PROSPECTUS
December 7, 2020
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer

BURGER KING INDIA LIMITED

Our Company was incorporated as "Burger King India Private Limited" under the Companies Act, 1956 at Mumbai, pursuant to a certificate of incorporation dated November 11, 2013, issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). Subsequently, our Company was converted into a public limited company, the word 'private' was struck off from the name of our Company and consequently, a fresh certificate of incorporation dated September 25, 2019 was issued by the RoC, recording the change of our Company's name to 'Burger King India Limited'. For details of changes in the Registered Office, see "*History and Certain Corporate Matters - Changes in the Registered Office"* on page 149**.**

Registered and Corporate Office: Unit Nos.1003 to 1007, 10th Floor, Mittal Commercia, Asan Pada Rd, Chimatpada, Marol, Andheri (E), Mumbai, Maharashtra, 400 059; **Tel:** +91 22 7193 3047
Contact Person: Madhulika Rawat, Company Secretary and Compliance Officer; **Tel**: +91 22 7193 3047; **E-mail:** investor@burgerking.in
Website: www.burgerkingindia.in; **Corporate Identity Number**: U55204MH2013FLC249986

OUR PROMOTER: QSR ASIA PTE. LTD.

INITIAL PUBLIC OFFERING OF 135,000,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 60 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 50 PER EQUITY SHARE FOR THE FRESH ISSUE) ("OFFER PRICE") AGGREGATING TO ₹ 8,100 MILLION, COMPRISING A FRESH ISSUE OF 75,000,000 EQUITY SHARES AGGREGATING TO ₹ 4,500 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF 60,000,000 EQUITY SHARES AGGREGATING TO ₹ 3,600 MILLION BY QSR ASIA PTE. LTD. ("PROMOTER SELLING SHAREHOLDER") ("OFFER FOR SALE", AND TOGETHER WITH THE FRESH ISSUE, "OFFER"). THE OFFER CONSTITUTES 35.37% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL. THE FACE VALUE OF EACH EQUITY SHARE IS ₹ 10. THE OFFER PRICE IS SIX TIMES THE FACE VALUE OF THE EQUITY SHARES.**

OUR COMPANY HAS UNDERTAKEN A PRE-IPO PLACEMENT BY WAY OF A: (I) RIGHTS ISSUE OF 1,32,00,000 EQUITY SHARES TO OUR PROMOTER SELLING SHAREHOLDER FOR CASH AT A PRICE OF ₹ 44 PER EQUITY SHARE AGGREGATING TO ₹ 580.80 MILLION PURSUANT TO THE RESOLUTION OF THE BOARD DATED MAY 23, 2020; AND (II) PREFERENTIAL ALLOTMENT OF 15,712,820 EQUITY SHARES TO AIL FOR CASH AT A PRICE OF ₹ 58.50 PER EQUITY SHARE AGGREGATING TO ₹ 919.20 MILLION, IN CONSULTATION WITH THE BRLMS, PURSUANT TO THE RESOLUTION OF THE BOARD DATED NOVEMBER 18, 2020. THE SIZE OF THE FRESH ISSUE OF ₹ 6,000 MILLION WAS REDUCED BY ₹ 1,500 MILLION PURSUANT TO THE PRE- IPO PLACEMENT, AND ACCORDINGLY, THE FRESH ISSUE SIZE WAS ₹ 4,500 MILLION.
****SUBJECT TO FINALISATION OF THE BASIS OF ALLOTMENT.***

The Offer was made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). This Offer was being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer was available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**").Our Company and the Promoter Selling Shareholder in consultation with the BRLMs allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was made available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. If at least 75% of the Offer cannot be Allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more than 15% of the Offer was made available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Offer was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Offer Price. All Bidders, other than Anchor Investors, were mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank accounts (including UPI ID in case of RIBs, if applicable) which were blocked by the Self Certified Syndicate Banks ("**SCSBs**") to the extent of the respective Bid Amounts. Anchor Investors were not permitted to participate in the Anchor Investor Portion through the ASBA Process. For details, see "*Offer Procedure*" beginning on page 312.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10 each. The Offer Price as determined and justified by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" beginning on page 85 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 19.

ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Promoter Selling Shareholder accepts responsibility for and confirms only the statements made or confirmed by such Promoter Selling Shareholder in this Prospectus to the extent of information specifically pertaining to itself and its portion of the Equity Shares offered in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Promoter Selling Shareholder assumes no responsibility for any other statements, including, *inter alia*, any of the statements made by or relating to our Company or its business or by any other person in this Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus and this Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated November 8, 2019 and November 28, 2019, respectively. For the purposes of the Offer, the Designated Stock Exchange is BSE. A copy of the Red Herring Prospectus has been and a signed copy of this Prospectus shall be delivered for filing to the RoC in accordance with section 26(4) of the Companies Act, 2013. For details of the material contracts and documents made available for inspection from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 333.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC Plot No. 27, 'G' Block Bandra Kurla Complex Bandra (E) Mumbai, Maharashtra 400 051 Tel: +91 22 4336 0000 E-mail: burgerking.ipo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com Contact Person: Ganesh Rane Website: www.investmentbank.kotak.com SEBI Registration No.: INM000008704	**CLSA India Private Limited** 8 / F Dalamal House Nariman Point Mumbai, Maharashtra 400 021 Tel: +91 22 6650 5050 E-mail: burgerking.ipo@clsa.com Investor Grievance E-mail: investor.helpdesk@clsa.com Contact Person: Rahul Choudhary Website: www.india.clsa.com SEBI Registration No.: INM000010619	**Edelweiss Financial Services Limited** 14th Floor, Edelweiss House Off C.S.T. Road, Kalina Mumbai, Maharashtra 400 098 Tel: +91 22 4009 4400 E-mail: burgerking.ipo@edelweissfin.com Investor Grievance E-mail: customerservice.mb@edelweissfin.com Contact Person: Disha Doshi/Nikhil Joshi Website: www.edelweissfin.com SEBI Registration No.: INM0000010650	**JM Financial Limited** 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi, Mumbai, Maharashtra 400 025 Tel: +91 22 6630 3030 E-mail: burgerking.ipo@jmfl.com Investor Grievance E-mail: grievance.ibd@jmfl.com Contact Person: Prachee Dhuri Website: www.jmfl.com SEBI Registration No.: INM000010361	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg Vikhroli (West) Mumbai, Maharashtra 400 083 Tel: +91 22 4918 6200 E-mail: burgerking.ipo@linkintime.co.in Investor grievance E-mail: burgerking.ipo@linkintime.co.in Contact Person: Shanti Gopalkrishnan Website: www.linkintime.co.in SEBI Registration No.: INR000004058

BID/OFFER PROGRAMME

BID/OFFER OPENED ON	December 2, 2020*
BID/OFFER CLOSED ON	December 4, 2020

* *The Anchor Investor Bid/Offer Period was December 1, 2020.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or our Articles of Association, Memorandum of Association, policies shall be to such legislation, act or regulation, as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

Notwithstanding the foregoing, terms used in "Statement of Special Tax Benefits", "Financial Statements", "Main Provisions of Articles of Association", "Outstanding Litigation and Material Developments" and "Key Regulations and Policies in India" beginning on pages 88, 171, 325, 287 and 145, respectively, shall have the meaning ascribed to such terms in these respective sections.

General Terms

Term	Description
"our Company" or "the Company" or "the Issuer"	Burger King India Limited (formerly known as Burger King India Private Limited), a company incorporated under the Companies Act, 1956, and having its registered office at Unit Nos.1003 to 1007, 10th Floor, Mittal Commercia, Asan Pada Rd, Chimatpada, Marol, Andheri (E), Mumbai, Maharashtra, 400 059
"we" or "us" or "our"	Unless the context otherwise indicates or implies, our Company

Company Related Terms

Term	Description
AIL	Amansa Investments Limited
"Articles of Association" or "AoA"	Articles of association of our Company
Audit Committee	The audit committee of our Board, as described in "*Our Management*" beginning on page 153
"Auditors" or "Statutory Auditors"	Statutory auditors of our Company, namely, S R B C & CO LLP, Chartered Accountants
BK AsiaPac	BK AsiaPac, Pte. Ltd.
"Board" or "Board of Directors"	Board of directors of our Company or a duly constituted committee thereof
CCPS	8% compulsorily convertible Preference Shares
Company Franchise Agreement	Company Franchise Agreement dated November 19, 2013 among BK AsiaPac, QSR Asia and our Company, as amended by the amendment agreement dated October 31, 2019
Company Secretary	Company secretary of our Company
Compliance Officer	Compliance officer of our Company
Chief Executive Officer and Whole Time Director	Chief executive officer and whole time director of our Company
Chief Financial Officer	Chief financial officer of our Company
Company EBITDA	Restated loss for the year/period before depreciation and amortization and finance cost, less other income, as set forth in the table "*Reconciliation of Restated Loss for the year/period to Company EBITDA and Company Adjusted EBITDA*" in *"Management's Discussion and Analysis of Financial Condition and Results of Operations - Company EBITDA, Company Adjusted EBITDA and Restaurant Adjusted EBITDA (Non-GAAP measure)*" on page 268
Company Adjusted EBITDA	Company EBITDA adjusted for Ind AS 116 impact, as set forth in the table "*Reconciliation of Restated Loss for the year/period to Company EBITDA and Company Adjusted EBITDA*" in *"Management's Discussion and Analysis of Financial Condition and Results of Operations - Company EBITDA, Company Adjusted EBITDA and Restaurant Adjusted EBITDA (Non-GAAP measure)"* on page 268
Director(s)	Director(s) on the Board
Equity Shares	Equity shares of our Company of face value of ₹10 each
ESOS 2015	BK Employee Stock Option Scheme 2015
Executive Director	Executive Director of our Company

Term	Description
F&B Singapore	F&B Asia Ventures (Singapore) Pte. Ltd.
Group Company	Company as identified in "*Our Group Company*" beginning on page 292
Gross Margin	Revenue from sale of food and beverages less cost of materials consumed (net of scrap sales) as set forth in the tables "*Computation of Gross Margin*" in *"Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations"* on pages 274, 277 and 279
Gross Margin Percentage	Gross Margin as a percentage of revenue from sale of food and beverages
Independent Directors	Independent Directors on our Board, who are eligible to be appointed as independent directors under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see "*Our Management"* beginning on page 153
"Joint Venture and Investment Agreement" or "JVIA"	Joint venture and investment agreement dated September 26, 2013 among Everstone Capital Partners II, LLC, BK AsiaPac, F&B Singapore, and QSR Asia, as amended by the amendment agreement dated October 31, 2019
Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations as disclosed in "*Our Management*" beginning on page 153
Letter Agreement	Intellectual property letter agreement dated November 19, 2013, entered into by Burger King Corporation and BK AsiaPac with F&B Singapore, Everstone Capital Partners II, LLC, F&B Asia Ventures Ltd (Mauritius), our Promoter and our Company
"Memorandum of Association" or "MoA"	Memorandum of association of our Company
Master Franchise and Development Agreement	Master franchise and development agreement dated November 19, 2013 among BK AsiaPac, QSR Asia and our Company, as amended by the first amendment to the master franchise and development agreement dated November 12, 2014, the second amendment to the master franchise and development agreement dated October 31, 2019 and the third amendment to the master franchise and development agreement dated November 18, 2020 read with the Receivables Letter
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "*Our Management*" beginning on page 153
OPI	Operations performance index
OSAT	Overall guest satisfaction
Preference Shares	Preference shares of our Company of face value of ₹ 100 each
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoter and Promoter Group*" beginning on page 166
"Promoter" or "Promoter Selling Shareholder" or "QSR Asia"	QSR Asia Pte. Ltd.
QSR Asia SPAs	(a) Share purchase agreement dated November 27, 2020 between our Promoter and Valiant Mauritius Partners FDI Ltd. for the sale and transfer of 6,666,666 Equity Shares; (b) share purchase agreement dated November 27, 2020 between our Promoter and Malabar India Fund Limited for the sale and transfer of 1,666,668 Equity Shares; (c) Share purchase agreement dated November 28, 2020 between our Promoter and Amansa Investments Ltd. for the sale and transfer of 12,500,000 Equity Shares; and (d) Share purchase agreement dated November 30, 2020 between our Promoter and SBI Mutual Fund (through its four schemes) for the sale and transfer of 6,666,666 Equity Shares
RAP	Rewarding ace programme
Receivables Letter	Letter agreement dated November 18, 2020 between our Company, our Promoter and BK AsiaPac
"Registered and Corporate Office" or "Registered Office"	The registered and corporate office of our Company located at Unit Nos. 1003 to 1007, 10th Floor, Mittal Commercia, Asan Pada Rd, Chimatpada, Marol, Andheri (E), Mumbai, Maharashtra, 400 059
"Registrar of Companies" or "RoC"	Registrar of Companies, Maharashtra at Mumbai
Restated Financial Statements	Our restated summary statements of assets and liabilities as at September 30, 2020 and September 30, 2019 and March 31, 2020, March 31, 2019 and March 31, 2018 and the restated statements of profit and loss (including other comprehensive income), cash flow statement and changes in equity for the six months periods ended September 30, 2020 and September 30, 2019 and for the year ended March 31, 2020, March 31, 2019 and March 31, 2018 of the Company together with the summary statement of significant accounting policies, and other explanatory information thereon, derived from audited interim financial statements as at and for the six months periods ended September 30, 2020 and September 30, 2019 prepared in accordance with Ind AS 34 -"Interim Financial Reporting" and audited financial statements as at and for the year ended March 31, 2020, March 31, 2019 and March 31, 2018 prepared in accordance with the Ind AS, read with the Companies (Indian Accounting Standards) Rules, 2015 and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI.

