

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, 5<sup>th</sup> Floor, Plot no. C/1,  
G Block, Bandra Kurla Complex, Bandra (E)  
Mumbai - 400 051  
**SYMBOL: RBA**

**Sub.: Voting Results of the 01/2025-26 Extra-Ordinary General Meeting of Restaurant Brands Asia Limited ('the Company') held on February 13, 2026**  
**Ref.: Regulation 44 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 letter dated February 13, 2026, please find enclosed herewith the following:

- (a) Combined Voting Results as prescribed under the SEBI Listing Regulations; and
- (b) Scrutinizers Report on the Combined Voting.

The same is being made available on the website of the Company viz. [www.burgerking.in](http://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 : 2<sup>nd</sup> Floor, ABR Emerald, Plot No. D-8, Street No. 16, MIDC, Andheri (East), Mumbai – 400 093  
CIN : L55204MH2013FLC249986 | [info@burgerking.in](mailto:info@burgerking.in) | Tel : 022-7193 3000 | Website : [www.burgerking.in](http://www.burgerking.in)

<b>Voting results</b>	
Record date	06-02-2026
Total number of shareholders on record date	256222
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	8
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	132
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

<b>Resolution(1)</b>								
Resolution required: (Ordinary / Special)	Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Description of resolution considered	Approval to increase the Authorized Share Capital of the Company and consequent alteration to the Capital clause of the Memorandum of Association of the Company.							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	65623091	65623091	100	65623091	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		65623091	100	65623091	0	100	0
Public-Institutions	E-Voting	311745768	288406675	92.5134	288406675	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		311745768	288406675	92.5134	288406675	0	100
Public- Non Institutions	E-Voting	205378046	43127330	20.999	42677217	450113	98.9563	1.0437
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		205378046	43127330	20.999	42677217	450113	98.9563
Total		582746905	397157096	68.1526	396706983	450113	99.8867	0.1133
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for issuance of Equity Shares and Warrants by way of a Preferential issue on a Private Placement Basis.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	65623091	65623091	100	65623091	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		65623091	65623091	100	65623091	0	100
Public-Institutions	E-Voting	311745768	288406675	92.5134	287169605	1237070	99.5711	0.4289
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		311745768	288406675	92.5134	287169605	1237070	99.5711
Public- Non Institutions	E-Voting	205378046	43127316	20.999	42676326	450990	98.9543	1.0457
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		205378046	43127316	20.999	42676326	450990	98.9543
Total		582746905	397157082	68.1526	395469022	1688060	99.575	0.425
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	65623091	65623091	100	65623091	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	65623091	65623091	100	65623091	0	100	0
Public-Institutions	E-Voting	311745768	288406675	92.5134	250649450	37757225	86.9083	13.0917
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	311745768	288406675	92.5134	250649450	37757225	86.9083	13.0917
Public- Non Institutions	E-Voting	205378046	43127329	20.999	42676347	450982	98.9543	1.0457
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	205378046	43127329	20.999	42676347	450982	98.9543	1.0457
Total		582746905	397157095	68.1526	358948888	38208207	90.3796	9.6204
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of remuneration to Mr. Rajeev Varman (DIN: 03576356) as a Whole-Time Director and Group Chief Executive Officer of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	65623091	65623091	100	65623091	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		65623091	65623091	100	65623091	0	100
Public-Institutions	E-Voting	311745768	288406675	92.5134	288406675	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		311745768	288406675	92.5134	288406675	0	100
Public- Non Institutions	E-Voting	205378046	41442377	20.1786	41062790	379587	99.0841	0.9159
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		205378046	41442377	20.1786	41062790	379587	99.0841
Total		582746905	395472143	67.8634	395092556	379587	99.904	0.096
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

## COMPANY SECRETARIES

201-206, SHIV SMRITI CHAMBER, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 018,  
Tel : +91-22-6611 9696 • E-mail: dipti@mehta-mehta.com • Visit us : www.mehta-mehta.com

## AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

### Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

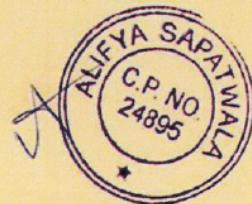
To,  
The Chairperson  
Restaurant Brands Asia Limited  
2nd Floor, ABR Emerald,  
Plot No. D-8., Street No. 16, MIDC,  
Andheri (East),  
Mumbai – 400093

**Subject: Scrutinizer report on voting in 01/2025-26 Extra Ordinary General Meeting (“EGM”) of the Members of Restaurant Brands Asia Limited (“the Company”) held on Friday, February 13, 2026 at 11:00 A.M. (IST) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”).**

Dear Sir,

I, **Alifya Sapatwala**, Partner, M/s. Mehta & Mehta, Company Secretaries has been appointed by the Board of Directors of **Restaurant Brands Asia Limited** (“the Company”) to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic system during the **01/2025-26 EGM** of the Company held on Friday, February 13, 2026 at 11:00 A.M. (IST) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and subsequent circulars issued in this regards, latest being General Circular No.03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/ CFD/ CMD2/CIR/P/2021/ 11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (“SEBI”) vide its (collectively referred to as “SEBI Circulars”) and Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, in respect of the resolutions as set out in the Notice convening the 01/2025-26 EGM, do hereby submit our report as follows:

