

July 28, 2025

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 12th 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 July 23, 2025 and July 25, 2025 and pursuant to the SEBI Listing Regulations, please find enclosed herewith the Notice of the 12th Annual General Meeting of the Company (*'Notice of the AGM'*).

The Notice of the AGM along with the Annual Report for the financial year 2024-25, is being sent today to the Shareholders whose e-mail IDs are registered with the Company/ Registrar & Share Transfer Agent (RTA), Depository Participants (DPs).

The same are also available on the website of:

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

Further, in accordance with the Regulation 36(1)(b) of the SEBI Listing Regulations, please find enclosed a copy of the letter providing weblink and the path to access the Annual Report which is being sent to all the members who have not registered their email address.

We request you to take the above on your records.

Thanking You,
For Restaurant Brands Asia Limited

Shweta Mayekar
Company Secretary and Compliance Officer
(Membership No.: A23786)

Encl.: as above

restaurant brands asia limited

(Formerly known as Burger King India Limited)

Registered office: 2nd Floor, ABR Emerald, Plot No. D-8., Street No. 16, MIDC, Andheri (East), Mumbai – 400 093
CIN : L55204MH2013FLC249986 | info@burgerking.in | Tel : 022-7193 3000 | Website : www.burgerking.in



RESTAURANT BRANDS ASIA LIMITED

CIN: L55204MH2013FLC249986

Registered Office: 2nd Floor, ABR Emerald, Plot No. D-8., Street No. 16,
MIDC, Andheri (East), Mumbai – 400093

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

NOTICE

NOTICE IS HEREBY GIVEN THAT the Twelfth (12th) Annual General Meeting ('AGM') of Restaurant Brands Asia Limited ('the Company') will be held on **Thursday, August 21, 2025 at 3:00 p.m.** Indian Standard Time ('IST') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report 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, 2025, 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:**

- a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2025, the Statement of Profit & Loss, the Cash Flow Statement and the Statement of Changes in Equity for the financial year ended on that date together with the Notes forming part thereof and annexures thereto along with the Report of the Board of Directors and Auditor's thereon, be and are hereby approved and adopted."
- b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2025, the Statement of Profit & Loss, the Cash Flow Statement and the Statement of Changes in Equity for the financial year ended on that date together with the Notes forming part thereof and annexures thereto along with Report of Auditor's thereon, be and are hereby approved and adopted."

2. Re-appointment of Mr. Rafael Odorizzi De Oliveira (DIN: 09492506), 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(6) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Mr. Rafael Odorizzi De Oliveira (DIN: 09492506), who retires by rotation at this Annual General Meeting and being eligible has offered himself for such re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Appointment of M/s. Mehta & Mehta, Company Secretaries as Secretarial Auditors 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 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other rules, regulations, guidelines, circulars, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), M/s. Mehta & Mehta, Company Secretaries, (ICSI Unique Identification No.: P1996MH007500), Mumbai,

be and are hereby appointed as the Secretarial Auditors of the Company for first term of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30 at such remuneration as may be determined by the Board of Directors (including any committee thereof) from time to time in consultation with the Secretarial Auditors of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company to give full effect to the foregoing resolution along with filing of necessary e-forms with the Registrar of Companies and to settle all such issues, questions, difficulties or doubts whatsoever that may arise in this regard to give effect to this resolution.”

4. Approval for increase in Authorized Share Capital and consequent alteration of the Capital Clause of the Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(a) and 64 of the Companies Act, 2013 (the ‘Act’) read with the relevant rules framed thereunder and all other applicable provisions under the Act and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other consents, as may be required, in accordance with the provisions of the Articles of Association, approval of the Members of the Company be and is hereby accorded to increase existing Authorized Share Capital of the Company from ₹ 600,00,00,000/- (Rupees Six Hundred Crore only) divided into 60,00,00,000 (Sixty Crore) equity shares of ₹ 10/- each (Rupees Ten only) to ₹ 700,00,00,000/- (Rupees Seven Hundred Crore only) divided into 70,00,00,000 (Seventy Crore) equity shares of ₹ 10/- each (Rupees Ten only);

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

V. The Authorized Share Capital of the Company is ₹ 700,00,00,000/- (Rupees Seven Hundred Crore only) divided into 70,00,00,000 (Seventy Crore) Equity Shares of ₹ 10/- each (Rupees Ten only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company to give full effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies and to settle all such issues, questions, difficulties or doubts whatsoever that may arise in this regard to give effect to this resolution.”