Term	Description
Restaurant Adjusted EBITDA	Restaurant Adjusted EBITDA has been calculated as revenue from sale of food and beverages, less cost of materials consumed (net of scrap sales), less restaurant related expenses without adjustment to remove the effects of our adoption of Ind AS 116, less mandatory and discretionary advertising and marketing expenses, as set forth in the table "*Restaurant Adjusted EBITDA*" in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Company EBITDA, Company Adjusted EBITDA and Restaurant Adjusted EBITDA (Non-GAAP measure)*" on page 268
REV	Restaurant excellence visit
SSSG	Same store sales growth in respect of Burger King restaurants
Shareholders	Equity shareholders of our Company, from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board, as described in "*Our Management*" beginning on page 153

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Fresh Issue and transfer of Equity Shares offered by the Promoter Selling Shareholder pursuant to the Offer for Sale to successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Allocation Price	₹ 60 per Equity Share
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which was considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/Offer Period	December 1, 2020, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors were submitted, prior to and after which BRLMs did not accept any bids from Anchor Investors, and allocation to Anchor Investors was completed
Anchor Investor Offer Price	₹ 60 per Equity Share. The Anchor Investor Offer Price was decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs
Anchor Investor Portion	60% of the QIB Portion, consisting of 60,750,000 Equity Shares* which were allocated by our Company and the Promoter Selling Shareholder in consultation with the BRLMs, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price * *Subject to finalisation of Basis of Allotment*
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid by authorizing an SCSB to block the Bid Amount in the ASBA Account and which includes applications made by RIIs using UPI, where the Bid Amount was blocked upon acceptance of UPI Mandate Request by RIIs
ASBA Account	A bank account maintained by an ASBA Bidder with an SCSB and which includes a bank account of an RIB linked with UPI, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which was considered as the application for Allotment in terms of the Red Herring Prospectus and this Prospectus
Banker to the Offer	Collectively, the Escrow Collection Bank, Refund Bank, Public Offer Account Bank and Sponsor Bank
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" beginning on page 312
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations. The term "Bidding" shall be construed accordingly

Term	Description
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	250 Equity Shares and in multiples of 250 Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, December 4, 2020
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, December 2, 2020
Bid/Offer Period	Except in relation to Anchor Investors, the period between December 2, 2020 and December 4, 2020 inclusive of both days
Bidder	Any investor who made a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centers	Centers at which the Designated Intermediaries accepted the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer namely, Kotak Mahindra Capital Company Limited, CLSA India Private Limited, Edelweiss Financial Services Limited and JM Financial Limited
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders could have submitted the ASBA Forms to a Registered Broker and in case of RIIs only ASBA Forms with UPI The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period
Cap Price	₹ 60 per Equity Share
Cash Escrow and Sponsor Bank Agreement	Agreement dated March 5, 2020 along with the amendment agreement dated November 24, 2020 entered into by our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the members of the Syndicate and the Banker to the Offer for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
CLSA	CLSA India Private Limited
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations as per the list available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Cut-off Price	The Offer Price that is ₹ 60 per Equity Share, finalised by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs Only Retail Individual Bidders were entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Bidders were not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details and UPI ID, wherever applicable
Designated CDP Locations	Such locations of the CDPs where Bidders submitted the ASBA Forms and in case of RIIs only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms were available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the relevant amounts are transferred from the ASBA Accounts to the Public Offer Account and/ or are unblocked, as the case may be, in terms of the Red Herring Prospectus and this Prospectus, following which the Board may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by RIIs where the Bid Amount was blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders submitted the ASBA Forms to RTAs and in case of RIIs only ASBA Forms with UPI.

Term	Description
	The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which collected the ASBA Forms (other than ASBA Forms submitted by RIIs where the Bid Amount was blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which was available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE
"Draft Red Herring Prospectus" or "DRHP"	The draft red herring prospectus dated November 2, 2019, issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer. Further, our Company had also filed with SEBI the addendum to the Draft Red Herring Prospectus dated October 21, 2020
Edelweiss	Edelweiss Financial Services Limited
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus constituted an invitation to subscribe to or to purchase the Equity Shares
Escrow Account	Account opened with the Escrow Collection Bank and in whose favour the Anchor Investors transferred money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Accounts will be opened, in this case being ICICI Bank Limited
First Bidder	Bidder whose name is mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	₹ 59 per Equity Share
Fresh Issue	The fresh issue of 75,000,000 Equity Shares aggregating to ₹ 4,500 million by our Company Our Company has undertaken a Pre-IPO Placement by way of a: (i) rights issue of 1,32,00,000 Equity Shares to our Promoter Selling Shareholder for cash at a price of ₹ 44 per Equity Share aggregating to ₹ 580.80 million pursuant to the resolution of the Board dated May 23, 2020; and (ii) preferential allotment of 15,712,820 Equity Shares to AIL for cash at a price of ₹ 58.50 per Equity Share aggregating to ₹ 919.20 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated November 18, 2020. The size of the fresh issue of ₹ 6,000 million had been reduced by ₹ 1,500 million pursuant to the Pre- IPO Placement, and accordingly, the fresh issue size was ₹ 4,500 million
JM Financial	JM Financial Limited
Kotak	Kotak Mahindra Capital Company Limited
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot
Monitoring Agency	ICICI Bank Limited
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion), or 2,025,000* Equity Shares which was made available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids having been received at or above the Offer Price ** Subject to finalisation of Basis of Allotment*
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer related expenses. For further information about use of the Offer Proceeds and the Offer related expenses, see "*Objects of the Offer*" beginning on page 75
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
"Non-Institutional Bidder" or "NIBs"	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Offer consisting of 20,250,000* Equity Shares which was made available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids having been received at or above the Offer Price * *Subject to finalisation of the Basis of Allotment*
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs

Term	Description
Offer	The public issue of 135,000,000* Equity Shares of face value of ₹10 each for cash at a price of ₹ 60 each, aggregating to ₹ 8,100 million comprising the Fresh Issue and the Offer for Sale * *Subject to finalisation of the Basis of Allotment*
Offer Agreement	The agreement dated November 2, 2019 along with amendment agreements dated February 28, 2020 and October 21, 2020, amongst our Company, the Promoter Selling Shareholder and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	Offer for sale of 60,000,000 Equity Shares by the Promoter Selling Shareholder aggregating to ₹ 3,600 million
Offer Price	₹ 60 per Equity Share, being the final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus and this Prospectus. The Offer Price was decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus and this Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholder. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" beginning on page 75
Pre-IPO Placement	(i) Rights issue of 1,32,00,000 Equity Shares to our Promoter Selling Shareholder for cash at a price of ₹ 44 per Equity Share aggregating to ₹ 580.80 million pursuant to the resolution of the Board dated May 23, 2020; and (ii) preferential allotment of 15,712,820 Equity Shares to AIL for cash at a price of ₹ 58.50 per Equity Share aggregating to ₹ 919.20 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated November 18, 2020. For further details in relation to the Pre-IPO Placement, see "*Capital Structure*" on page 64
Price Band	Price band of a minimum price of ₹ 59 per Equity Share (Floor Price) and the maximum price of ₹ 60 per Equity Share (Cap Price)
Pricing Date	The date on which our Company and the Promoter Selling Shareholder in consultation with the BRLMs, finalised the Offer Price, being December 7, 2020
Prospectus	This Prospectus dated December 7, 2020 to be filed with the RoC after the Pricing Date in accordance with section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	Bank account to be opened with the Public Offer Account Bank under section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Account Bank	The bank with which the Public Offer Account is opened for collection of Bid Amounts from Escrow Account and ASBA Account on the Designated Date, in this case being ICICI Bank Limited
"QIB Category" or "QIB Portion"	The portion of the Offer (including the Anchor Investor Portion) being not less than 75% of the Offer consisting of 101,250,000* Equity Shares which shall be Allotted to QIBs (including Anchor Investors) * *Subject to finalisation of the Basis of Allotment*
"Qualified Institutional Buyers" or "QIBs" or "QIB Bidders"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus dated November 25, 2020 issued in accordance with section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which did not have complete particulars of the Offer Price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto read with the first addendum dated November 30, 2020, corrigendum dated November 30, 2020 and the second addendum dated December 1, 2020
Refund Account	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank	The Banker to the Offer with whom the Refund Account has been opened, in this case being ICICI Bank Limited
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids
Registrar Agreement	The agreement dated November 1, 2019 among our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer, along with amendment letter dated November 2, 2019
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the websites of BSE and NSE
"Registrar to the Offer" or "Registrar"	Link Intime India Private Limited

Term	Description
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or "RIB(s)" or "RII(s)"	Bidders who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not more than 10% of the Offer consisting of 13,500,000* Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price * *Subject to finalisation of the Basis of Allotment*
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s) QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise or withdraw their Bids until Bid/Offer Closing Date
"Self Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, offering services, (i) in relation to ASBA where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or such other website as updated from time to time, and (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely, Link Intime India Private Limited
Share Escrow Agreement	Agreement dated March 3, 2020 along with the amendment agreement dated November 24, 2020 entered into amongst the Promoter Selling Shareholder, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by such Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate accepted ASBA Forms from Bidders and in case of RIIs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Offer which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company and the Promoter Selling Shareholder, in consultation with the BRLMs to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being ICICI Bank Limited
Syndicate Agreement	Agreement dated March 4, 2020 along with the amendment agreement dated November 24, 2020 entered into among our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, Kotak Securities Limited, Edelweiss Broking Limited and JM Financial Services Limited
Syndicate	Together, the BRLMs and the Syndicate Members
"Systemically Important Non-Banking Financial Company" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	The BRLMs and the Syndicate Members
Underwriting Agreement	The agreement dated December 7, 2020 among the Underwriters, our Company and the Promoter Selling Shareholder
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorise blocking of funds on the UPI mobile or other application equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The mechanism that was used by an RII in accordance with the UPI Circulars to make an ASBA Bid in the Offer
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, "Working Day" shall mean all

Term	Description
	days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI

Technical / Industry Related Terms

Term	Description
BK IP	The Burger King brand and the trademarks, service marks and other intellectual property relating to the Burger King brand, including the Burger King logo and Burger King Marks, such as BURGER KING®, WHOPPER® and HOME OF THE WHOPPER®
Burger King Marks	The worldwide trademarks, service marks, trade names, trade dress, logos, slogans, designs and other commercial symbols and source-identifying indicia (and the goodwill associated therewith) used in the operation of the Burger King restaurants and the Burger King System, whether registered, applied for or unregistered
Burger King System	The unique restaurant format and operating system developed by BK AsiaPac and/ or its affiliates for the development and operation of quick service or fast food restaurants, and to which BK AsiaPac has the right to license, including proprietary designs and colour schemes for restaurant buildings, equipment, layout and decor, proprietary menu and food preparation and service formats, uniform product and quality specifications, training programs, restaurant operations manuals, bookkeeping and report formats, marketing and advertising formats, promotional marketing items and procedures for inventory and management control, and also includes the Burger King Marks, Burger King domain names and BK IP.
Company-owned Burger King Restaurants	The Burger King restaurants owned, established and operated by our Company in India
CDR	Casual dining restaurants
CGU	Cash generating unit
Chain QSR	Chain quick service restaurants
ColdEx	Coldex Logistics Private Limited
FBO	Food business operators
FD/IC	Frozen desserts and ice cream outlets and kiosks
FDR	Fine dining restaurants
Group M	Group M Media India Private Limited
Hyfun Foods	Hyfun Frozen Foods Private Limited
Mrs. Bectors	Mrs. Bectors Food Specialities Limited
MCA Notification	The notification no. G.S.R. 463(E) issued by the Ministry of Corporate Affairs, Government of India on July 24, 2020
NSF	NSF Safety and Certifications India Private Limited
OSI Vista	Vista Processed Foods Private Limited
PBCL	Pub, bar, club and lounge outlets
PepsiCo	PepsiCo India Holdings Private Limited
POS	Point of sale
PPE	Property, plant and equipment
QSR	Quick service restaurant
Schreiber	Schreiber Dynamix Dairies Private Limited
SEC	Socioeconomic classifications
SGS	SGS India Private Limited
SLIP	Supplier Led Innovation Program
SMG	Service management group
Sub-Franchised Burger King Restaurants	The Burger King restaurants which are licensed by our Company to third parties to open and operate Burger King restaurant in India
Swiggy	Bundl Technologies Private Limited
Technopak	Technopak Advisors Private Limited

Term	Description
Technopak Report	Industry report entitled "Indian Quick Service Restaurant (QSR) Industry Report" dated November 2020
Veeba	Veeba Food Services Private Limited
Venky's	Venky's (India) Limited
WASA	Wayside amenities
Zomato	Zomato Media Private Limited

Conventional and General Terms / Abbreviations

Term	Description
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
AGM	Annual general meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act, 1981
"Bn" or "bn"	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate, which is computed by dividing the value of an investment at the year-end by its value at the beginning of that period, raise the result to the power of one divided by the period length, and subtract one from the subsequent result : ((End Value/Start Value)^(1/Periods)) -1
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPI(s)	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II FPI(s)	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
"Civil Code" or "CPC"	The Code of Civil Procedure, 1908
Companies Act	Companies Act, 1956 and the Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020
Competition Act	Competition Act, 2002
COPRA	Consumer Protection Act, 1986 or Consumer Protection Act, 2019, as applicable
COVID-19	Pandemic caused due to the worldwide spread of the novel coronavirus disease
CrPC	The Code of Criminal Procedure, 1973
CY	Calendar Year
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion)
EGM	Extraordinary general meeting
Employee State Insurance Corporation	Employees' State Insurance Corporation, Ministry of Labour & Employment, GoI

