for inspection electronically. The relevant documents will also be available for inspection by the Members electronically during the AGM. Members seeking to inspect such documents can send an email to investor@burgerking.in with subject line "Inspection of AGM Documents".
- The following documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws will be available for inspection by the Members electronically during the AGM on September 14, 2022. Members seeking to inspect such documents can send an email to investor@burgerking.in.
 - (a) Certificate from Secretarial Auditor of the Company that the Employees Stock Options Scheme of the Company has been implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (b) Register of Directors and Key Managerial Personnel and their shareholding; and
 - (c) Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act.

6. MEMBER'S PARTICIPATION AT AGM THROUGH VC / OAVM:

Members/ Shareholders will be able to attend the AGM through VC or OAVM through InstaMeet provided by LIPL.

Process and manner for attending the Annual General Meeting through InstaMeet:

- A. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- B. Select the "Company" and "Event Date" and register with your following details:

Demat Account or Folio No	Enter your 16 digit Demat Account No. or Folio No <ul style="list-style-type: none"> • Shareholders/ Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID • Shareholders/ Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID • Shareholders/ Members holding shares in physical form shall provide Folio Number registered with the Company
PAN	<ul style="list-style-type: none"> • Enter your 10-digit Permanent Account Number (PAN) • Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable
Mobile No. and E-mail ID	<ul style="list-style-type: none"> • Enter your mobile number • Enter your e-mail ID, as recorded with your DP/Company.

- C. Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Notes:

- (a) Shareholders/ Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the AGM.
- (b) Shareholders/ Members are encouraged to join the AGM through Tablets/ Laptops connected through broadband for better experience.
- (c) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the AGM.
- (d) Please note that shareholders/ members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (e) Please refer the instructions with respect to software requirements on the website of the Company at www.burgerking.in and also at www.linkintime.co.in
- (f) In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022 - 4918 6175.

Speakers Registration for the AGM:

1. Shareholders/Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request atleast **3 days before the AGM** mentioning their name, demat account number/folio number, e-mail ID, mobile number at investor@burgerking.in.
2. Shareholders will get confirmation on **first come first serve basis** depending on the availability of time at the AGM.
3. Shareholders will receive **“speaking serial number”** once they mark attendance for the meeting.
4. Shareholders/Members are requested to remember speaking serial number and start the conversation only when moderator of the meeting/ management will announce the name and serial number for speaking.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) days prior to the AGM mentioning their name, demat account number/ folio number, e-mail ID, mobile number at investor@burgerking.in. The Company will give response to the queries suitably by e-mail.

Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the AGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly. However, the Company will suitably respond to the questions which have remained unanswered during the meeting, over email.

7. E-VOTING:

- A. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Secretarial Standards on General Meetings and Regulation

44 of the SEBI Listing Regulations, the Company is required to give the facility of voting through electronic means. Accordingly, the Company is pleased to offer the e-Voting facility before the AGM through remote e-Voting and during the AGM to its shareholders.

- B. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (‘ESP’) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID in their demat accounts to access e-Voting facility.

Remote E-Voting:

The remote e-Voting period will commence on **Saturday, September 10, 2022 (9:00 A.M. IST) and end on Tuesday, September 13, 2022 (5:00 P.M. IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e **Wednesday, September 7, 2022**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by LinkIntime for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> • Please visit the e-Services 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-Services is launched, 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>B. Users not registered for IDEAS e-Services:</p> <ul style="list-style-type: none"> 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.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 held 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest</p> <ul style="list-style-type: none"> Existing user 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. 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. <p>B. Users who have not opted for Easi/Easiest: Option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>C. By visiting the website of CDSL:</p> <ul style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail 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 where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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.

II. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-Voting may register for e-Voting facility of LINKINTIME as under:

- A. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “SHARE HOLDER” tab and register with your following details:

USER ID	<ul style="list-style-type: none"> • Shareholders/ Members 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.
PAN & DOB/DOI	<ul style="list-style-type: none"> • Enter your 10-digit Permanent Account Number (PAN); • Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. • Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
Bank Account Number	<ul style="list-style-type: none"> • 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 DOB/DOI and Bank Account Number, shall provide their Folio number in Bank Account Number.

- C. 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).
- D. Click “confirm” (Your password is now generated).
- E. Click on “Login” under “**SHARE HOLDER**” tab.
- F. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on “**Submit**”
- G. After successful login, you will be able to see the notification for e-Voting. Select “**View**” icon.
- H. E-Voting page will appear.
- I. 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).
- J. 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.

III. Guidelines to 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 & e-Voting service Provider is LIPL:

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

IV. Individual Shareholders have forgotten the password:

Individual Shareholders holding securities in Physical mode have forgotten the password:	Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:
<p>If an Individual Shareholder 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 LIPL: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> Click on “Login” under “SHARE HOLDER” tab and further Click ‘forgot password?’ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”. <p><i>In case shareholder 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.</i></p> <p><u>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):</u> Your User ID is Event No + Folio Number registered with the Company.</p>	<p>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.</p> <ul style="list-style-type: none"> 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”.