5. Payment of remuneration to Mr. Ajay Kaul (DIN: 00062135), Non-Executive and 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 Sections 197 and 198 of the Companies Act, 2013 (‘the Act’) & all other applicable provisions of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, Regulation 17(6) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded for payment of remuneration, within the maximum limit given under Schedule V of the Act in case of no profits or inadequacy of profits to Mr. Ajay Kaul (DIN: 00062135), Non-Executive and Non Independent Director of the Company, for an amount not exceeding ₹ 10,00,000/- (Rupees Ten Lakh only) per annum (subject to applicable taxes), for a period of 3 (Three) years commencing from April 1, 2025 to March 31, 2028;

RESOLVED FURTHER THAT the aforesaid payment of remuneration would be exclusive of the following:

- (a) Payment of sitting fees; and
- (b) Reimbursement of expenses for attending the Board, Committee and other Meetings of the Company;

RESOLVED FURTHER THAT the Board of Directors and/ or the Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company to give full effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies and to settle all such issues, questions, difficulties or doubts whatsoever that may arise in this regard to give effect to this resolution.”

By Order of the Board of Directors
For Restaurant Brands Asia Limited

Shweta Mayekar

Company Secretary
(Membership Number: A23786)

Place: Mumbai
Date: May 19, 2025

NOTES:

1. VIRTUAL 12TH ANNUAL GENERAL MEETING ('AGM') OF THE COMPANY

The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2024 dated September 19, 2024 (in continuation with Circulars issued earlier in this regard) ("MCA Circulars") permitted to conduct the AGM through VC or OAVM till September 30, 2025. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with Circulars issued earlier in this regard ("SEBI Circulars"), have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') with respect to AGM.

In compliance with the MCA Circulars and SEBI Circulars, the 12th AGM of the Members of the Company is being held through VC or OAVM which does not require physical presence of Members at a common venue.

Accordingly, Members are requested to attend and participate in the 12th AGM through VC/OAVM. The venue of the 12th AGM shall be deemed to be the Registered Office of the Company i.e. 2nd Floor, ABR Emerald, Plot No. D-8., Street No. 16, MIDC, Andheri (East), Mumbai – 400093. 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')

The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts in respect of the business(es) under item nos. 3 to 5 is annexed hereto.

Also, the relevant details with respect to item nos. 2 and 5, in terms of Regulations 36(3) of the 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 DISSEMINATION OF ANNUAL REPORT AND NOTICE OF AGM

The MCA and SEBI vide its circulars mentioned above have dispensed with the requirement of printing and sending the hard copies of the Annual Report along with AGM Notice and the same shall be disseminated through electronic means to the Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ('RTA')/Depository Participants ('DPs') as on the cut-off date. Also, it is mandated on the part of the Company to give a general newspaper notice to the Members informing the following:

Sr. No	Particulars
a)	Statement that the AGM will be held through electronic means i.e. VC / OAVM
b)	Availability of the AGM notice on the website of the Company and of the Stock Exchanges and web-link of the same to be given in the newspaper notice
c)	Manner of voting through remote e-Voting or e-Voting during the meeting
d)	Manner of registering the email address with the Company
e)	Manner of receiving dividend, if any, directly through ECS or any other means
f)	Any other matter as prescribed

Accordingly, the Annual Report and AGM Notice is being disseminated 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 MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (MUFG) at <https://instavote.linkintime.co.in/>. For shareholders who have not registered their email address, a letter containing web link and exact path for accessing the Notice and Annual Report 2024-25 will be sent to them at the address registered in the records of the Company/RTA/DPs.

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. However, since the 12th AGM is being held through VC/OAVM as per the MCA and SEBI 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 12th 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 3:00 p.m. on **Tuesday, August 19, 2025**.

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, Statutory Auditors and Secretarial 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 Documents - AGM 2025".

The following documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws and these documents will be available for inspection by the Members electronically during the AGM on **Thursday, August 21, 2025**.

- (a) Certificate from Secretarial Auditors of the Company that the Employee Stock Option Schemes 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;
- (c) Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act; and
- (d) Proposed draft Memorandum of Association of the Company

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

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

Shareholders are advised to update their mobile number and email ID correctly in their demat accounts to access InstaMeet facility.