Term	Description
EPS	Earnings per Share
FBIL	Financial Benchmark India Private Limited
FCPA	Foreign Corrupt Practices Act, 1977
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year" or "Fiscal" or "fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIPB	The erstwhile Foreign Investment Promotion Board
FIR	First Information Report
FPI(s)	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FSSA	Food Safety and Standards Act, 2006
FSSAI	Food Safety and Standards Authority of India
FSSR	Food Safety and Standard Rules, 2011
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GAAR	General Anti-Avoidance Rules
Gazette	Official Gazette of India
GDP	Gross domestic product
"GoI" or "Government"	Government of India
GST	Goods and services tax
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
IMF	International Monetary Fund
IFRS	International Financial Reporting Standards
"Income Tax Act" or "IT Act"	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards notified under section 133 of the Companies Act, 2013 and referred to in the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India notified under section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
IPL	Indian Premier League
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
ISO	International Organization for Standardization
IST	Indian Standard Time
IT	Information Technology
ITC	Input Tax Credit
KYC	Know Your Customer
MCLR	Marginal cost of funds based lending rate
MCA	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
"N.A." or "NA"	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
Negotiable Instruments Act	Negotiable Instruments Act, 1881
NPCI	National Payments Corporation of India

Term	Description
No.	Number
Notified Sections	The sections of the Companies Act, 2013 that were notified by the Ministry of Corporate Affairs, Government of India
NR	Non-resident
NRI	A person resident outside India, who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PCB(s)	Pollution Control Board(s)
Provident Fund	Provident fund for employees managed by the Employee's Provident Fund Organisation in India
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the US Securities Act
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations
Stock Exchanges	Together, BSE and NSE
STT	Securities Transaction Tax
Stamp Act	The Indian Stamp Act, 1899
State Government	The government of a state in India
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademarks Act	Trade Marks Act, 1999
"U.S." or "USA" or "United States"	United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
"USD" or "US$"	United States Dollars
U.S. Securities Act	U.S. Securities Act of 1933
VAT	Value Added Tax

Term	Description
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
Water Act	Water (Prevention and Control of Pollution) Act, 1974
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to "India" contained in this Prospectus are to the Republic of India.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus.

Financial Data

Unless the context requires otherwise, the financial information in this Prospectus is derived from our restated summary statements of assets and liabilities as at September 30, 2020 and September 30, 2019 and March 31, 2020, March 31, 2019 and March 31, 2018 and the restated statements of profit and loss (including other comprehensive income), cash flow statement and changes in equity for the six months period ended September 30, 2020 and September 30, 2019 and for the year ended March 31, 2020, March 31, 2019 and March 31, 2018 of the Company together with the summary statement of significant accounting policies, and other explanatory information thereon, derived from the audited interim financial statements as at and for the six months period ended September 30, 2020 and September 30, 2019 prepared in accordance with Ind AS 34 –" Interim Financial Reporting" and our audited financial statements as at and for the year ended March 31, 2020, March 31, 2019 and March 31, 2018 prepared in accordance with the Ind AS, read with the Companies (Indian Accounting Standards) Rules, 2015 and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI. For further information, see "*Financial Statements*" beginning on page 171.

In this Prospectus, amounts for the six months period ended September 30, 2020 and September 30, 2019 are presented along with Fiscal 2020, 2019 and 2018. Figures for the six months period ended September 30, 2020 and September 30, 2019 are not indicative of our annual results and are not directly comparable with figures for Fiscal 2020, 2019 and 2018 and are presented for convenience purpose only.

In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Prospectus to the terms Fiscal or Fiscal Year or Financial Year are to the 12 months ended March 31 of such year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Prospectus are to a calendar year.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 19, 121 and 256, respectively, and elsewhere in this Prospectus have been calculated on the basis of amounts derived from our Restated Financial Statements.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Exchange Rates

This Prospectus contains conversion of certain other currency amounts into Indian Rupees. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between Rupee and US$ (in Rupees per US$)

(Amount in ₹, unless otherwise specified)

Currency	As on September 30, 2020	As on March 31, 2020	As on March 29, 2019*	As on March 28, 2018**
1 US$	73.80	75.39	69.17	65.04

(Source: FBIL Reference Rate)

* *Exchange rate as on March 29, 2019, as FBIL Reference Rate is not available for March 30, 2019 being Saturday and March 31, 2019 being a Sunday.*

** *Exchange rate as on March 28, 2018, as FBIL Reference Rate is not available for March 29, 2018 and March 30, 2018 being public holidays and March 31, 2018 being a Saturday.*

Industry and Market Data

Unless stated otherwise, industry and market data used in this Prospectus has been obtained or derived from the report titled "Indian Quick Service Restaurant (QSR) Industry Report" dated November 2020 prepared by Technopak ("**Technopak Report**").

The Technopak Report has been prepared at the request of our Company.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. Although we believe the industry and market data used in this Prospectus is reliable, it has not been independently verified by us, the Promoter Selling Shareholder or the BRLMs or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risk, uncertainties and assumptions, and is subject to change based on various factors. Accordingly, investment decisions should not be based solely on such information. For details in relation to the risks involving the Technopak Report, see "*Risk Factors – Third party industry and statistical information in this Prospectus may be incomplete or unreliable"* beginning on page 47.

The extent to which the market and industry data used in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

Restaurant Brands International disclaimer

The Offer has not been recommended or endorsed by Restaurant Brands International Inc. or any its subsidiaries, affiliates, officers, directors, agents, employees and advisors (collectively, "**Identified Persons**"); provided that Identified Persons shall not include any directors of the Company for purposes of this disclaimer. The grant of a 'Burger King' franchise to the Company in India by BK AsiaPac, an affiliate of Restaurant Brands International Inc., pursuant to the Master Franchise and Development Agreement and the Company Franchise Agreement, should not be construed as an express or implied approval or endorsement by any Identified Persons of any statement regarding performance of the Company (financial or otherwise) in this Prospectus. In making an investment decision, an investor must rely on its own examination of the Company and the terms of this Offer.

The enforcement or waiver of any obligation of the Company under the Master Franchise and Development Agreement or the Company Franchise Agreement is generally a matter of BK AsiaPac's sole discretion. No investor should rely on any representation, assumption or belief that BK AsiaPac will enforce or waive particular obligations of the Company under those agreements.

BURGER KING® is a registered trademark and service mark and WHOPPER® and HOME OF THE WHOPPER® are registered trademarks of Burger King Corporation, an affiliate of Restaurant Brands International Inc.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "propose", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, *inter alia*, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- The outbreak of the COVID-19 pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations and the timing of how long the COVID-19 pandemic and the related GoI measures will last is still uncertain.

- Real and perceived health concerns arising from food-borne illnesses, health epidemics, food quality, allergic reactions or other negative food-related incidents could have a material adverse effect on our business, results of operations, financial condition and prospects.

- Our exclusive right to develop, operate and franchise Burger King restaurants in India depends on the Master Franchise and Development Agreement, which imposes certain restrictions and other obligations on our operations which would adversely affect our business, results of operations, financial condition and prospects.

- Termination of the Master Franchise and Development Agreement would have a material adverse effect on our business, results of operations, financial condition and prospects.

- Demand for our products may decrease due to changes in consumer preferences and food habits, could have a material adverse effect on our business, results of operations and financial condition.

For further discussion on factors that could cause actual results to differ from expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 19, 121 and 256, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect current views as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoter Selling Shareholder, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the BRLMs will ensure that the investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges. The Promoter Selling Shareholder shall ensure that it will keep the Company and BRLMs informed of all material developments pertaining to its respective portion of the Equity Shares under the Offer for Sale and itself, as Promoter Selling Shareholder from the date of this Prospectus until receipt of final listing and trading approvals by the Stock Exchanges for this Offer, that may be material from the context of the Offer.

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Offer. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Prospectus, including "Risk Factors", "Objects of the Offer", "Our Business", "Offer Procedure" and "Main Provisions of Articles of Association" on pages 19, 75, 121, 312 and 325, respectively.

Summary of our primary business

We are one of the fastest growing international QSR chains in India during the first five years of our operations based on number of restaurants. (Source: Technopak). We are the national master franchisee of the Burger King brand in India, which is the second largest fast food burger brand globally based on total number of restaurants as at September 30, 2020. Our customer proposition focuses on our value leadership, variety, wide vegetarian offering, taste advantage and flame grilling expertise in order to offer customers quality products tailored to Indian tastes and preferences at attractive price points.

Summary of Industry

Although the QSR market has been adversely affected by the COVID-19 pandemic, the Indian QSR market is supported by a number of macroeconomic and demographic factors that are conducive to further market growth, including increasing nuclearization of families, rising disposable incomes, India's growing workforce, urbanisation, changing consumption patterns and improved connectivity and mobility, which have led to increases in eating out. This has also been supported by growing infrastructure for the QSR format and increased access to QSRs through delivery aggregators. Key drivers for demand in the industry include India-centric offerings, the growing millennial population, premium product offerings, discounting, beverage offerings, online food ordering and delivery, and social media and tech-savvy consumers.

Promoter

Our Promoter is QSR Asia Pte. Ltd.

Offer Size

Offer	135,000,000 Equity Shares, aggregating to ₹ 8,100 million
of which	
Fresh Issue[(1)(2)]	75,000,000 Equity Shares, aggregating to ₹ 4,500 million
Offer for Sale[(3)]	60,000,000 Equity Shares, aggregating to ₹ 3,600 million

(1) The Offer has been authorized by resolutions of our Board dated September 12, 2019, October 17, 2019, February 12, 2020 and October 19, 2020 and the Fresh Issue has been authorized by special resolutions of our Shareholders, dated October 23, 2019, February 14, 2020 and October 20, 2020.

(2) Our Company has undertaken a Pre-IPO Placement by way of a: (i) rights issue of 1,32,00,000 Equity Shares to our Promoter Selling Shareholder for cash at a price of ₹ 44 per Equity Share aggregating to ₹ 580.80 million pursuant to the resolution of the Board dated May 23, 2020; and (ii) preferential allotment of 15,712,820 Equity Shares to AIL for cash at a price of ₹ 58.50 per Equity Share aggregating to ₹ 919.20 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated November 18, 2020. The size of the fresh issue of ₹ 6,000 million had been reduced by ₹ 1,500 million pursuant to the Pre- IPO Placement, and accordingly, the fresh issue size was ₹ 4,500 million.

(3) The Equity Shares being offered by the Promoter Selling Shareholder have been held for a period of at least one year immediately preceding the date of the Draft Red Herring Prospectus with the SEBI, and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" beginning on page 295.

Objects of the Offer

The following table sets forth details of the proposed utilisation of the Net Proceeds:

Particulars		Amount (in ₹ million)
Funding roll out of new Company-owned Burger King restaurants		3,419.79
(i)	Repayment or prepayment of outstanding borrowings of our Company obtained for setting up of new Company-owned Burger King Restaurants	1,649.79
(ii)	Capital expenditure incurred for setting up of new Company-owned Burger King Restaurants	1,770.00
General corporate purposes		711.70[(1)]
Net Proceeds		**4,131.49**

(1) The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds.

Pre-Offer Shareholding of Promoter (also the Promoter Selling Shareholder) and Promoter Group

S. No.	Category of Shareholders	No. of Equity Shares of face value ₹ 10 each	% of total paid up Equity Share capital
	Equity Share Capital		
1.	*Promoter (also the Promoter Selling Shareholder)*		
	QSR Asia	261,811,110	85.38
	Total	**261,811,110***	**85.38***
2.	*Promoter Group*		

S. No.	Category of Shareholders	No. of Equity Shares of face value ₹ 10 each	% of total paid up Equity Share capital
	F&B Singapore**	1	Negligible
	Total	**1**	**Negligible**

** Our Promoter has pursuant to the QSR Asia SPAs sold and transferred 27,500,000 Equity Shares prior to Bid/Offer Opening Date.*
***The beneficial interest in one Equity Share is held by F&B Singapore as a nominee on behalf of QSR Asia.*

Summary financial information

(in ₹ million other than share data)

Particulars	Six months ended September 30, 2020	Six months ended September 30, 2019	Fiscal		
			2020	2019	2018
Equity share capital (A)	2,909.42	2,666.31	2,777.42	2,650.00	2,650.00
Other equity (B)	(720.52)	(292.09)	(23.16)	(153.53)	221.31
Net worth* (C=A+B)	2,188.90	2,374.22	2,754.26	2,496.47	2,871.31
Total Income	1,516.54	4,253.68	8468.29	6,441.30	3,887.37
Restated loss for the year/period	(1,189.46)	(174.28)	(765.70)	(382.79)	(822.32)
Restated earnings per Equity Share (basic and diluted)					
- **Basic****	(4.14)	(0.66)	(2.87)	(1.44)	(3.10)
- **Diluted****	(4.14)	(0.66)	(2.87)	(1.44)	(3.10)
Net asset value per equity share#	7.62	8.93	10.31	9.42	10.84
Total borrowings##	1,983.43	1,385.34	1,985.16	1,000.00	-

* *Net Worth is derived from the Restated Financial Statements and comprises of equity share capital and other equity.*
** *Basic EPS and Diluted EPS for the six months period ended September 30, 2020 and September 30, 2019 are not annualised.*
\# *Net asset value per equity share is derived from the Restated Financial Statements and is calculated as restated net worth at the end of period/year divided by the weighted average number of equity shares outstanding at the end of the period/year.*
\#\# *Total borrowings consists of current and non-current borrowings and current maturities of non-current borrowings.*

Qualifications of the Auditors

There are no auditor qualifications which have not been given effect to in the Restated Financial Statements.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company and our Directors, as on the date of this Prospectus, is provided below:

Type of Proceedings	Number of Cases	Amount (*₹ in million*)
Cases against our Company		
Criminal proceedings	3	-
Actions taken by regulatory and statutory authorities	5	0.55
Other material matters	2	6.80
Direct and indirect taxes	11	53.16*
Total	**21**	**60.51**
Cases against our Directors		
Actions taken by regulatory and statutory authorities	1	-
Total	1	-

* *Based on demand notices, show cause notices and concluded assessments.*

For details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 287.

