

February 13, 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.: Proceedings of the 01/2025-26 Extra-Ordinary General Meeting ('EGM') of Restaurant Brands Asia Limited ('the Company')
Ref.: Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Dear Sir/Ma'am,

We request you to note that the EGM of the Company was duly held today i.e. on Friday, February 13, 2026 at 11:00 a.m. (IST) through Video Conferencing or Other Audio Visual Means.

In this regard and pursuant to the SEBI Listing Regulations, the brief proceedings of the EGM of the Company are enclosed herewith as **Annexure A**.

The same is being made available on the website of the Company viz. www.burgerking.in.

Kindly take the same on record.

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

Annexure A

Proceedings of the 01/2025-26 Extra-Ordinary General Meeting ('EGM') of Restaurant Brands Asia Limited ('the Company')

Day, Date, Time and Venue

Day and Date:	Time:	Deemed Venue:
Friday, February 13, 2026	Commenced at 11:00 a.m. (IST) Concluded at 12:43 p.m. (IST)	Registered Office of the Company 2 nd Floor, ABR Emerald, Plot No. D-8., Street No. 16, MIDC, Andheri (East), Mumbai – 400093

Mode of participation in the EGM by Members

Through Video Conferencing / Other Audio Visual Means

Proceedings in Brief

❖ **Chairperson:**

Mrs. Tara Subramaniam, Independent Director, chaired the EGM of the Company.

❖ **Quorum:**

Considering the requisite quorum being present, Ms. Shweta Mayekar, Company Secretary and Compliance Officer of the Company declared the meeting to be in order.

❖ **Present:**

Directors:

Mrs. Tara Subramaniam	Independent Director
Mr. Rajeev Varman	Whole-time Director and Group Chief Executive Officer
Mr. Sandeep Chaudhary	Independent Director
Mr. Yash Gupta	Independent Director
Mr. Andrew Day	Independent Director
Mr. Rafael Odorizzi De Oliveira	Non-Executive Director
Mr. Ajay Kaul	Non-Executive Director
Mr. Amit Manocha	Non-Executive Director
Ms. Roshini Bakshi	Non-Executive Director

Key Managerial Personnel:

Mr. Sumit Zaveri	Group Chief Financial Officer and Chief Business Officer
Mr. Arijit Datta	Chief Financial Officer
Ms. Shweta Mayekar	Company Secretary and Compliance Officer

Other Key Officials:

Ms. Namrata Tiwari	Group Chief People Officer
Mr. Kapil Grover	Group Chief Marketing Officer
Mr. Gaurav Ajjan	Head - Corporate Development & Investor Relations
Ms. Bhavika Dave	Head - Legal
Mr. Sandeep Dey	President - BK and Popeyes Indonesia

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The representatives of the Statutory Auditors, Secretarial Auditors and the Scrutinizer were also present at the EGM.

❖ **Opening Remarks and General Instructions by the Company Secretary and Compliance Officer:**

Ms. Shweta Mayekar, Company Secretary and Compliance Officer welcomed all the Members, Board of Directors, Statutory Auditors, Secretarial Auditors and Scrutinizer to the EGM of the Company. She informed the members that the EGM was being conducted through Video Conferencing / Other Audio Visual Means in pursuance of the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

She then introduced all the Board of Directors along with their chairmanships / memberships on the Committees of the Board of Directors of the Company, the Key Officials of the Company and its subsidiaries.

She apprised the members on the general instructions for smooth and seamless conduct of the EGM and also guided on the regulatory matters.

❖ **Chairperson's Address:**

Mrs. Tara Subramaniam, Chairperson and Independent Director, addressed the members and briefed about the businesses to be transacted at the EGM.

❖ **CEO's Speech:**

Mr. Rajeev Varman, Whole-time Director and Group Chief Executive Officer of the Company briefed the members about the Company's performance for Q3FY26.

Further, he elucidated on the main agenda matters broadly covering the following points:

- Raising of funds through issuance of around 12.86 crores equity shares and around 8.57 crores warrants convertible into equity shares, both at an offer price of Rupees 70, aggregating to around INR 1,500 Crores.
- Inspira Global's intention to support the Company's growth strategy and strengthen its operational and financial flexibility for the next phase of expansion.
- Inspira Global acquiring controlling interest in the Company and triggering an open offer.
- Increase in the authorized share capital of the Company from existing INR 700 Crores to INR 900 Crores and consequent amendment in the Clause V of the Memorandum of Association.
- Amendment in the Articles of Association to incorporate certain rights of the incoming promoters and removal of the rights of exiting promoters.

He welcomed Inspira Global as the new strategic promoter and asserted the Company's focus on executing the growth plans.

He expressed gratitude to all the stakeholders and sought their continued trust and support.

❖ **Businesses transacted at the meeting:**

The Notice of the EGM and Corrigendum thereto were taken as read by the Chairperson. She stated that the following businesses were proposed for approval of the members at the EGM:

Sr. No.	Business	Type of Resolution
1.	Approval to increase the Authorised Share Capital of the Company and consequent alteration to the Capital Clause of the Memorandum of Association of the Company	Ordinary
2.	Approval for issuance of Equity Shares and Warrants by way of a Preferential Issue on a Private Placement basis	Special
3.	Approval for (I) Adoption of the amended and restated Articles of Association of the Company; and (II) Grant of special rights to identified shareholders of the company	Special
4.	Payment of remuneration to Mr. Rajeev Varman (DIN: 03576356) as a Whole-time Director and Group Chief Executive Officer of the Company	Special

On the invitation by the Chairperson, members who had previously registered themselves as speakers, addressed the meeting and sought clarifications on proposed business items and other matters.

The Management responded to the clarifications sought by the members.

❖ **Voting:**

In accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the e-Voting facility before the EGM through remote e-Voting and e-Voting during the EGM to its shareholders/members, in respect of the businesses to be transacted at the EGM and for this purpose the Company had appointed MUFG Intime India Private Limited for facilitating voting through electronic means. The details of e-Voting are given herein below:

Remote e-Voting Period	From Monday, February 9, 2026 at 09:00 A.M. (IST) To Thursday, February 12, 2026 at 05:00 P.M. (IST)
e-Voting at the EGM	All the shareholders who did not cast their votes through remote e-Voting were eligible to vote at the EGM through e-Voting facility available during the EGM.

The Chairperson authorised Ms. Shweta Mayekar, Company Secretary and Compliance Officer, to declare the voting results, intimate the same to Stock Exchanges and get it uploaded on the Company's website.

❖ **Scrutinizers Report:**

The Scrutinizers Report and the voting results will be submitted separately.

❖ The Chairperson concluded the EGM at 12:43 p.m. (IST) including the time duration given for e-Voting during the meeting and thanked all members for their participation and co-operation.

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