Process and manner for attending the AGM through InstaMeet:

- A. Open the internet browser and open the URL: <https://instameet.in.mpms.mufg.com> & Click on "Login"
- 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.	<ul style="list-style-type: none"> • Enter your mobile number
E-mail ID	<ul style="list-style-type: none"> • Enter your email 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 AGM.*

Shareholders/Members who have voted through remote e-Voting prior to the AGM will be eligible to attend/participate in the AGM through facility. 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
- (f) Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

Speakers Registration for the AGM

- 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 prior to the AGM** date mentioning their name, demat account number/ folio number, e-mail ID, mobile number at investor@burgerking.in.
- Shareholders will get confirmation on **first come first serve basis** depending on the availability of time at the AGM.
- Shareholders will receive “**speaking serial number**” once they mark attendance for the meeting.
- Shareholders/ Members are requested to remember speaking serial number and start their conversation only when moderator of the AGM/ management will announce the name and serial number for speaking.
- Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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 date 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 for conducting the proceedings of the meeting

- 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.nsd.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, 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 MUFG INTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.

smoothly. However, the Company will suitably respond to the questions which have remained unanswered during the meeting, over e-mail.

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, your 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 email ID in their demat accounts to access e-Voting facility.

Remote E-Voting

The remote e-Voting period will commence on **Sunday, August 17, 2025 (09:00 A.M. IST)** and end on **Wednesday, August 20, 2025 (05:00 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. **Thursday, August 14, 2025**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by MUFG thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Type of shareholders	Login Method
	<p style="text-align: center;">OR</p> <p>B. Users not registered for NSDL IdeAS facility:</p> <p>Option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Proceed with updating the required fields. Post registration, user will be provided with Login ID and password. After successful login, click on "Access to e-voting". Click on "MUFG INTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to "InstaVote" website for casting the vote during the remote e-voting period.</p> <p>C. By directly visiting the e-voting website of NSDL:</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 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. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. Click on company name or e-Voting service provider name i.e. MUFG INTIME or evoting link displayed alongside Company's name and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing users who have opted for CDSL Easi/Easiest facility:</p> <p>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/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi Tab.</p> <p>After successful login of Easi/Easiest the user will be able to see the E Voting Option. The Option will have links of e-Voting service provider i.e. MUFG INTIME. Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to "InstaVote" website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;">OR</p> <p>B. Users who have not opted for CDSL Easi/ Easiest facility:</p> <p>Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>Proceed with updating the required fields. Post registration, user will be provided Username and password. After successful login, user will be able to see e-voting menu. Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>C. By vising the website of CDSL:</p> <p>Visit URL: www.cdslindia.com. Go to the e-voting tab. Enter the Demat Account Number (BO ID) and PAN No. and click on "Submit". The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the Demat Account. After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to "InstaVote" website for casting the vote during the remote e-voting period.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <ul style="list-style-type: none"> Upon logging in, members shall navigate through “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. After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to “InstaVote” website for casting the vote during the remote e-voting period.

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 : 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 Instavote as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- 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 | <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.
- | | |
|----------------------------|---|
| DOB/DOI | <ul style="list-style-type: none"> 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.

- 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).
- Click “confirm” (Your password is now generated).
- Click on “Login” under “**SHARE HOLDER**” tab.
- 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 for Institutional Shareholders ("Corporate Body/ Custodian/ Mutual Fund"):

STEP 1 – REGISTRATION

- Visit URL: <https://instavote.linkintime.co.in>.
- Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund".
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID. You have now registered on InstaVote.

STEP 2 – INVESTOR MAPPING

Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote login credentials as received in Step 1 above.

Click on "**Investor Mapping**" tab under the Menu Section. Map the Investor with the following details:

- a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- b. 'Investor's Name - Enter full name of the entity.

- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
- e. Click on Submit button and investor will be mapped now. The same can be viewed under the "Report Section".

STEP 3 – VOTING THROUGH REMOTE E-VOTING

The corporate shareholder can vote by two methods; once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote login credentials as received in Step 1 above
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter "**Event No.**" for which you want to cast vote. Event No. will be available on the home page of InstaVote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on "**Submit**".
- g) 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote login credentials as received in Step 1 above.
- b) You will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event Number**". E-voting page will appear.
- d) Download sample vote file from "**Download Sample Vote File**" option.
- e) Cast your vote by selecting your desired option "**Favour / Against**" in excel and upload the same under "**Upload Vote File**" option.

- f) Click on **"Submit"**. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk for Individual Shareholders holding securities in physical mode/ Non- Individual shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

IV. Forgot Password:

Individual Shareholders holding securities in Physical mode/ non individual shareholders holding securities in demat mode has forgotten the password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on <https://instavote.linkintime.co.in>

- 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"**.