Risk Factors

For details, see "*Risk Factors*" beginning on page 19.

Summary of Contingent Liabilities of our Company

As of September 30, 2020, our Restated Financial Statements do not disclose any contingent liabilities as per Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets. For details of contingent liabilities as per Ind AS 37, see "*Financial Statements*" beginning on page 171.

Summary of Related Party Transactions

Summary of the related party transactions as per Ind AS 24-Related Party Disclosures and SEBI ICDR Regulations derived from Restated Financial Statements are as follows:

(in ₹ million)

Nature of Transaction	Six months ended September 30, 2020	Six months ended September 30, 2019	Fiscal		
			2020	2019	2018
Issue of equity shares to QSR Asia Pte. Ltd.	580.80	-	-	-	-
Issue of 8% Compulsory Convertible Preference Shares to QSR Asia Pte. Ltd.	-	-	-	1,000.00	-
Rent received from Harry's India Private Limited	-	0.25	0.51	1.63	2.48
Directors' sitting fees	-	-	0.89	-	-
Remuneration to key management personnel	44.00	39.16	58.64	50.23	42.57
Compensation of key management personnel					
Short-term employee benefits	0.51	0.48	0.12	0.81	0.06
Post-employment gratuity	0.11	0.11	0.22	0.48	0.24
Share-based payment transactions	17.36	1.56	12.06	2.75	2.20

For details of the related party transactions, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Related Party Transactions*" beginning on page 283.

Financing Arrangements

There have been no financing arrangements whereby our Promoter, member of the Promoter Group, directors of our Promoter, our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in normal course of the business of the financing entity during a period of six months immediately preceding the date of the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.

Weighted average price at which the Equity Shares were acquired by the Promoter Selling Shareholder in the one year preceding the date of this Prospectus

The weighted average price at which the Equity Shares were acquired by the Promoter Selling Shareholder in the one year preceding the date of this Prospectus is:

Name	Number of Equity Shares acquired	Weighted Average Price (in ₹)
QSR Asia	24,311,111	65.02

Average Cost of Acquisition

The average cost of acquisition per Equity Share by our Promoter (also the Promoter Selling Shareholder), as on the date of this Prospectus is:

Name	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)
QSR Asia	261,811,110	23.11

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Prospectus.

Split/ Consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Prospectus.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information disclosed in this Prospectus, including the risks and uncertainties described below, before evaluating us and our business and making an investment in our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with "Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations", beginning on pages 121, 91 and 256, respectively, as well as the financial statements, including the notes thereto, and other financial and statistical information included elsewhere in this Prospectus.

The risks described below are not the only ones that we currently face or are relevant to us or our Equity Shares, or the industry and segments in which we operate in India. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, financial condition, results of operations, cash flows or prospects. If any of the risks described below or other risks that are currently not known or are currently deemed immaterial actually occur, any of our business, financial condition, results of operations, cash flows or prospects could be adversely affected, the trading price of our Equity Shares could decline, and prospective investors may lose all or part of their investment. In making an investment decision, you must rely on your own examination of our Company and the terms of this Offer, including the merits and risks involved. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. This Prospectus also contains forward-looking statements that involve risks assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. For details, see "Forward-Looking Statements" on page 15. Unless the context otherwise requires, the financial information used in this section has been derived from the Restated Financial Statements of our Company.

INTERNAL RISK FACTORS

RISK FACTORS RELATING TO OUR COMPANY AND INDUSTRY

1. The outbreak of the 2019 novel coronavirus ("COVID-19") pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations and the timing of how long the COVID-19 pandemic and the related GoI measures will last is still uncertain.

The outbreak of the COVID-19 pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations across India since last week of March 2020, and the timing of how long the COVID-19 pandemic and the related GoI measures will last is still uncertain. In addition, our restaurants in different states and regions in India have been disproportionately affected by COVID-19 and the measures implemented in each state have varied due to regional and regulatory differences in each state in India. As a result of COVID-19, we and our sub-franchisees have had to close temporarily a number of restaurants across India commencing from March 2020 and have experienced reduced store-level operations, including reduced operating hours and dining-room closures. By the end of March 2020,201 of our restaurants had closed their operations temporarily due to the COVID-19 lockdown in India, meaning only 59 of our restaurants remained operational as of March 31, 2020. From April 1, 2020 to June 30, 2020, 130 restaurants had reopened for operations over the course of the period for either dine-in or food delivery, with a further 37 restaurants reopening between July 1, 2020 and September 30, 2020, meaning we had a total of 226 operational restaurants as of September 30, 2020. As of the date of filing of this Prospectus, we had 259 Company-owned Burger King Restaurants and nine Sub-Franchised Burger King Restaurants, of which 249 were operational, including two Sub-Franchised Burger King Restaurant, often with limited operations or limitations on capacity for dine-in guests, depending on local regulations. Of our nine Sub-Franchised Burger King Restaurants, seven remain temporarily closed as of the date of this Prospectus. During the initial stage of the COVID-19 crisis, footfalls and sales in our restaurants fell significantly due to the lockdown and other measures implemented by the GoI. Our footfalls and sales have not yet recovered to levels we saw prior to the COVID-19 crisis. In addition, the COVID-19 pandemic has directly impacted our same-store sales in our restaurants and our revenue from sale of food and beverages. Although our same-store sales grew at 29.21% in Fiscal 2019 and 6.11% in the nine months ended December 31, 2019, our same-store sales decreased by 0.30% in Fiscal 2020 and by 56.9% in the six months ended September 30, 2020 primarily due to the impact of the COVID-19 crisis. Our revenue from sale of food and beverages decreased in the six months ended September 30, 2020 to ₹1,346.93 million compared to ₹4,193.70 million in the six months ended September 30, 2019. The reduction in level of business activity due to COVID-19 pandemic has also led to write offs of food inventory and related commitments of the amount ₹43.45 million in Fiscal 2020 and ₹21.30 million in the six months ended September 30, 2020, since our inventory includes food items which are perishable and exceptional in nature. Similarly, our offices have also experienced closures and

certain of our employees have been restricted from commuting to their places of work. As of September 30, 2020, the number of our employees decreased to 4,836 employees compared to 6,141 as of March 31, 2020 as a result of attrition resulting from certain employees (especially restaurant staff) returning to and remaining in their hometowns as a result of the crisis, as well as redundancies of certain employees. Further, FSSAI has issued a guidance note on '*Food Hygiene and Safety Guidelines for Food Businesses during Coronavirus Disease (COVID-19) Pandemic*' ("**FSSAI Guidelines**") with an intent to provide guidance to food businesses like ours, including their personnel involved in handling of food and other employees to prevent spread of COVID-19 in the work environment and any incidental contamination of food/food packages. The FSSAI Guidelines mandates strict adherence to General Hygiene Practices specified under Schedule 4 of Food Safety and Standards (Licensing and Registration of Food Businesses) Regulation, 2011. The schedule enumerates multiple compulsory measures to be adopted by food business operators in the interest of human nutrition, safety and hygiene which may result in increased costs. Although we are currently in compliance with the FSSAI Guidelines, any failure in the future to fully comply or adhere to the measures and guidelines set out in the FSSAI Guidelines or any other similar regulations could lead to the imposition of penalties, fines or other sanctions, which could have an adverse impact on our business.

Notwithstanding measures we have adopted to increase safety and hygiene levels, there can be no assurance that footfalls in our restaurant outlets, same store sales, sales from food and beverages and demand for our products will recover from the impact of the COVID-19 crisis, and if they do not recover as a result of the COVID-19 crisis continuing or worsening, or otherwise, our business and results of operations would be significantly and adversely impacted, which could also adversely impact our market share. Further, due to the rising number of infected cases of COVID-19 in India, there is no certainty if additional restrictions will be put back in place or if another lockdown would be re-imposed to control the spread of the pandemic. We cannot assure you that we will not face any difficulty in our operations due to such restrictions and such prolonged instances of lockdown may adversely affect our business, results of operations, financial condition, cash flows, reputation and prospects. In addition, if our key management personnel or a significant percentage of our workforce is unable to work due to COVID-19 illness, quarantine, limitations on travel or other government restrictions in connection with the COVID-19 pandemic, our operations may be negatively impacted. An outbreak or perceived outbreak of the COVID-19 pandemic connected to one or more of our Company-owned Burger King Restaurants or Sub-Franchised Burger King Restaurants could also cause negative publicity directed at any of our brand and cause customers to avoid our restaurants, which could have a material adverse effect on our business, results of operations, financial condition, cash flows, reputation and prospects.

One of our key strategies has been the expansion of our restaurant network in line with our obligations under Master Franchise and Development Agreement (as defined below). For details, see "*Our Business*" starting on page 121 of this Prospectus. In light of the COVID-19 pandemic, the expansion of our restaurant network has slowed significantly, and the COVID-19 pandemic has also adversely affected our ability to open new restaurants and expand our restaurant network temporarily. We have delayed some new restaurant openings and will continue to evaluate the pace and quantity of new restaurant openings and the expansion of our restaurant network until more clarity on the restaurant industry operating environment in India emerges. The following table sets forth the growth of our restaurant network since December 31, 2019:

Growth in Our Restaurants Since December 31, 2019					
	As at December 31,	**As at March 31,**	**As at June 30,**	**As at September 30,**	**As at the date of this Prospectus**
	2019	**2020**			
	Number of Restaurants				
Opening number of restaurants at the beginning of the relevant quarter[1]	202[2]	255	260	259	261
Number of Company-owned (net) added during the relevant quarter	52	5	(1)	2	6
New stores opened in the relevant quarter	53	6	2	4	6
Stores permanently closed in the relevant quarter	1	1	(3)	(2)	0
Opening number of sub-franchised restaurants at the beginning of the relevant quarter[3]	7	8	8	8	8
Sub-franchised restaurants added during the relevant quarter[3]	1	0	0	0	1
Total	**255**	**260**	**259**	**261**	**268**
Total number of operational restaurants	**255**	**59**	**189**	**226**	**249**

[1] Includes the opening number of sub-franchised restaurants at the beginning of the relevant quarter.
[2] This opening figure is as on June 30, 2019.
[3] As at September 30, 2020, all of our sub-franchised restaurants remain temporarily closed. As at the date of this Prospectus, one of our sub-franchised restaurants had reopened and one new sub-franchised restaurant was opened.

Under the Master Franchise and Development Agreement, our Company is required to develop and open at least 700 restaurants (including Company-owned Burger King Restaurants and Sub-Franchised Burger King Restaurants) by December 31, 2026, which has recently been extended by one year from December 31, 2025 due to the COVID-19 crisis. However, there can be no assurance that we will achieve this target if the COVID-19 crisis continues or worsens,

and if due to the COVID-19 crisis our Company fails to achieve the cumulative opening target for any development year or fails to cure the shortfall, if applicable, subject to certain force majeure events beyond our control, BK AsiaPac may terminate our Development Rights or the Master Franchise and Development Agreement, which would have a material adverse effect on our business, results of operations, financial condition and prospects. For further details, see "*Risk Factors—The termination of our Master Franchise and Development Agreement would have a material adverse effect on our business, results of operations, financial condition and prospects.*" beginning on page 24.

The financial impact of COVID-19 has had, and is expected to continue to have, an adverse effect on our liquidity, and we continue to monitor and assess our access to appropriate sources of liquidity in order to sustain our business throughout this crisis. As of the date of the Prospectus, we had certain outstanding amounts due and payable under our Master Franchise and Development Agreement and our Company Franchise Agreement with respect to royalty payments, franchise fees, travel expenses and subscriptions fees in respect of certain periods in 2020. Our Company and our Promoter (collectively referred to as the "**Franchisee Parties**") have entered into a letter agreement dated November 18, 2020 (the "**Receivables Letter**") with BK AsiaPac with respect to these overdue fees and expenses as a one-time accommodation, pursuant to which the Franchisee Parties are required to pay the aggregate amount of US$1,455,535 to BK AsiaPac in three instalments in the fourth quarter of Fiscal 2021.

We have also engaged in rent relief negotiations with all of our landlords, and arrived at negotiated agreements with respect to reductions in rent and our rental obligations during the COVID-19 crisis with a majority of our landlords. In accordance with MCA Notification dated July 24, 2020 on IND- AS 116 (the "**MCA Notification**"), the Company has elected to apply the practical expedient of not assessing lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. As per the requirements of the MCA Notification, out of total lease concessions confirmed till September 30, 2020 of ₹218.31 million (including ₹62.17 million unconditional lease concessions pertaining to subsequent periods), ₹90.75 million has been accounted under rent expenses (to the extent available) and balance of ₹127.56 million is reported under Other Income for the period ended September 30, 2020. As of September 30, 2020, we had a total of ₹286.58 million in outstanding rental payments to landlords.

In May 2020, we completed a rights issue pursuant to which we allotted 13,200,000 Equity Shares to our Promoter for cash at a price of ₹44 per Equity Share aggregating to ₹580.80 million, and in November 2020 we issued 15,712,820 Equity Shares to AIL on a preferential allotment basis at a price of ₹58.50 per Equity Share for an aggregate amount of ₹919.20 million. In addition, as of September 30, 2020, we have access to liquidity in the amount of ₹292.32 million under our term loan and credit facilities from ICICI Bank Limited pursuant to our corporate rupee loan facility agreements and working capital facility agreement, each dated March 6, 2020. In addition, as at September 30, 2020, we had cash and cash equivalents of ₹121.74 million, bank deposits with original maturity of more than 3 months and remaining maturity less than 12 months of ₹241.77 million and investments in quoted mutual funds of ₹250.24 million. In addition, the salaries of senior management and our Chief Executive Officer and Whole Time Director and certain other support centre employees were reduced temporarily. We have also negotiated revised commercial terms during COVID-19 crises with other service providers, and we have managed our inventory through promotions, reorganisation and liquidation of stocks. This has provided us with working capital support and additional liquidity.