1. The Notice dated Tuesday, January 20, 2026 of the 01/2025-26 EGM was sent to members on Thursday, January 22, 2026 through electronic mode whose email addresses are registered with the Company / Depository Participants ('DPs')/ Registrar and Transfer Agent of the Company. The Corrigendum to the said notice was sent to the Members on 06<sup>th</sup> February 2026 through electronic mode whose email addresses are registered with the Company / Depository Participants ('DPs')/ Registrar and Transfer Agent of the Company



2. The Resolutions were transacted through the process of remote e-voting and e-voting during the EGM. For the purpose of remote e-voting and e-voting, the Company had engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG").
3. The members of the Company holding shares as on the "cut off" date i.e. Friday, February 06, 2026 were entitled to vote on the resolutions stated in the Notice of the 01/2025-26 EGM.
4. The period for remote e-voting commenced on Monday, February 09, 2026 at 09:00 A.M. IST and ended on Thursday, February 12, 2026 at 05:00 P.M. IST. The remote e-voting module was disabled by MUFG for voting thereafter.
5. The facility for e-voting was made available for the Members attending the meeting through VC/OAVM and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the EGM, the report on the e-voting done at the EGM and votes cast through remote e-voting facility done prior to the EGM were unblocked, in the presence of two witnesses Mr. Aaryan Jarande and Mr. Pranay Rane neither of whom are in the employment of the Company.
7. The report on votes cast through remote e-voting and e-voting during the EGM was generated from MUFG e-voting website <https://instavote.linkintime.co.in/>.
8. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior and e-voting during the EGM on the resolutions contained in the notice of the 01/2025-26 EGM.
9. My responsibility as a Scrutinizer for the voting process (i.e., remote e-voting and e-voting during EGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.
10. The consolidated results of remote e-voting and e-voting at the 01/2025-26 EGM are enclosed as an **Annexure** to this report.

Thanking You,

For Mehta & Mehta  
Company Secretaries  
(ICSI Unique Code P1996MH007500)

PR No. 3686/2023

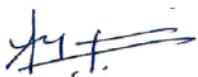


Alifya Sapatwala  
Scrutinizer  
ACS No: 24091  
CP No: 24895  
UDIN: A024091G003934338

Place: Mumbai  
Date: February 13, 2026

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting and e-voting during the 01/2025-26 EGM were unblocked from MUFG e-voting website in our presence on February 13, 2026.



Name: Mr. Aaryan Jarande

Name: Mr. Pranay Rane

Address: 201-206, Shiv Smriti Chambers,  
2<sup>nd</sup> Floor, Dr. Annie Besant Road,  
Worli, Mumbai - 400018

Address: 201-206, Shiv Smriti Chambers, 2<sup>nd</sup>  
Floor, Dr. Annie Besant Road,  
Worli, Mumbai - 400018

Countersigned by



**(Person Authorised by Chairperson)**

**Ms. Shweta Mayekar**

**Company Secretary and Compliance Officer**

**(Membership No. A23786)**

**Date: February 13, 2026**

**Item No. 1: Ordinary Resolution**

Approval to increase the Authorized Share Capital of the Company and consequent alteration to the Capital clause of the Memorandum of Association of the Company.

Particulars	Remote e-voting		Voting through electronic voting system during the EGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	648	39,66,11,604	43	95,379	691	39,67,06,983	99.8867
Votes against the resolution	28	4,50,093	1	20	29	4,50,113	0.1133
Invalid votes/ Abstained	3	3	0	0	3	3	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

**Item No. 2: Special Resolution**

Approval for issuance of Equity Shares and Warrants by way of a Preferential issue on a Private Placement Basis.

Particulars	Remote e-voting		Voting through electronic voting system during the EGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	623	39,53,73,643	43	95,379	666	39,54,69,022	99.5750
Votes against the resolution	48	16,88,040	1	20	49	16,88,060	0.4250
Invalid votes/ Abstained	8	17	0	0	8	17	0

The above resolution has been passed by requisite majority since more than three-fourth of the votes were casted in favour of the resolution.

**Item No. 3: Special Resolution**

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.

Particulars	Remote e-voting		Voting through electronic voting system during the EGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	598	35,88,53,509	43	95,379	641	35,89,48,888	90.3796
Votes against the resolution	77	3,82,08,187	1	20	78	3,82,08,207	9.6204
Invalid votes/ Abstained	4	4	0	0	4	4	0

The above resolution has been passed by requisite majority since more than three-fourth of the votes were casted in favour of the resolution.

**Item No. 4: Special Resolution**

Payment of remuneration to Mr. Rajeev Varman (DIN: 03576356) as a Whole-Time Director and Group Chief Executive Officer of the Company.

Particulars	Remote e-voting		Voting through electronic voting system during the EGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	618	39,49,97,178	42	95,378	660	39,50,92,556	99.9040
Votes against the resolution	53	3,79,566	2	21	55	3,79,587	0.0960
Invalid votes/ Abstained	8	16,84,956	0	0	8	16,84,956	0

The above resolution has been passed by requisite majority since more than three-fourth of the votes were casted in favour of the resolution.