In case shareholders is having valid email 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. 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 **NSDL** demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in **CDSL** demat account is 16 Digit Beneficiary ID.

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.

If Custodian / Corporate Body/ Mutual Fund Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the <https://instavote.linkintime.co.in>

- Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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 participant's 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".

E-VOTING AT THE AGM

Once the electronic voting is activated by 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 email 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. **Thursday, August 14, 2025** only shall be entitled to avail the facility of e-Voting, either through remote e-voting or 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 voted through 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 vote again. Shareholders/ Members, who will be present in the AGM and have not voted 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 share of the paid-up equity share capital of the Company as on the cut-off date i.e. **Thursday, August 14, 2025**.
- 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. **Thursday, August 14, 2025**, 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 Mrs. Ashwini Mohit Inamdar failing her, Mrs. Alifya Sapatwala, Partner of M/s. Mehta & 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 two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by her in writing, who shall countersign the same.
- h. The results on above resolutions shall be declared not later than two working days of 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. Once the vote on a resolution stated in this Notice is cast by the members through Remote e-voting, the members shall not be allowed to change it subsequently and such e-vote shall be treated as final.
- j. The Scrutinizer's decision on the validity of the vote shall be final.
- k. The results of voting declared along with Scrutinizer's Report(s) will be displayed on the website of the Company (www.burgerking.in) and MUFG website (<https://instavote.linkintime.co.in>) 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, MUFG 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:

MUFG Intime India Private Limited
 (Formerly known as Link Intime India Private Limited)
 C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
 Mumbai - 400 083.
 Tel.: +91 810 811 6767 / 1800 1020 878
 Fax: 022 - 4918 6060
 Email: rnt.helpdesk@in.mpms.muvg.com
 Website: <https://in.mpms.muvg.com>

- **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 2024-25 of the Company, *inter-alia*, comprising Notice of 12th 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 MUFG at <https://instavote.linkintime.co.in>. For shareholders who have not registered their email address, a letter containing web link and exact path for accessing the Notice and Annual Report 2024-25 will be sent to them at the address registered in the records of the Company/RTA/DPs.

- 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

Shweta Mayekar

Place: Mumbai
 Date: May 19, 2025
 Company Secretary
 (Membership Number: A23786)

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to special businesses mentioned in the accompanying Notice:

ITEM NO. 3

The members are informed that pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI Listing Regulations'] every listed company is required to annex with its Board's Report, a Secretarial Audit Report, issued by a Practising Company Secretary.

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee at its meeting held on May 19, 2025 has recommended appointment of M/s Mehta & Mehta, Company Secretaries (ICSI Unique Identification No.: P1996MH007500), as the Secretarial Auditors of the Company for first term of five (5) consecutive financial years commencing from FY 2025-26 to FY 2029-30.

The brief profile of M/s. Mehta & Mehta is given below:

M/s. Mehta & Mehta is over 25-year-old firm promoted and founded by Mr. Atul Mehta and Mrs. Dipti Mehta. They provide legal and secretarial consultancy which covers varied areas of the corporate field and diverse avenues of corporate laws & other related areas. Their bouquet of services includes Management, Mentoring, Strategizing, Finance, Legal, Compliance, HR, Secretarial, Marketing, Operations, Sustainability and so on. Their head office is situated at Worli, Mumbai. They have a PAN India level presence with branch offices at Mumbai, Navi Mumbai, Pune, Delhi, Kolkata, Hyderabad, Cochin, Ahmedabad, Aurangabad, Vapi, Kolhapur, Bengaluru, Jaipur and Raipur.

Furthermore, in terms of the amended regulations, M/s. Mehta & Mehta have provided the confirmation that they have subjected themselves to the peer review process of Institute of Company Secretaries of India. The Company has received the peer reviewed certificate and have confirmed that they are not disqualified from being appointed as a Secretarial Auditors. The Company has received the necessary details and consent from M/s. Mehta & Mehta to act as Secretarial Auditors of the Company for the aforesaid term. The proposed fees for conducting Secretarial Audit for Financial Year 2025-26 will be ₹ 2,35,000/- [Rupees Two Lakh Thirty Five Thousand only] (exclusive of applicable taxes and out of pocket expenses).

The fees for remaining tenure would be fixed by the Board of Directors (including any committee thereof) of the Company, from time to time in consultation with the Secretarial Auditors.