However, depending on how long the COVID-19 pandemic lasts, we may need to seek additional sources of liquidity, which may or may not be available. Our future available liquidity will also be impacted by the amounts coming due under the Receivables Letter, as well as payment of rental payments to landlords that remain outstanding. In addition, if the Franchisee Parties fail to pay to BK AsiaPac in full any relevant instalment due by the relevant payment date, such failure would constitute an event of default and entitle BK AsiaPac to such remedies as set out in the Master Franchise and Development Agreement, the Company Franchise Agreement and the Receivables Letter. The COVID-19 pandemic is adversely affecting the availability of liquidity generally in the credit markets, and there can be no guarantee that additional liquidity from other sources will be available to us on favourable terms, or at all, especially the longer the COVID-19 pandemic lasts or if it were to worsen. While we have assessed the impact of the COVID-19 pandemic on our business and on recoverability of all current and non-current assets and recognised necessary adjustments in carrying value of the assets, given the uncertainties associated, we will continuously monitor and consider necessary impact on financial conditions, results of operation and cash flows. Further, while we cannot currently estimate the duration or future negative impact of the COVID-19 pandemic on our business or our sub-franchisees or on the Indian or global economy, we expect the negative effects to continue into the third and fourth quarters of Fiscal 2021 and for such further period that COVID-19 persists. Similarly, we cannot predict the effects the COVID-19 pandemic will have on the restaurant industry as a whole or the share of customer traffic to our restaurants compared to other restaurants or outlets. In addition, there can be no assurance that the COVID-19 crisis will not cause the Indian or global macroeconomic environment to worsen. In these circumstances, if additional liquidity is not available in the amounts or under the terms that we required, this could have a material adverse a material adverse effect on our business, results of operations, financial condition, cash flows, reputation and prospects.

Similarly, although we have not experienced any significant disruptions of the supply of our ingredients and packaging materials other than certain deliveries not being possible due to restaurant closures and we currently believe there are sufficient numbers of alternative suppliers for our ingredients and packaging materials, our third-party distributor and

suppliers could be similarly adversely impacted by the COVID-19 pandemic, resulting from events such as delays or restrictions on shipping and/or manufacturing, closures of third-party distributor or supplier facilities or financial distress or insolvency of our third-party distributor or suppliers, either temporarily or permanently. For example, although our business has not been disrupted by it, one of our equipment suppliers recently discontinued operations as a result of the impact of COVID-19, and there cannot be any assurance that other suppliers will not be affected in the future, especially if the COVID-19 crisis were to continue or worsen. In addition, food distributors and suppliers often operate with thin margins and therefore may be more vulnerable to governmental actions which result in significantly reduced activity or to general economic downturns. If any such related supply interruptions occur in the future due to the COVID-19 crisis continuing or worsening, it is possible that we could face shortages of ingredients and packaging materials at our restaurants and our operations and sales at our restaurants could be adversely impacted, which would have a material adverse effect on our business, results of operations, financial condition, cash flows, reputation and prospects.

While we cannot currently estimate the duration or future negative impact of the COVID-19 pandemic on our business and our sub-franchisees or on the Indian or global economy, we expect the negative effects to continue into the third and fourth quarters of Fiscal 2021. Similarly, we cannot predict the effects the COVID-19 pandemic will have on the restaurant industry as a whole or the share of customer traffic to our restaurants compared to other restaurants or outlets. In addition, there can be no assurance that the COVID-19 crisis will not cause the Indian or global macroeconomic environment to worsen.

Any adverse impact on, or further interruption of, our operations or those of our sub-franchisees or third-party distributor or suppliers as a result of these or other developments in relation to COVID-19 pandemic could have a material adverse effect on our business, results of operations, financial condition, cash flows, reputation and prospects.

2. ***Real and perceived health concerns arising from food-borne illnesses, health epidemics, food quality, allergic reactions or other negative food-related incidents could have a material adverse effect on our business, results of operations, financial condition and prospects.***

As an operator of QSR restaurants, our business is susceptible to health concerns arising from food-borne illnesses, health epidemics, food quality, allergic reactions and other negative food-related incidents. The occurrence of an outbreak of a food-borne illness, health epidemic or other adverse public health event in India or in the vicinity of our restaurants, suppliers or distributors could cause a temporary or permanent closure of restaurants and materially disrupt our business and operations in a manner similar to how the COVID-19 pandemic has impacted our business. Food-borne illness or food tampering incidents could also be caused directly or indirectly by our third-party distributor, suppliers, customers or employees and may be outside of our control. Our third-party distributor and our suppliers transport and handle ingredients and packaging materials that we use in our restaurants and although we have certain controls in place with respect to their operations, we cannot ourselves monitor the ingredients and packaging materials. Our ingredients and packaging materials could become contaminated by food-borne illnesses or other contamination during transport or handling. In particular, the ingredients warehoused and transported by our distributor and our suppliers and stored at our restaurants are perishable in nature. In the event that we or they fail to maintain our required standards of storage or if the integrity and quality of the ingredients are otherwise compromised, our products could be contaminated, which could lead to a negative food-related incident. Risks to the health of our customers can arise from any such negative food-related incident, which could expose us to litigation, including by customers, sanctions or fines by food safety regulators. For instance, as disclosed in the section entitled "*Outstanding Litigation and Material Developments*" beginning on page 287, certain legal proceedings have been initiated against our Company with allegations, among others, selling substandard food items and presence of noxious substance in the food items. For further details, see "*Outstanding Litigation and Material Developments*" beginning on page 287. We cannot make any assurances that our internal controls and training will be fully effective in preventing these or any other negative food-related incidents and will ensure the quality of our products at all times.

In addition, negative publicity in relation to real or perceived health concerns, such as food-borne illnesses, health epidemics, food quality, allergic reactions and other negative food-related incidents stemming from one restaurant or a number of restaurants could materially adversely affect us, regardless of whether they pertain to Company-owned Burger King Restaurants or Sub-Franchised Burger King Restaurants or to restaurants owned or operated by other QSR or food brands or otherwise. The occurrence of any such incident at any of our restaurants may lead to public outrage and restaurant closures, and our reputation, including in respect of any of our other restaurants that are not affected by any such incident, could also be severely injured for an extended period of time. This may also have an adverse effect on our ability to continue to maintain the required licences, approvals and permits for operating our restaurants. Food-borne illnesses, such as E. coli, hepatitis A, trichinosis or salmonella and other food-borne illnesses have impacted the QSR industry in the past and could occur in the future. In addition, health concerns about the consumption of meat products or specific events such as outbreaks of food-borne illnesses, such as "swine" flu or "avian" flu, or allergic reactions to certain ingredients could lead to changes in consumer preferences, reduce consumption of our products and adversely affect our financial performance. These events could reduce the available supply of meat products or significantly raise the price of such meat products.

Any adverse impact on, or interruption of, our operations or those of our third-party distributors or suppliers as a result of health concerns arising from real or perceived food-borne illnesses, health epidemics, food quality or other negative food-related incidents, could significantly and adversely impact and could have a material adverse effect on our business, results of operations, financial condition, cash flows, reputation and prospects.

3. ***Our exclusive right to develop, operate and franchise Burger King restaurants in India depends on the Master Franchise and Development Agreement, which imposes certain restrictions and other obligations on our operations that could adversely affect our business, results of operations, financial condition and prospects.***

We are the national master franchisee of Burger King in India and rely significantly on our master franchise and development agreement dated November 19, 2013 (the "**Master Franchise and Development Agreement**") entered into with BK AsiaPac, Pte. Ltd. ("**BK AsiaPac**") and our Promoter, as amended by the first amendment to the Master Franchise and Development Agreement dated November 12, 2014 and further amended by the second amendment to the Master Franchise and Development Agreement dated October 31, 2019 and the third amendment to the Master Franchise and Development Agreement dated November 18, 2020, which expires on December 31, 2039. The Master Franchise and Development Agreement provides us with the exclusive right and license to develop, establish, operate and franchise Burger King restaurants in India, as well as to use and permit the sub-franchisees to use the Burger King Marks and the Burger King System in India (collectively referred to as the "**Development Rights**"). Further, we have also entered into a company franchise agreement ("**Company Franchise Agreement**") dated November 19, 2013 with BK AsiaPac and our Promoter, as amended on October 31, 2019, which grants us a license to use the Burger King System, including the Burger King Marks, at specified locations in India where each Company-owned Burger King Restaurant is located. We are required to operate each Company-owned Burger King Restaurant in accordance with the Company Franchise Agreement and we enter into a unit addendum to the Company Franchise Agreement with BK AsiaPac for each Company-owned Burger King Restaurant.

Pursuant to the Master Franchise and Development Agreement, our Company is obligated to develop and open at least 700 restaurants (whether Company-owned or sub-franchised) by December 31, 2026, provided that at all times the Company-owned Burger King Restaurants will represent 60% of the total number of Company-owned Burger King Restaurants and Sub-Franchised Burger King Restaurants in India, as determined at the end of each development year. If our Company fails to achieve the cumulative opening target for any development year or fails to cure the shortfall, if applicable, subject to certain force majeure events beyond our control, BK AsiaPac may terminate our Development Rights or the Master Franchise and Development Agreement, which would have a material adverse effect on our business, results of operations, financial condition and prospects. For further details, see "*Risk Factors—The termination of our Master Franchise and Development Agreement would have a material adverse effect on our business, results of operations, financial condition and prospects.*" beginning on page 24.

We are also required to seek the prior approval of BK AsiaPac in certain circumstances, including: opening and operating each of our Company-owned Burger King Restaurants; sub-franchising restaurants; appointing suppliers and selecting product ingredients; and offering local menu items that are specific to the Indian market, subject to certain conditions. In addition, we are required to obtain the prior written approval of BK AsiaPac for the following actions, among others: our Company or any of our subsidiaries consolidating, amalgamating, merging, selling, conveying, transferring, leasing or otherwise disposing of all of its property and assets to any person or permitting any person to merge with or into us or any of our subsidiaries; our Company or our subsidiaries, among others, winding up, dissolving, liquidating, reorganizing and readjusting or any other relief that may be sought under any bankruptcy, insolvency or similar law and appointment of a trustee, receiver, administrator or liquidator; our Company or any of our subsidiaries acquiring control of the assets or equity interests of any person who is the transferee or assignee by contract of, the rights to develop, own or operate any RBI brand anywhere in the world; and changes in the permitted business activities of our Company or any of our subsidiaries. Further, our Company and our Promoter are restricted from acquiring any ownership interest, consulting, opening, operating or acting as franchisee for any competitor directly or indirectly, except for investments of up to 2% in the nature of purely financial investments in listed companies, during the term of the Master Franchise and Development Agreement. Our Company is, subject to certain limited exceptions, also required to indemnify BK AsiaPac, its affiliates and their respective directors, officers, employees, shareholders and agents against any losses arising out of certain conditions provided under the Master Franchise and Development Agreement and Company Franchise Agreement. In addition, under the Master Franchise and Development Agreement, we are required to pay a monthly royalty fee based on a percentage of sales (net of sales and goods and services tax) from our Burger King Restaurants. The monthly royalty fee ranges from 2.5% to 5% of such sales, depending on the opening date of the restaurant. Our Company is also required to pay BK AsiaPac a non-refundable one-time fee upon the opening of each Burger King Restaurant of US$15,000, increasing to US$25,000 from the calendar years 2020 to 2022 and remaining at US$35,000 for all periods thereafter while the Master Franchise and Development Agreement remains in effect. Our Company is required to pay a renewal fee to BK AsiaPac (or its designee) upon issuance of any renewal unit addendum of a Company-owned Burger King Restaurant; however, the renewal fee will not be higher than the maximum opening fee charged for Burger King Restaurants. In addition, our Company-owned Burger King Restaurants are required to contribute 5% of sales from Company-owned Burger King restaurants (as calculated under our Master Franchise and Development Agreement) towards marketing and

advertising. For further details, see "*Our Business - Master Franchise and Development Agreement*" and "*– Company Franchise Agreement*" on pages 139 and 141, respectively.

Furthermore, we cannot control or influence the actions of BK AsiaPac, and BK AsiaPac may at any time have economic, business or legal interests or goals that are inconsistent with ours. If BK AsiaPac takes certain actions that we do not agree with, our business operations may be adversely affected, which would have a material adverse effect on our business, results of operations and financial condition. In addition, the Master Franchise and Development Agreement is governed by Singapore law, and to the extent there are changes in Singapore law or our ability to enforce our rights under the Master Franchise and Development Agreement are otherwise negatively impacted, our business, results of operations and financial condition could be adversely affected.

4. The termination of our Master Franchise and Development Agreement would have a material adverse effect on our business, results of operations, financial condition and prospects.

