

February 05, 2026

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.: **Amendment of the articles of association of the Company (“Articles of Association”) and grant of special rights to identified shareholders of the Company**
Ref.: 1. **Regulation 30 and 31B read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations');** and
2. **SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Circular")**

Dear Sir/Ma'am,

In reference to our letter dated January 20, 2026 and February 03, 2026 and pursuant to the SEBI Listing Regulations, we wish to inform you that the board of directors of the Company (“**Board**”) today i.e. **Thursday, February 05, 2026**, has re-considered certain resolutions passed at the meeting of the Board of the Company on January 20, 2026 and February 03, 2026 and approved revisions to the amendments to the Articles of Association of the Company and special rights to be granted to identified shareholders of the Company:

Subject to the approval of the shareholders of the Company, the Board has reconsidered the resolutions for amendment of the Articles of Association of the Company and grant of special rights to identified shareholders of the Company passed in its meetings held on January 20, 2026 and February 03, 2026, and has passed the resolutions to approve revisions to the amendments to the Articles of Association and revisions to the special rights to be granted to Lenexis Foodworks Private Limited, Aayush Agrawal Trust, Inspira Foodworks Private Limited (*formerly Inspira Realty 1 Private Limited*), Mr. Aayush Madhusudan Agrawal (collectively, “**Acquirers**”) and Inspira Agro Trading LLC (“**IATL**”), which shall be effective upon closing in accordance with the share purchase agreement dated January 20, 2026 (“**SPA**”) as executed between QSR Asia Pte. Ltd. (“**Seller 1**”), F&B Asia Ventures (Singapore) Pte. Ltd. (“**Seller 2**”), Acquirers and IATL and the classification of the Acquirers and IATL as ‘promoters’ of the Company in accordance with the terms of the SPA, securities subscription agreement dated January 20, 2026 as executed between the Company and the Acquirers (“**SSA**”) and Regulation 31A of the SEBI Listing Regulations. The disclosures in respect of revised amendments to the Articles of Association in brief, as required under Regulation 30 of the SEBI Listing Regulations read with the SEBI Circular are set out in **Annexure A**.

A corrigendum to the notice of 01/2025-26 extra-ordinary general meeting of the Company dated January 20, 2026 will be issued by the Company in this regard in due course.

The aforesaid resolution was passed by the Board through circulation today at 6:30 p.m. (IST).

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



This intimation is also being uploaded on the Company's website i.e. www.burgerking.in.

We request you to take the aforesaid on record.

Thanking You,
For Restaurant Brands Asia Limited

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

Encl.: As above

A large, stylized graphic of a flame or fire, rendered in light gray, occupies the lower-left portion of the page. It has several curved, overlapping shapes that suggest the movement and shape of flames.

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ANNEXURE A

Revisions to amendments to the Articles of Association

The existing Articles of Association shall be amended and restated for inclusion of certain special rights of the Acquirers and deletion of all rights of and references to Seller 1, which shall be effective upon closing in accordance with the SPA and categorization of Acquirers and IATL as 'promoters' of the Company and the Seller 1 and Seller 2 ceasing to be the promoter and member of the promoter group of the Company in accordance with the terms of the SSA, SPA and Regulation 31A of the SEBI Listing Regulations.

Briefly these include:

(i) removal of the rights of Seller 1 to nominate directors on the Board and inclusion of the rights of Acquirers and IATL to nominate directors on the Board based on the shareholding thresholds as set out hereunder:

- a. Acquirers and IATL shall be, jointly and severally, entitled to nominate 4 (four) Directors (in aggregate) or such number of directors bearing the same proportion to the total strength of the Board proportionate to the aggregate shareholding of the Acquirers and their affiliates to the total issued and paid-up share capital of the Company on a fully diluted basis ("Acquirers Proportionate Nominee Directors"), for so long as the Acquirers, IATL and their affiliates ("Acquirer Group") collectively continue to hold at least 25% (twenty-five per cent) of the total issued and fully paid-up equity share capital of the Company, as more particularly set out thereunder;
- b. Subject to (a) above, Acquirers and IATL shall be, jointly and severally, entitled to nominate 3 (three) Directors (in aggregate) or Acquirers Proportionate Nominee Directors for so long as the Acquirer Group collectively continue to hold at least 15% (fifteen percent) of the total issued and fully paid-up equity share capital of the Company, as more particularly set out thereunder; and
- c. Subject to (a) and (b) above, Acquirers and IATL shall be, jointly and severally, entitled to nominate 2 (two) Directors (in aggregate) or Acquirers Proportionate Nominee Directors for so long as the Acquirer Group collectively continue to hold at least 10% (ten percent) of the total issued and fully paid-up equity share capital of the Company, as more particularly set out thereunder.

(ii) removal of the right of Seller 1 to appoint an alternate director and inclusion of the right of Acquirers and IATL to appoint alternate director;

(iii) removal of the right for Seller 1's nominee directors to be appointed on each committee or sub-committee of the Board and removal of quorum requirement for presence of at least 2 (two) of nominee directors of Seller 1 in all Board meetings; and

(iv) removal of rights of Seller 1 to appoint chief executive officer of the Company who shall hold office as the whole time director so long as the Seller 1 remains the 'promoter' of the Company.



The Board of the Company reconsidered and approved the revised amendments to the Articles of Association and grant of revised special rights to identified shareholders of the Company, subject to the approval of the shareholders.

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