Besides the secretarial audit services, the Company may also obtain certifications from M/s. Mehta & Mehta under various Statutory Regulations, certifications required by banks and other permissible non secretarial audit services as may be required from time to time for which the Secretarial Auditors will be remunerated separately on mutually agreed terms.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item no. 3 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the **Ordinary Resolution** as set out in Item no. 3 of the accompanying Notice for the approval of the Members.

ITEM NO. 4

The members are informed that the current Authorized Share Capital of the Company is ₹ 600,00,00,000/- (Rupees Six Hundred Crore only) and paid up capital is ₹ 5,82,07,64,830 (Rupees Five Hundred Eighty-Two Crore Seven Lakh Sixty-Four Thousand Eight Hundred Thirty only).

Recently, the Company introduced the RBAL Employee Stock Option Scheme 2024 which would entail further dilution of capital. Further, the Company issued and allotted shares through Qualified Institutions Placement in March 2025. Post the allotment under Qualified Institutions Placement, the current paid-up Capital of the Company stands at ₹5,82,07,64,830/- (Rupees Five Hundred Eighty-Two Crore Seven Lakh Sixty-Four Thousand Eight Hundred Thirty only). Considering the dilution of paid-up equity share capital on account of stock option schemes of the Company, the difference between the current paid-up share capital and current authorized share capital would be minimal. Hence, it is proposed to increase the authorized share capital of the Company from existing ₹600,00,00,000/- (Rupees Six Hundred Crore only) divided into 60,00,00,000 (Sixty Crore) equity shares of 10/- each (Rupees Ten only) to ₹ 700,00,00,000/- (Rupees Seven Hundred Crore only) divided into 70,00,00,000 (Seventy Crore) equity shares of ₹ 10/- each (Rupees Ten only).

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

V. The Authorized Share Capital of the Company is ₹ 700,00,00,000/- (Rupees Seven Hundred Crore only) divided into 70,00,00,000 (Seventy Crore) Equity Shares of ₹ 10/- each (Rupees Ten only).

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

The Board of Directors of the Company at its meeting held on May 19, 2025, has considered, approved and recommended to the Members to approve the increase in Authorized Share Capital and consequent amendment in the capital clause of the MoA of the Company.

The proposed draft of the amended MoA will be available for inspection by the Members of the Company electronically and any member seeking to inspect can send an email to investor@burgerking.in with subject line "Inspection of Documents - AGM 2025".

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the ordinary resolution set out at Item no. 4 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the **Ordinary Resolution** as set out in Item no. 4 of the accompanying Notice for the approval of the Members.

ITEM NO. 5

The Members of the Company are hereby apprised that the Board of Directors, at its meeting held on October 29th, 2018 and at the 6th Annual General Meeting held on August 29, 2019 appointed Mr. Ajay Kaul as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee), at its meeting held on May 19, 2025, approved the payment of sitting fees to be paid to Mr. Ajay Kaul for attending Board/ Committee Meetings, if any, which are as follows:

Particulars	Sitting Fees (per meeting)
Board Meetings	₹ 50,000
Committee Meetings (if any)	₹ 20,000

The brief profile, past professional experience along with the educational qualifications of Mr. Ajay Kaul are as follows:

Brief Profile

Mr. Ajay Kaul has more than 36 years of experience in the food and beverage industry. He has served renowned Companies and has made remarkable contribution in various Quick Service Restaurant ('QSR') Brands.

Past Experience

Mr. Ajay Kaul has served renowned companies like American Express, Lufthansa, TNT (India and Indonesia), and has been the CEO and Whole-time Director of Jubilant Food Works (operating Domino's Pizza and Dunkin' Donuts in India). He was engaged as a senior advisor with F&B Asia Management Pte. Limited (an Everstone group entity). Additionally, he is a mentor and Chief Advisor with Chaayos, California Burrito, Daalchini etc.

Educational Experience

Mr. Ajay Kaul holds a Bachelor's Degree in technology from Indian Institute of Technology, Delhi and an MBA Degree from XLRI Jamshedpur.

The Members are further apprised that as per Section 197 of the Companies Act, 2013 ('the Act') read with the Rules made thereunder and Schedule V of the Act, if in any financial year the Company has no profits or inadequate profit, the Company shall not pay to its Non-Executive Directors, including an Independent Director, any remuneration except in accordance with the provisions of Schedule V of the Act.

Also, pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

The members are apprised that the contribution of Mr. Ajay Kaul in the business of the Company is immense in view of his in-depth knowledge, strategic guidance, highly developed skills, expertise and rich experience in food and beverages industry. He has been associated as an industry expert with the Company and has continued to provide useful insights to the Company as a board member.