Under the terms of our Master Franchise and Development Agreement, BK AsiaPac may immediately terminate our Development Rights or the Master Franchise and Development Agreement and we would have no ability to cure if, among others, (i) our Company or our Promoter assigns or transfers the Development Rights or the Master Franchise and Development Agreement, duplicates the Burger King System; violates the confidentiality provisions, or acquires an interest in a competitor; (ii) our Company or our Promoter initiates bankruptcy or insolvency proceedings; (iii) our Company or our Promoter challenges the validity of the Burger King Marks or any other BK IP; or (iv) if a competitor acquires control of our Company or any of our subsidiaries. Further, BK AsiaPac may terminate our Development Rights or the Master Franchise and Development Agreement, if our Company fails to remedy certain defaults within an agreed upon period, including, among others: (i) failure to pay the amounts payable to BK AsiaPac, once due; (ii) failure to achieve the cumulative opening target for any development year (a "**Development Default**"), subject to a six month cure period if our Company has achieved at least 70% of the difference between such target and the total number of Burger King restaurants open in India on December 31st of the prior development year; (iii) failure to comply with any material term of the Company Franchise Agreement or any unit addendum; (iv) a sub-franchisee breaches any material term of any franchise agreement to which it is a party; (v) our Company fails to comply with the debt to equity ratio i.e., not more than 2:1, at any time; and (vi) our Company undertakes, without first receiving the prior written approval of BK AsiaPac (subject to certain exceptions and the breach cured within the applicable cure period), any major decision involving any of the following actions, among others: (i) our Company or any of our subsidiaries consolidating, amalgamating, merging, selling, conveying, transferring, leasing or otherwise disposing of all of its property and assets to any person or permitting any person to merge with or into us or any of our subsidiaries; (ii) our Company or our subsidiaries, among others, winding up, dissolving, liquidating, reorganizing and readjusting or any other relief that may be sought under any bankruptcy, insolvency or similar law and appointment of a trustee, receiver, administrator or liquidator; (iii) our Company or any of our subsidiaries acquiring control of the assets or equity interests of any person who is the transferee or assignee by contract of, the rights to develop, own or operate any RBI brand anywhere in the world; and (iv) changes in the permitted business activities of our Company or any of our subsidiaries. Further, the Franchise Parties have entered into the Receivables Letter with BK AsiaPac with respect to overdue fees and expenses as a one-time accommodation, pursuant to which the Franchisee Parties are required to pay the aggregate amount of US$1,455,535 to BK AsiaPac in three instalments in the fourth quarter of Fiscal 2021. If the Franchisee Parties fail to pay to BK AsiaPac in full any relevant instalment due by the relevant payment date, such failure would constitute an event of default and entitle BK AsiaPac to such remedies as set out in the Master Franchise and Development Agreement, the Company Franchise Agreement and the Receivables Letter. Therefore, there can be no assurance that we will not continue to face adverse effects due to the ongoing impact of COVID-19, and there is no assurance that we will in the future be able to make the payments as contemplated in the third amendment to MFDA and the Receivables Letter.

To the extent a termination of the Master Franchise and Development Agreement is solely due to a Development Default, our Company will be entitled to open at least 35 Burger King restaurants per calendar year through December 31, 2039 under our previously agreed terms, including, non-refundable opening fees, monthly royalties and advertising contributions. However, if the Master Franchise and Development Agreement is terminated for any other reason, or if the Company Franchise Agreement or our unit addendums are terminated, the rights granted to us to operate Burger King restaurants would terminate, which would have a material adverse effect on our business, results of operations, financial condition and prospects. For further details, see "*Our Business - Master Franchise and Development Agreement*" and "*– Company Franchise Agreement*" on pages 139 and 141, respectively.

5. Demand for our products may decrease due to changes in consumer preferences and food habits, which could have a material adverse effect on our business, results of operations, and financial condition.

Our competitive position depends on our continued ability to offer products that have a strong appeal to consumers. Our Company tailors its menu, promotions and pricing to the Indian tastes and preferences through its customer proposition, in particular with respect to value leadership, variety, a wide range of vegetarian offerings, taste advantage and flame grilling expertise, as described in the section titled "*Our Business*" on page 121 of the Prospectus. Further,

our menu is built through extensive taste testing in order to appeal to the Indian palate and the tastes of the customers. We have a wide variety of 18 different vegetarian and non-vegetarian burgers covering both value and premium offerings. While our core strength is burgers, we continuously strive to enhance our customer experience by providing variety across our food offerings, including burgers, wraps, rice, beverages, sides, snacks, shakes and desserts across different day parts, including breakfast, lunch and dinner, and snack times and late night. From time to time, we also create limited time offerings, such as our Boss WHOPPER®, which we believe drive excitement and appeal for our premium customers. We have also recently renovated our menu to include a range of taste-based burgers, as well as introducing new and additional sauces to complement our menu offering. As we continue to expand our restaurant footprint across India, we are also launching specific regional product innovations, such as our BK® Fried Chicken in certain regions of India. This wide choice and variety in our menu help us to drive the frequency with which customers visit our restaurants.

However, while our Company undertakes various measures to account for changing preferences of the consumers, we cannot assure you that these measures would be viable in the long run. If consumer dining preferences change due to shifts in consumer demographics, national, regional or local economic conditions, consumer tastes, dietary habits, trends in food sourcing or food preparation or changing levels of customer acceptance of our brand, and we are not able to adapt our menu or customer offering to account for these changes, our consumers may begin to seek alternative restaurant options or eat at home, which would adversely affect our financial results. Further, in particular, an increasing number of initiatives to create increased awareness of healthy eating could impact the public's perception of the QSR industry, which could adversely affect our business, financial condition or prospects, due to resulting decreased sales. For example, relevant governmental or regulatory authorities in India may issue reports, publications or notices advising citizens against food products prepared by the QSR industry. Customers may turn to our competitors offering healthier convenience food options such as lower calorie ready meals. If we are unable to adapt our products to successfully meet changes in consumer tastes and trends, our business and financial condition may be materially and adversely affected. Our success in responding to consumer demands depends in part on our ability to anticipate consumer preferences and introduce new menu items to address these preferences in a timely fashion. Any failure to successfully anticipate and address changing customer preferences could have a material adverse effect on our business, results of operations and financial condition.

6. ***We reported a restated loss in Fiscal 2018, 2019 and 2020 and for the six months ended September 30, 2019 and September 30, 2020 and may incur additional losses in the future.***

We reported a restated loss of ₹822.32 million, ₹382.79 million and ₹765.70 million in Fiscal 2018, 2019 and 2020, respectively, and ₹174.28 million and ₹1,189.46 million in the six months ended September 30, 2019 and September 30, 2020, respectively. Additionally, we have negative retained earnings of ₹4,615.20 million as at September 30, 2020, which has resulted in erosion of a substantial portion of our other equity. We may incur losses after tax in the future. Our failure to generate profits may adversely affect the market price of our Equity Shares, restrict our ability to pay dividends and impair our ability to raise capital and expand our business.

7. ***Our business depends in part on the continued international success and reputation of the Burger King brand globally, and any negative impact on the Burger King brand may adversely affect our business, results of operations and financial condition.***

As the exclusive national master franchisee of the Burger King brand in India, our success is to a large extent directly related to the success of the Burger King brand globally, including the financial condition, advertising programs, new product development, overall quality of operations of Burger King Corporation and its subsidiaries and the successful and consistent operation of Burger King restaurants outside India and its other franchisees in other countries. The ability of the Burger King brand to compete effectively internationally depends upon the success of the management of Restaurant Brands International Inc., its activities in other countries, the success of its advertising programs and the success of its other franchisees. We have no control over the management or operations of Restaurant Brands International Inc.'s businesses or its franchisees. As a result, a variety of factors affecting the Burger King brand that are beyond our control could have a material adverse effect on our business. These factors include the inability or failure of Restaurant Brands International Inc. to support its franchisees, including our Company, negative publicity with respect to the Burger King brand and reputation due to food-related complaints, food-borne illnesses or food safety issues at Burger King restaurants outside of India, initiation of legal proceedings, employee misconduct, operational failures and regulatory investigations, which adversely impact the Burger King brand. Any damage to the Burger King brand could adversely impact the trust placed in the brand and our reputation and cause existing customers or intermediaries to withdraw their business and reconsider doing business with us. Furthermore, negative publicity may result in increased regulation and legislative scrutiny of industry practices as well as increased litigation, which may further increase our costs of doing business and adversely affect our profitability. We also cannot assure you that the Burger King Brand will be able to compete effectively with other well-established international QSR chains in other countries or globally. As a result, any impairment or damage to the Burger King brand, including as a result of these or other factors, could adversely affect our business, results of operations and financial condition.

8. Deterioration in the performance of, or our relationships with, third-party delivery aggregators, may adversely affect our business, results of operations and financial condition.

Demand for food delivery services through delivery aggregators online and through mobile apps has increased in recent years across the QSR industry, with the overall food delivery market increasing from US$4.7 billion in Fiscal 2016 to US$ 10.2 billion in Fiscal 2020. The impact of the COVID-19 crisis has increased this trend even more; before the pandemic, the overall food delivery market was expected to reach US$16.4 billion in Fiscal 2025, but it is now projected to reach US$18.1 billion. (Source: Technopak). The introduction and growth of online ordering and mobile applications, as well as the increasing number and growth of third-party delivery aggregators, have made delivery a material part of our business, and we believe the increasing presence of delivery aggregators in India will have a significant impact on our business going forward. We leverage the large third-party delivery aggregators that have their own mobile applications and delivery fleets, and have integrated our customer base with certain delivery aggregators. However, the activities of delivery aggregators have increased competition with other QSR brands and new food service platforms, such as cloud kitchens, which do not offer in-restaurant services and only serve food through delivery aggregators, requiring less capital expenditure to offer food services. If food delivery through delivery aggregators continues to increase, it is possible that footfalls in our restaurants could decrease, especially in light of the COVID-19 pandemic, unless we adapt our business model to account for this change in consumer preference. We currently depend on delivery aggregators for a substantial portion of our food delivery services and that could increase in the future, especially as a result of the impact of COVID-19 and the resulting growth in delivery. It is possible that the negotiating leverage of delivery aggregators with respect to our contracts with them could increase as their businesses grow, which means we may have to pay higher fees for their services or may have difficulty extending or renewing our agreements with them on commercially acceptable terms, or at all, in the future, especially if we fail to sufficiently develop our own food delivery services or find alternative means to serve the increasing number of customers who choose to order their food online or through mobile applications. In addition, in order to win market share, certain delivery aggregators offer significant discounts for their services and as their businesses mature, they may choose or be required to raise their fees, which could adversely impact the fees we pay for their services. Any adverse development with respect to the delivery aggregators that we use to deliver our products, our relationship with them or their services, such as their failing to meet our service standards, actions or events attributed to them that impact customer perception of our brand, or any stoppage of their operations due to financial difficulties or otherwise, could adversely affect our ability to reach customers who choose to order food through delivery aggregators, which could have a material adverse effect on our business, results of operations and financial condition.

9. We rely on a single third-party distributor for the purchase, supply and delivery of most of our ingredients and packaging materials and if we are required to source our ingredients or packaging materials from alternative distributors, deliveries to certain of our restaurants may be disrupted or delayed, which could adversely affect our operations and have an adverse effect on our business, results of operations and financial condition.

We rely on a single third-party distributor, Coldex, which provides us with logistics services in each of the regions we are located in across India, including the procurement of ingredients and packaging materials, primary logistics from supplier facilities to distribution centres, warehousing and inventory management and secondary logistics to our restaurants. The services that our third-party distributor provides to us are critical to our supply chain and our ability to manage supply chain risk and distribution costs, as well as maintain control and traceability over our products. We also intend to utilise our third-party distributor's logistics infrastructure as part of our strategy to penetrate new markets in key metropolitan areas and cities across India. However, our third-party distributor's ability to provide us with these services effectively is dependent on a number of factors, some of which are beyond its control, and to the extent that our third-party distributor experiences any disruptions or delays in its operations due to, for example, disruptions in the technology it uses to manage our supply chain, insufficient labour or transportation resources, non-compliance with licensing or permit requirements, breakdowns in machinery or equipment, factors affecting road transportation or its infrastructure, such as political unrest, bad weather conditions and natural disasters, our supply chain could be disrupted and our ability to source ingredients and packaging materials and deliver products to our restaurants could be disrupted, which could materially and adversely affect our business, results of operations and financial condition.

We generally believe that a sufficient number of alternative distributors are available to source our products if our third-party distributor is not able to make a delivery or if products delivered do not meet Burger King System standards. However, if we are required to source our ingredients or packaging materials from alternative distributors, deliveries to certain of our restaurants may be disrupted or delayed, which could adversely affect our operations and have an adverse effect on our business, results of operations and financial condition.

10. Other interests of our Directors in our Company and our Promoter, other than normal remuneration or benefits or reimbursement of expenses incurred.

Our Directors are interested to the extent of fees payable to them for attending meetings of our Board or a committee thereof, to the extent of other remuneration and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and respective appointment letters, and to the extent of remuneration paid to them

for services rendered as an officer or employee of our Company. Our Directors may also be interested to the extent of Equity Shares or options granted to them pursuant to ESOS 2015 (together with dividends and other distributions in respect of such Equity Shares). In addition, Jaspal Singh Sabharwal, our Non-Executive Director and Rajeev Varman, our Chief Executive Officer and Whole Time Director have relations with entities from whom our Company and our Promoter, respectively, have acquired services. Our Company entered into a supply agreement dated May 8, 2019 with Tagtaste Foods Private Limited, a company founded by Jaspal Singh Sabharwal, our Non-Executive Director, for marketing services including advertising, marketing, public relations, design and development of the Company's website. In accordance with the arrangement, (a) a compensation of ₹ 1.50 million was paid by our Company to Tagtaste in Fiscal 2020; (b) invoices amounting to ₹ 1.20 million were raised by Tagtaste to our Company as of September 1, 2020; and (c) there may be invoices that are raised in the ordinary course of business by Tagtaste to our Company. While the term of the agreement is for a period of one year, there can be no assurance that we will be able to renew the agreement in a timely manner, at commercially acceptable terms, or at all. Moreover, our Promoter had also entered into a consultancy agreement and side letter dated October 22, 2014 with RV Services Pte. Ltd., a company founded by Rajeev Varman, our Chief Executive Officer and Whole Time Director, for professional services he provides in the QSR sector; however, the same has been terminated. Further, RV Services Pte. Ltd. also holds shares in our Promoter. Additionally, our Promoter and F&B Singapore have entered into an investment letter dated August 15, 2019 with Ajay Kaul, our Non-Executive Director, wherein he is entitled to 0.3% of the economic value of the investments by our Promoter and F&B Singapore in our Company through our Promoter. Ajay Kaul also holds shares in our Promoter and preference shares in F&B Singapore. For further details see "*Our Management - Interest of Directors*", "*Our Promoter and Promoter Group – Interests of Promoter in property of our Company*" and "*Summary of the Offer Document – Summary of Related Party Transactions*" on pages 157, 168 and 18, respectively.