E-voting at the AGM:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-Voting can cast the vote as under:

Sr. No.	Steps
1.	On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2.	Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail ID) received during registration for InstaMeet and click on ‘Submit’.
3.	After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4.	Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under “Favour/Against”.
5.	After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6.	Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

8. OTHER INFORMATION RELATED TO E-VOTING

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. **Wednesday, September 7, 2022**, only shall be entitled to avail the facility of e-Voting, either through remote e-Voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- b. Members who have cast their vote by remote e-Voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. Shareholders/ Members, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the AGM.
- c. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Wednesday, September 7, 2022**.
- d. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. **Wednesday, September 7, 2022**, may follow the procedure for remote e-Voting as enumerated in detail hereinabove.
- e. Every client ID no./ folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- f. The Board of Directors has appointed Ms. Ashwini Mohit Inamdar, Partner of M/s. Mehta and Mehta, Company Secretaries, failing her, Mr. Atul Mehta, Partner of M/s. Mehta and Mehta, Company Secretaries as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- g. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes

cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- h. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- i. The Results of voting declared along with Scrutinizer's Report will be displayed on the website of the Company (www.burgerking.in) and LIPL website (www.linkintime.com) and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited. The result of the e-Voting will also be displayed at the Registered Office of the Company.

9. GENERAL GUIDANCE TO MEMBERS

- As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agent, Link Intime India Private Limited for assistance in this regard.

• **Nomination Facility:**

As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them.

Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he / she may submit the same in Form SH-14.

The said forms to be submitted as follows:

Shares in Physical Form	To the Company / RTA
Shares in Dematerialised Form	To their DP with whom they are maintaining their demat account

- **Updation of Address and Bank Details:**

In case any change in the address or bank details of the Members they are requested to inform the same to the following:

For Shares in Physical Form	To the Company / RTA
For Shares in Dematerialised Form	To their DP with whom they are maintaining their demat account

For any assistance regarding share transfers, transmissions, change of address or bank mandates, duplicate / missing share certificates and other related matters, the RTA of the Company may be contacted at the following address:

Link Intime India Private Limited

C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400 083.

Tel.: 022 - 4918 6270/ 4918 6200 / 1800 1020 878

Fax: 022 - 4918 6060

Email: mt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

- **Green Initiative:**

With a view to take “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies, the MCA has allowed companies to share/send the documents with/ to members respectively through electronic communication. It is a welcome move for the society at large, as this will minimize the utilization of paper to a great extent and allow public at large to contribute towards a greener environment.

To support the “Green Initiative”, the Members who have not yet registered their e-mail addresses are requested to register the same with the RTA / DPs as follows:

For Shares in Physical Form	To the Company / RTA
For Shares in Dematerialised Form	To their DP with whom they are maintaining their demat account

Registering e-mail address helps to receive communication promptly, reduce paper consumption and save trees, eliminate wastage of paper, avoid loss of document in postal transit and save costs on paper and on postage.

An electronic copy of the Annual Report 2021-22 of the Company, *inter-alia*, comprising Notice of 9th AGM is being sent to the Members through electronic means and the same will be also available on the website of the Company at www.burgerking.in, websites of the Stock Exchanges viz. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of LIPL at <https://instavote.linkintime.co.in>.

- Non-resident Indian shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/or the particulars of the NRE account with a bank in India, if not furnished earlier.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN and / or AADHAAR to the Company/ RTA.

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

Madhulika Rawat

Company Secretary

(Membership No. F8765)

Place: Mumbai

Date: May 30, 2022

ANNEXURE A

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. AJAY KAUL

Director Identification Number	00062135
Date of Birth and Age	December 11, 1963 and 58 years
Brief resume, Qualification and Nature of his expertise in specific functional areas	He has a Bachelor's Degree in technology from Indian Institute of Technology, Delhi and an MBA Degree from XLRI Jamshedpur. In a corporate career span of more than 30 years, he has served renowned companies like American Express, Lufthansa, TNT (India and Indonesia), and been the CEO of Jubilant FoodWorks (operating Domino's Pizza and Dunkin' Donuts in India). He is now working in an advisory capacity with various companies such as Burger King Indonesia, Everstone Capital Advisors, Domino's Pizza Indonesia, Chaayos, California Burrito, etc.
Date of first appointment on the Board	October 29, 2018
Terms and conditions of appointment or re-appointment	He is proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation.
Details of remuneration sought to be paid	Nil
Remuneration last drawn by Director	Nil
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	7 out of 9
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:
- 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 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.