With due time the Company has grown significantly in terms of its stores count, operational and strategic level and innovations across all areas. In view of the valuable contributions made by him, the Board of Directors (based on the recommendation of the Nomination and Remuneration Committee) at its meeting held on May 19, 2025, considered, approved and recommended the payment of remuneration to Mr. Ajay Kaul, as a Non-Executive and Non-Independent Director, to the shareholders as follows:

Name of the Non-Executive and Non-Independent Director	Proposed Remuneration (₹) per Annum	Period of Remuneration
Mr. Ajay Kaul	10,00,000/- (subject to applicable taxes)	Effective from April 1, 2025 for a period of three years i.e. upto March 31, 2028

The Members are informed that:

- (a) the Company had not defaulted in payment of dues to any bank or public financial institution or any other secured creditors and neither issued any non-convertible debentures or any other secured creditor, which is required to be ensured while paying any remuneration to Executive/ Non-Executive Directors;
- (b) the proposed remuneration would be in addition to the sitting fees and reimbursement of related expenses, if any, for attending meetings of the Board of Directors and its Committees, as approved by the Board from time to time; and
- (c) the proposed sitting fees and proposed remuneration are in line with the sitting fees and remuneration paid by the Company to its Independent Directors.

The disclosures as required as per Secretarial Standards -2 issued by the Institute of Company Secretaries of India, are given under **Annexure A** to this Notice. Further, details as required under Schedule V of the Act are given under **Annexure B** to this Notice.

None of the Directors and/or Key Managerial Personnel of the Company except Mr. Ajay Kaul and his relatives, are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution set out at Item no. 5 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the **Ordinary Resolution** as set out in Item no. 5 of the accompanying Notice for the approval of the Members.

Annexure A

Details of Director seeking appointment/ re-appointment/ remuneration approval

(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)

Name of the Director	Rafael Odorizzi De Oliveira	Ajay Kaul
Director Identification Number	09492506	00062135
Date of Birth	April 3, 1985	December 11, 1963
Age	40 years	61 Years
Qualification	Mr. Rafael Odorizzi De Oliveira holds a Master's Degree in Business Administration from Kellogg School of Management, Northwestern University.	Mr. Ajay Kaul holds a Bachelor's Degree in Technology from Indian Institute of Technology, Delhi and an MBA Degree from XLRI Jamshedpur.
Brief Resume, Nature of expertise in specific functional areas	He is the regional President of Restaurant Brands International (RBI) for Asia Pacific Region and oversees several RBI Brands such as "BURGERKING", "TIM HORTONS", "POPEYES", "FIREHOUSE SUBS" in the Asia Pacific Region. He had 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.	He has more than 36 years of experience in the food and beverage industry. He has served renowned Companies and have made remarkable contribution in various QSR Brands. He has served renowned companies like American Express, Lufthansa, TNT (India and Indonesia) and has been the CEO and Whole-time Director of Jubilant Food Works (operating Domino's Pizza and Dunkin' Donuts) in India. He was engaged as a senior advisor with F&B Asia Management Pte. Limited (an Everstone group entity). Additionally, he is a mentor and Chief Advisor with Chaayos, California Burrito, Daalchini etc.
Date of first appointment on the Board	February 3, 2022	October 29, 2018
Terms and conditions of appointment/reappointment	He is proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation.	NA
Details of remuneration sought to be paid	Nil	As per explanatory statement for Item No. 5
Remuneration last drawn by Director	Nil	Nil
Shareholding of non-executive directors including shareholding as a beneficial owner	Nil	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	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 7	6 out of 7
List of other Companies in which Directorship is held ⁽¹⁾	None	Ashree Infracap Private Limited

Name of the Director	Rafael Odorizzi De Oliveira	Ajay Kaul
Chairperson*/ Member of Committees(s) of Board of Directors of the Company ⁽²⁾	None	None
Listed entities from which the person has resigned in the past three years	None	None
In case of Independent Directors, skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA

Notes:

- (1) In terms of the applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the provisions of the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the total number of directorships:
- consists of directorships in all Public Limited Companies, whether listed or not and Private Limited Companies;
 - excludes this Company, Foreign Companies and Companies formed under Section 8 of the Act.
- (2) In terms of the applicable provisions of SEBI Listing Regulations, chairmanships and memberships in committee only includes the audit committee and stakeholder's relationship committee in Public Limited Companies, whether listed or not.