11. We have had negative cash flows from operating and financing activities in certain of the last 3 years and the six months ended September 30, 2019 and September 30, 2020 and we may have negative cash flows in the future.

Set forth below is a table of selected information from our restated financial statements of cash flows for Fiscal Years 2020, 2019, and 2018 and the six months ended September 30, 2020 and September 30, 2019.

	Fiscal Year			**For the six months ended September 30,**	
	2018 (*in ₹ million*)	**2019 (*in ₹ million*)**	**2020 (*in ₹ million*)**	**2019 (in ₹ million)**	**2020 (*in ₹ million*)**
Net cash flows generated / (used) in operating activities	304.90	865.43	1,127.20	738.22	95.62
Net cash flows generated / (used) in investing activities	127.85	(1,139.62)	(2,304.23)	(714.32)	(277.53)
Net cash flows generated / (used) in financing activities	(484.30)	360.70	1,059.02	(59.12)	233.12
Net increase / (decrease) in cash and cash equivalents	(51.55)	86.51	(118.01)	(35.22)	51.21
Cash and cash equivalents at the beginning of the year / period	123.59	72.04	158.55	158.55	40.54
Cash and cash equivalents as at the end of the year / period	72.04	158.55	40.54	123.33	91.75

For further details, see "*Financial Statements*" and "*Management's Discussion and Analysis of Results of Operations and Financial Condition*" on pages 171 and 256, respectively. We cannot assure you that our net cash flows will be positive in the future.

12. We may not be able to identify suitable locations and successfully develop and roll out new restaurants, and our expansion into new regions and markets may present increased risks due to our unfamiliarity with the areas in which our restaurants are located.

A key part of our business and growth strategy is to maintain the pace of expansion of our restaurant network, which requires us to continually identify suitable and available restaurant locations and develop and build out restaurants at those locations. Although the Master Franchise and Development Agreement was recently amended on November 18, 2020 to account for the impact of the COVID-19 crisis on our business and the rate at which we have been able to open restaurants during the course of Fiscal 2021 (including the extension by one year of the timeline for our Company to develop and open at least 700 restaurants (including Company-owned Burger King Restaurants and Sub-Franchised Burger King Restaurants), from December 31, 2025 to December 31, 2026), under the Master Franchise and Development Agreement, we are required to open a certain number of new restaurants each year and our inability to open such number of restaurants could lead to a termination of the Master Franchise and Development Agreement which would materially and adversely impact our business, results of operations, financial condition and prospects. As at the date of this Prospectus, we had 259 Company-owned Burger King Restaurants and nine Sub-Franchised Burger King Restaurants and currently plan to have at least 300 restaurants, including Sub-Franchised Burger King Restaurants, open by December 31, 2021. The development and roll out of new restaurants involve substantial risks, any of which could be exacerbated or caused by the ongoing COVID-19 crisis, including in relation to the following:

- the inability to identify or the unavailability of suitable sites on acceptable leasing terms;
- lack of our ability to compete successfully for suitable restaurant sites;
- unavailability of financing;
- lack of suitable contractors for construction;
- development costs that exceed budgeted amounts;
- delays in completion of construction;
- difficulties in relation to the implementation of the systems, procedures and control measures required at new and different restaurant locations;
- the inability to obtain all necessary governmental or local authority permits and approvals and other requisite restaurant-related licenses and permits;
- developed restaurants that, once opened, do not achieve desired revenue or cash flow levels;
- incurring substantial unrecoverable costs if a development project is abandoned prior to completion;
- consumer tastes in new geographic regions and acceptance of our products;
- cost increases for developing restaurants or importing equipment which is subject to duty;
- changes in governmental rules, regulations and interpretations; and
- changes in general economic and business conditions.

Our Master Franchise and Development Agreement also contains certain limitations on our ability to open new restaurants, including that we are required to obtain prior written approval from BK AsiaPac in order to develop a new restaurant and we must adhere to the standards and policies prescribed by BK AsiaPac with respect to the use of equipment, building layouts and designs. In addition, our efforts to develop and roll out new restaurants may also increase the complexity of our operations and place additional strain on our management and operational, financial and human resources. There can be no assurance that we will be able to achieve our expansion goals or that new restaurants will be opened in a timely fashion, or at all. If we are not able to identify suitable locations and successfully develop and build out new restaurants in a timely, cost effective and profitable manner or otherwise manage the growth of our network of restaurants effectively, our business, results of operations, financial condition and prospects may be materially and adversely affected.

13. Our new restaurants may not be profitable or perform as planned and could also adversely impact sales in our existing restaurants, which could adversely affect our business, results of operations and financial condition.

Since opening our first restaurant in November 2014, we have 259 Company-owned Burger King Restaurants as at the date of this Prospectus and have had seven permanent restaurant closures (excluding relocations), which took place due to business viability and decreased footfalls, as well as the non-fulfillment of obligations by the landlord. Of those permanent closures, five occurred during the six months ended September 30, 2020, which were directly related to the impact of COVID-19 on our business. We plan to utilize a portion of the Net Proceeds to set-up new Company-owned Burger King Restaurants in India. The profitability and performance of our new restaurants depend on a number of factors, and we cannot assure you that our new restaurants will be profitable or perform as planned.

In particular, some of our new restaurants are and may in the future be located in areas where we have little or no operating experience, which may expose us to additional risks. These areas may have different competitive conditions, consumer tastes, discretionary spending patterns and economic conditions than our existing locations, which may cause our new restaurants to be less successful than our existing restaurants or to incur losses. Sales at restaurants opened in those new areas may take longer to reach, or may never breakeven, especially during the current COVID-19 crisis, which may adversely affect our business, results of operations and financial condition. In addition, costs of opening new restaurants in areas in which we have little or no operating experience and in which customer awareness of our brand is low may require us to incur additional costs in relation to the promotion of those restaurants which may be substantially greater than those incurred by our restaurants in other areas.

In addition, the opening of a new restaurant in or near markets in which we already have restaurants could also adversely affect the restaurant sales of those existing restaurants. Existing restaurants could also make it more difficult to build our consumer base for a new restaurant in the same market. Cannibalisation of restaurant sales within our

system may become significant in the future as we continue to expand our operations, in particular as our restaurant continues to grow and become more dense, which could adversely affect our same-restaurant sales growth. If we fail to successfully open new restaurants that are economically viable and expand our business in a manner that does not adversely impact our existing restaurants, our business, results of operations and financial condition could be materially and adversely affected.

14. Our Company and one of our Directors are involved in certain legal proceedings, which, if determined adversely, may adversely affect our business and financial condition.

Our Company and one of our Directors are involved in certain legal proceedings at different levels of adjudication before various courts, tribunals and appellate authorities. For instance, one of our non-executive directors, Amit Manocha, received a notice dated September 18, 2019 from SFIO in his capacity as a director of Massive Restaurants Private Limited in relation to investigation of affairs involving another company. For further details in relation to the matter see "*Outstanding Litigation and Material Developments – Litigation against our Directors*" on page 289. In the event of adverse rulings in these proceedings or consequent levy of penalties by other statutory authorities, our Company and one of our Directors may need to make payments or make provisions for future payments, which may increase expenses and current or contingent liabilities and also adversely affect our reputation.

A summary of the proceedings involving our Company and one of our Directors is provided below:

S. No.	Name of entity	Criminal proceedings	Tax proceedings	Statutory/ regulatory proceedings	Material civil litigation	Aggregate amount involved (in ₹ million)
1.	**Company**					
	Against the Company	3	11	5	2	60.51
2.	**Directors**					
	Against the Directors	-	-	1	-	-
	Total	**3**	**11**	**6**	**2**	60.51*

* *Amount involving direct and indirect tax matters is based on demand notices, show cause notices and concluded assessments.*

We could be adversely affected by legal actions and claims brought by consumers or regulatory authorities in relation to the quality of our products and eventual health problems or other consequences caused by our products or by any of their ingredients. We could also be affected by legal actions and claims brought against us for products made in a jurisdiction outside of India. We may be subject to private and governmental lawsuits, including, but not limited to, lawsuits relating to taxes, trade and business, intellectual property, consumer protection, product safety, licensing, property, landlord/tenant and environmental matters.

For further details see "*Outstanding Litigation and Material Developments*" beginning on page 287.

15. We do not have operational or financial control over the businesses of our sub-franchisees, and they could take actions that could harm our business.

Our sub-franchisees are independent operators and, while we can mandate certain operational standards and procedures through the enforcement of our sub-franchise agreements, they may take actions or conduct their businesses in a manner that could harm our business reputation and we may not be able to enforce our rights under the sub-franchise agreement in sufficient time to prevent damage to our reputation or at all. In addition, we cannot prevent our sub-franchisees from taking actions that could adversely affect their financial viability, such as incurring significant indebtedness, or the profitability of our Sub-Franchised Burger King Restaurants. Our sub-franchisees may also be more significantly impacted by the COVID-19, since many of their restaurants are located in transit locations, where government restrictions have prevented their operations, resulting in seven out of nine of our Sub-Franchisee Burger King Restaurants being temporarily closed as of the date of this Prospectus. This could result in certain of our sub-franchisees discontinuing their operations, in particular if they continue to be restricted from opening their businesses. In addition, sub-franchisees may be less directly interested in preserving or enhancing the Burger King brand and reputation than we are. Sub-franchisees may operate their restaurants in a manner inconsistent with Burger King global standards and requirements, such as with respect to cleanliness, service or quality standards that are covered by our franchise agreements and manuals, or otherwise with standards set by governmental laws and regulations, such as governmental restrictions in place due to COVID-19, and could fail to adequately hire and train qualified managers and other restaurant personnel. While we ultimately can terminate sub-franchisees that do not comply with the terms and conditions of our sub-franchise agreements, our brand and reputation may nonetheless suffer as a result of the activities of our sub-franchisees. In addition, any amendment to the sub-franchise agreement or waiver of the sub-franchisee's obligations to comply with a material condition under its sub-franchisee agreement with us will require BK AsiaPac's prior written consent, which may delay the implementation of its activities and adversely affect its business.

16. The auditor reports on our audited financial statements as at and for the six months period ended September 30, 2020 and Fiscal Years 2018 through 2020 contain certain qualification / modification / emphasis of matter in the annexures to the audit reports on our audited financial statements as at and for the six months period ended September 30, 2020 and Fiscal Years 2018 through 2020 including the matters specified in the Companies Act, 2013 and the Companies (Auditor's Report) Order, 2016.

The auditor reports on our audited financial statements as at and for the six months period ended September 30, 2020 and Fiscal Years 2018 through 2020 contain certain qualification / modification /emphasis of matter in the audit report or annexures to the audit reports on our audited financial statements as at and for the six months period ended September 30, 2020 and Fiscal Years 2018 through 2020 including the matters specified in the Companies Act, 2013 and the Companies (Auditor's Report) Order, 2016.

Our audit report dated November 12, 2020 on the audited Ind AS financial statements as at and for the six months period ended September 30, 2020, included emphasis of matter to indicate the Company's management's assessment of impact of COVID-19 pandemic on the Ind AS financial statements of the Company.

Our audit report dated September 28, 2020 on the audited Ind AS financial statements as at and for the year ended March 31, 2020, included emphasis of matter to indicate the management's assessment of impact of COVID-19 pandemic on the Ind AS financial statements of the Company.

The annexures to the audit report on our audited Ind AS financial statements as at March 31, 2019 and for Fiscal 2019 contain certain qualifications with respect to:

- undisputed statutory dues have generally been regularly deposited with the appropriate authorities though there have been serious delays in payment of provident fund;
- certain undisputed dues of provident fund outstanding for more than six months; and
- for one tranche in respect of a private placement of 8% Compulsory Convertible Preference Shares money received on application was not kept in a separate bank account in a scheduled bank as required by proviso to section 42(6) of the Companies Act, 2013.

The annexures to the audit report on our audited Ind AS financial statements as at March 31, 2018 and for Fiscal 2018 contain certain qualifications with respect to slight delays in few cases of deposit of undisputed statutory dues.

If any such qualifications or observations are included in the auditor report or the annexures to the auditor's report for our financial statements in the future, the trading price of our Equity Shares may be adversely affected.

17. The success of our business strategy depends on our ability to establish, deliver and maintain our value leadership strategy, the failure of which could have a material adverse effect on our business, results of operations and financial condition.

A key part of our business and business strategy is to drive footfalls and sales in our restaurants and to continue to build on our value leadership by continuing to drive menu architecture to offer products that are tailored to Indian tastes and preferences at attractive price points. We also intend to continue to offer customers our wide entry level menu, offer a number of promotional offerings, create accessible meal options and introduce new products that are designed to attract and cater to customers looking for everyday value. We also intend to develop innovative offerings to cater to an even wider market in the future, including by leveraging different parts of our menu offering on a regional or national basis. However, our ability to implement this will depend in part on our ability to anticipate consumer preferences in India, create profitable products and introduce promotions that appeal to our customers, as well as to successfully market the products and promotions that we develop. If we are not able to do this, or our competitors are able to introduce innovative products and promotions more quickly or effectively or market their products more successfully or establish better value than us, our advertising and marketing costs could increase and our footfalls, same restaurant sales and our ability to penetrate new markets may be adversely affected, which could have a material adverse effect on our business, results of operations and financial condition.