Annexure B

Details of the Company in relation to payment of remuneration to Non-Executive and Non-Independent Director as set out in item no. 5 of this notice, in terms of Section II of Part II of Schedule V of the Companies Act, 2013

I. General Information			
1.	Nature of Industry	Food and Beverage	
2.	Date or expected date of commencement of commercial production	November 11, 2013 (Date of Incorporation)	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	Financial performance based on given indicators	Particulars	FY 2024-25
			FY 2023-24
		Gross income / turnover	19,677.59
		Less: Total expenditure	18,475.10
		Profit / (loss) before tax & exceptional items	(875.78)
		Add: Exceptional items	-
		Profit / (loss) after tax	(689.43)
5.	Foreign investments or collaborations, if any	<p>The Company has the exclusive master franchisee of the Burger King® brand in India. It has exclusive rights to develop, establish, operate and franchise Burger King® branded restaurants in India. The master franchisee arrangement provides the Company with the ability to use Burger King's globally recognised brand name to grow its business in India, while leveraging the technical, marketing and operational expertise associated with the global Burger King® brand.</p> <p>PT Sari Burger Indonesia ('BK Indonesia') has become the subsidiary of the Company w.e.f. March 9, 2022. BK Indonesia has the master franchise of the Burger King® brand in Indonesia. It has exclusive rights to develop, establish, own, operate and franchise Burger King® branded restaurants in Indonesia.</p> <p>PT Sari Chicken Indonesia ('SCHI') (incorporated by BK Indonesia on March 29, 2022 as its wholly owned subsidiary) has also become subsidiary of the Company. PT Sari Chicken Indonesia has the exclusive master franchise and development rights to establish, own, operate, and franchise Popeyes® restaurants in Indonesia.</p>	

Details of Non-Executive and Non-Independent Director seeking approval for payment of remuneration as set out in item no. 5 of this notice, in terms of Section II of Part II of Schedule V of the Companies Act, 2013

II		Information about Non-Executive and Non-Independent Director of the Company
	Name of Director	Ajay Kaul
1.	Background details	<p>Mr. Ajay Kaul holds a Bachelor's Degree in Technology from Indian Institute of Technology, Delhi and an MBA Degree from XLRI Jamshedpur.</p> <p>He has more than 36 years of experience in the food and beverage industry. He has served renowned Companies and has made remarkable contribution in various QSR Brands.</p> <p>He has served renowned companies like American Express, Lufthansa, TNT (India and Indonesia) and has been the CEO and Whole-time Director of Jubilant Food Works (operating Domino's Pizza and Dunkin' Donuts in India). He was engaged as an senior advisor with F&B Asia Management Pte. Limited (an Everstone group entity).</p> <p>Additionally, he is a mentor and Chief Advisor with Chaayos, California Burrito, Daalchini etc.</p>
2.	Past remuneration	Nil
3.	Recognition or Awards	-
4.	Job Profile and suitability	<p>He has been Director on the Board from October 29, 2018. He has more than 36 years of experience in the food and beverage industry. He has served in renowned Companies and has made remarkable contribution in various QSR Brands.</p> <p>He is also a Director on the Board of PT Sari Burger Indonesia (BK Indonesia), subsidiary of the Company. He brings in-depth knowledge, expertise and rich experience in the QSR industry which support and strengthen the Company's business operations and help in shaping the long term strategy of the Company.</p>
5.	Remuneration proposed	The terms and conditions of remuneration are more particularly stated in the Ordinary Resolution in item no. 5 of this Notice read with its Explanatory Statement thereof.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, growth plan, knowledge in the relevant industry, skills possessed by Mr. Ajay Kaul, the remuneration proposed to be paid to him is commensurate with the remuneration drawn for similar positions in Companies of similar size and scale.
7.	Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	He holds shares in Promoter and Promoter Group Company. As on March 31, 2025, his effective shareholding in Restaurant Brands Asia Limited is 0.13%.

Other Information in relation to the approval for payment of remuneration to Non-Executive and Non-Independent Director as set out in item no. 5, of this notice, in terms of Section II of Part II of Schedule V of the Companies Act, 2013

III. OTHER INFORMATION:	
1.	<p>Reasons for Loss or Inadequate Profits:</p> <p>The Company commenced its operations in November 2014 and has since been aggressively pursuing a high-growth trajectory. Significant investments have been made in establishing and expanding the Company's business across India. The Company is a prominent player in the QSR industry in India, having increased its restaurant count in a short span of time. As the Company continues to build and expand its network of restaurants, it is also focussed towards achieving sustained profitability through increasing sales per store and by undertaking cost optimization measures.</p>

III. OTHER INFORMATION:

2. **Steps taken or proposed to be taken for improvement** The Company continues to be on an expansion path, targeting the opening of approximately 60 to 80 new restaurants every year, with the aim of a steady growth trajectory. A key focus of the Company's strategy is to promote and maintain operational excellence, foster people-centric culture and strengthen technology systems that enables the Company to optimize the performance of its restaurants including BK Café® and enhance the customer experience offered and contribute to the growth while enhancing the overall customer experience and contributing to sustained growth. The Company has taken various initiatives to improve performance and business growth. It has been aggressively pursuing and implementing its strategies to improve performance.
- The Company acquired controlling stake in BK Indonesia on March 9, 2022. BK Indonesia has the master franchise of the Burger King® brand in Indonesia, it has exclusive rights to develop, establish, own, operate and franchise Burger King® branded restaurants in Indonesia.
- Further, strengthening its presence in the Indonesian market, the Company, through its step-down subsidiary PT Sari Chicken Indonesia, has also acquired the exclusive master franchise and development rights to establish, own, operate, and franchise Popeyes® restaurants in Indonesia.
3. **Expected increase in productivity and profits in measurable terms** The above measures undertaken are expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

IV. DISCLOSURE:

The required information/details has been disclosed under the Report of Corporate Governance in the Annual Report.

12TH ANNUAL GENERAL MEETING OF RBAL: IMPORTANT DATES

- Dispatch of Annual Report and Notice of Annual General Meeting



Monday, July 28, 2025

- Cut-off date for determination eligibility of voting by members



Thursday, August 14, 2025

- Commencement of remote e-voting at 9:00 a.m. IST



Sunday, August 17, 2025

- Last Date for registration as a speaker shareholder



Sunday, August 17, 2025

- End of remote e-voting at 5:00 p.m. IST



Wednesday, August 20, 2025

- Annual General Meeting
- Participation and Voting by the Members of the Company during Annual General Meeting



Thursday, August 21, 2025

- Declaration of Voting Results



On or before Monday, August 25, 2025



RESTAURANT BRANDS ASIA LIMITED

CIN: L55204MH2013FLC249986

Registered Office: 2nd Floor, ABR Emerald, Plot No. D-8., Street No. 16,
MIDC, Andheri (East), Mumbai – 400093

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

Date : July 28, 2025

Folio No./ DP-CLID :

Dear Shareholder,

Sub.: Notice of 12th Annual General Meeting (AGM) of Restaurant Brands Asia Limited and Annual Report for FY 2024-25

We are pleased to inform you that the 12th Annual General Meeting (AGM) of Restaurant Brands Asia Limited ('the Company') will be held on **Thursday, August 21, 2025 at 3.00 P.M.** (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM), in compliance with the various circulars issued by MCA and SEBI from time to time.

The Notice of the 12th AGM along with the Annual Report for the FY 2024-25 is being sent by electronic mode to Members whose e-mail addresses are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs).

We find that your email address is not registered in the records of the Company/DPs/RTA for your given folio/ DP-Client ID, due to which the Company is not able to send a copy of Annual Report for the FY 2024-25 electronically to you.

In terms of Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, this letter containing the web link including exact path of Annual Report for the FY 2024-25 is being sent to those Member(s) who have not registered email addresses with the Company/ RTA/DPs.

Please note below web link and the path to access the Annual Report for the FY 2024-25 and the Notice of the AGM.

Web-link: <https://www.burgerking.in/category/Financials/6ffddc23d55a4e3eadddfba5adcef32e>

Path: <https://www.burgerking.in/> > Investor Relations > Financials > Annual Reports > Annual Report 2024-25

We request you to update your email address with the Company/DPs/RTA to ensure easy access to Company documents and records. Kindly approach your respective DPs in case you hold shares in electronic form OR please write to the RTA of the Company at the below address:

Name and Address	Contact Details
MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) C-101, 1 st floor, Embassy 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400 083	Tel No.: +91- 8108116767/ 1800 1020 878 Fax No.: +91 22 66568494 Email id.: rnt.helpdesk@in.mpms.mufg.com Website.: www.in.mpms.mufg.co

Your faithfully,
For **Restaurant Brands Asia Limited**

Sd/-
Shweta Mayekar
Company Secretary and Compliance Officer
(Membership No.: A23786)