18. Changes in governmental regulation or public perception with respect to healthy eating habits could adversely affect our business, results of operations and financial condition.

There is growing concern among consumers, public health professionals and government agencies about the long-term health problems associated with certain conditions, such as obesity and in particular child obesity, diabetes, tooth decay, cardiovascular disease, high cholesterol, high sodium, high trans-fat, high sugar and hypertension in adults which, have been linked to fast food products such as those sold in our restaurants and other QSR brands. These health concerns may prompt governments in India to introduce new or increase existing taxes on fast food products, such as implementing a sugar tax on soft drinks, sodium content of food or on foods that are linked with obesity, which may

increase the prices of, and consequently reduce demand for, the products we sell in our restaurants. There may also be new laws and regulations that may classify our products as 'unhealthy' or that may impact the ingredients and nutritional content of our menu offerings or that may require us to disclose more about the nutritional content of our products. Any sudden changes in the regulatory environment relating to our products as a result of these or other developments could require us to implement changes to our operations or alter our menu offerings or could negatively impact our ability to sell and market our products profitably. In addition, negative publicity resulting from public health campaigns and associated government measures may reduce consumer demand for our products and could result in regulatory developments that may adversely impact our ability to promote and advertise our business and communicate effectively with our target customers, which could have an adverse effect on our business, results of operations and financial condition.

We cannot make any assurances regarding our ability to respond effectively to changes in governmental regulation or public perception with respect to healthy eating habits. Our failure to respond effectively to these and any other related developments could have an adverse effect on our business, results of operations and financial condition.

19. Any failure to maintain effective quality control systems or protocols for our supply chain or restaurants could have a material adverse effect on our business, reputation, results of operations and financial condition.

The quality and safety of the food we serve is critical to our success. Maintaining consistent food quality and preventing food contamination and other health hazards depends significantly on the effectiveness of the quality control systems, policies and guidelines that we, our third-party distributor, approved suppliers of our third-party distributor, our suppliers and our sub-franchisees have in place, which in turn depends on a number of factors, including the design of the quality control systems and employee implementation and compliance with those quality control systems. During the COVID-19 crisis, we have also implemented high standards of safety and hygiene protocols across our restaurants covering guest safety, crew safety, sanitisation, social distancing, temperature checks and safe deliveries. These have included hourly sanitisation of critical areas (including billing counters, entrance door handles, guest tables and baby chairs), half-hourly hand washing and sanitisation by staff and continuous monitoring of staff health. There can be no assurance that the quality control systems or protocols that we, our third-party distributor, approved suppliers of our third-party distributor, our suppliers and our sub-franchisees have in place will prove to be effective. Any significant failure or deterioration of these quality control systems or protocols could have a material adverse effect on our business, reputation, results of operations and financial condition and can cause negative publicity that can affect our brand.

Due to the impact of COVID-19 and the government actions to contain it, most of our supply chains have been, and continue to be, impacted. There can be no assurance that there will not be further, or deeper, supply chain disruptions, or that the steps we are taking to mitigate such disruptions will be effective or achieve their desired results in a timely fashion.

We could also be subject to civil and/or criminal liability and other regulatory consequences in the event that a health hazard were to be found at any of our restaurants as a result of a failure of the quality control systems or protocols that we, our third-party distributor, approved suppliers of our third-party distributor, our suppliers and our sub-franchisees have in place, including the spread of any infection or disease. We may be the subject of public interest litigation in India relating to allegations of such hazards, as well as in cases having potential criminal and civil liability filed by regulatory authorities. If such cases are determined against us, there could be an adverse effect on our reputation, business, results of operations and financial condition.

20. Our marketing and advertising campaigns may not be effective in increasing our brand awareness and the effectiveness of our competitors' advertising and promotional programs could adversely affect our competitive position.

A key part of our business strategy is to build brand awareness and loyalty. Our advertising and marketing expenses were 14.25%, 8.52%, 5.83%, 5.17% and 5.02% as a percentage of our revenue from sale of food and beverages in Fiscal 2018, 2019 and 2020 and for the six months ended September 30, 2019 and September 30, 2020, respectively. Brand awareness is essential to our continued growth and financial success, and our revenues are heavily influenced by our brand marketing and advertising, as well as the marketing and advertising of our competitors.

We currently plan to make sustained investment in social media and mass media channels, such as regular TV commercials and big ticket and high impact media properties, to promote our products, as increasing the awareness of the Burger King brand is an important part of our strategy to expand our business into new regions and locations in India. However, our marketing and advertising campaigns may not be effective to the extent planned or at all and we may, therefore, fail to attract new customers and retain existing customers. In particular, an important part of our business strategy is to position our brand for millennials through our marketing and advertising campaigns, both on television and social media, our in-restaurant design and messaging, and in the packaging of our products. In order to do this, we need to continuously innovate and develop our mass media and social media strategies in order to maintain brand appeal with millennials and our other customers. In addition, we may fail to penetrate new target markets if our

marketing and advertising programs are unsuccessful or not appropriately tailored to appeal to the target market or our competitors may increase spending on advertising and promotion or their marketing and advertising campaigns may be more effective than ours. As a result of any of these factors, we may have to make additional investment in marketing and advertising or lose market share. If our marketing and advertising campaigns are not as effective as our competitors, our ability to increase our brand awareness and our competitive position could be adversely affected, which would have a material adverse effect on our business, results of operations and financial condition. In addition, if we have to increase our investment in marketing and advertising to remain competitive, our profitability could be adversely affected, which would have a material adverse effect on our business, results of operations and financial condition.

21. We may be unable to detect, deter and prevent all instances of fraud or negligence or other misconduct committed by our employees, customers or other third parties, which may have a material adverse effect on our business, results of operations and financial condition.

Since we operate in the QSR industry, we usually receive and handle relatively large amounts of cash in our daily operations. Instances of fraud, theft or other misconduct with respect to cash can be difficult to detect, deter and prevent, and could subject us to financial losses and harm our reputation. Although we have controls in place with respect to the handling of cash, we may be unable to prevent, detect or deter all such instances of misconduct. For example, our Company received a notice demanding payment for compensation on account of alleged credit card cloning by a former employee of our Company. For further details regarding instances of fraud by our employees, see "*Outstanding Litigation and Material Developments*" beginning on page 287. Additionally, in the past, certain employees of our Company faced allegations of engaging in corruption/ bribery and malpractices. Investigation proceedings were initiated against these personnel and consequently an anti-corruption laws enquiry report was obtained by our Company. As at the date of this Prospectus, all corrective measures were taken in this regard and an online FCPA training module was implemented for the employees. Any such misconduct committed against our interests, which may include past acts that have gone undetected or future acts, may have a material adverse effect on our business, results of operations and financial condition.

22. Failure to obtain or maintain or renew licenses, registrations, permits and approvals in a timely manner or at all may adversely affect our business and results of operations.

As part of our business and operations in India, we are required to obtain various licenses and permits from local and government authorities to roll out new restaurants and run our business. Obtaining licenses and permits is a time consuming process and subject to frequent delays. Our government licenses and permits are also subject to numerous conditions, some of which are onerous and require us to incur expenditure. In addition, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek new approvals, licenses, registrations and permits from time to time, as and when required in the ordinary course of our business. For further details, see "*Government and Other Approvals*" beginning on page 291.

Further, several of the licenses and approvals required in relation to our operations are subject to local state or municipal laws. While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities, we are yet to receive or apply for certain approvals, licenses, registrations, permits or renewals. For example, for some of our operating restaurants (i) while we may not have obtained the consent to establish, we have obtained the consent to operate from the relevant state pollution control board, (ii) while we have applied for the consent to operate from the relevant state pollution control board, we are yet to receive such approval, (iii) in relation to certain form filings with relevant fire department required in terms of the state specific laws, we are yet to make such filings (iv) further, with respect certain of our restaurants, we are yet to apply for trade license, and in certain cases, renewal of trade licenses, from the relevant municipal authorities. Apart from the above, some of our licenses and approvals have been rejected in the past by the authorities empowered to grant such licenses and approvals for our restaurants for reasons, including but not limited to, inadequacy of documents required to be submitted with the application and initiation of online application process by such authorities. Further, in relation to one of our rejected approval for our restaurant located at Sector-35, Chandigarh, we received a show cause notice from the authorities for, *inter alia*, establishment and operating the restaurant without obtaining consent to establish and consent to operate in terms of section 21 of the Air Act and 25/ 26 of the Water Act and the matter is currently pending. We also received a show cause notice in relation to our restaurant located at Model Town, Jalandhar for refusal by the authorities to grant consent to operate due to, among other things, discharging effluent directly into the sewer. For further details, see "*Legal and Other Information – Outstanding Litigation and Material Developments – Litigation involving our Company – Actions taken by regulatory and statutory authorities*" on page 288. Any delay in receipt or non-receipt of such approvals, licenses, registrations, permits or their renewals could result in cost and time overrun or could adversely affect our related operations. In addition, in such circumstances, the relevant authorities may direct us to close our restaurants, initiate criminal actions against us, restrain our operations, impose fines or penalties or initiate legal proceedings for our inability to renew/ obtain approvals in a timely manner or at all. Apart from the above, in relation to some of our stores (specially the stores in malls), the agreement places the obligation of obtaining certain

building related approvals on the lessor and any failure by the lessor to obtain such approvals may adversely affect our related operations of our stores at such places.

If we fail to obtain certain licenses, approvals or permits, we may not be able to continue operations at our existing restaurant locations or develop the affected new restaurant sites. In addition, the regulations that govern the licenses and permits for our restaurants may change, requiring us to make changes to our restaurants in order to comply, which may mean that we have to incur additional expenses in order to remain in compliance. Our failure to retain or renew our licenses and permits in a timely manner may mean we become subject to fines or sanctions or that we are required to shut down a restaurant, which would require us to incur additional cost and would adversely affect our business and results of operations.

Further, our government approvals and licenses are subject to certain conditions and if we fail to comply or a regulator claims that we have not complied with such conditions, our business, prospects, financial condition, results of operations and cash flows may be adversely affected.

23. We are dependent on the adequate and timely delivery of quality ingredients, packaging materials and other necessary supplies and if our suppliers fail to provide us with sufficient quality and quantities of ingredients, packaging materials and other necessary supplies, our business, results of operations and financial condition could be adversely affected.

Our operations are dependent on adequate and timely deliveries of quality ingredients, packaging materials and other necessary supplies that meet Burger King System requirements. We depend substantially on approved suppliers from which we and our third-party distributor purchases ingredients and packaging materials. A failure of our suppliers to provide us or our third-party distributor with sufficient quantities of ingredients and packaging materials of adequate quality meeting Burger King global standards on a timely basis as a result of shortages, interruptions in their own supplies, such as those that could be caused by weather or other conditions, or their failure to retain their certification as approved suppliers of BK AsiaPac or otherwise could result in a disruption or delay in supply of the ingredients, packaging materials and other necessary supplies that we require for our restaurants. Although we generally believe there are sufficient numbers of alternative suppliers for our ingredients and packaging materials, shortages or other industry-wide disruptions could occur, such as in connection with the COVID-19 crisis, and we may not be able to obtain replacement ingredients or packaging materials of adequate quality or sufficient quantity on commercially agreeable terms in the open market, which could require us to incur additional cost, which could have an adverse effect on our business, results of operations and financial condition. In addition, with one of our suppliers, in particular our beverage supplier, we contribute jointly towards marketing and advertising and our beverage supplier provides packaging and promotional materials that have both our and the beverage supplier's branding. If our agreements with such supplier is terminated or not renewed, we may incur additional costs in relation to the beverages we sell.

24. Our loan facility agreement contains restrictive covenants which may adversely affect our business, results of operations and financial conditions.

We did not incur any indebtedness for borrowed money for Fiscal 2018 and 2019. As of November 16, 2020, our Company has availed credit facilities from ICICI Bank Limited for total sanctioned amount of ₹2,400 million for the purpose of undertaking expenditure for opening new restaurants and renovation/ refurbishment of existing restaurants and transaction related expenses and expenses pertaining to the proposed initial public offering, and meeting working capital requirements. As of September 30, 2020, we had ₹2,007.68 million outstanding under these facilities, which comprised our total indebtedness outstanding. The non-current borrowings outstanding as at September 30, 2020 was ₹1,759.93 million, net of unamortised processing fees of ₹24.25 million and current maturities of non-current borrowings was ₹25.82 million, for six-month period ended September 30, 2020 in accordance with Ind AS 109 – "Financial Instruments" and ₹197.68 million outstanding bank overdraft as at September 30, 2020. Our term loan agreement contains requirements to maintain certain security cover, financial ratios and contain restrictive covenants relating to changes in capital structure (except due to employee stock options), making changes to constitutional documents, entering management contracts, incurring further indebtedness, encumbrances on, or disposal of assets, paying dividends and making investments over certain thresholds. Further, as disclosed in the section "*Financial Indebtedness*" on page 253, our Company shall be mandatorily required to first repay (a) minimum of 50% of the lender's debt from the proceeds of the Offer in case the shareholding of our Promoter in our Company falls up to 61%; and (b) 100% of the lender's debt from the proceeds of the Offer in case the shareholding our Promoter in our Company falls below 61%. For further details, see section "*Financial Indebtedness*" beginning on page 253 of this Prospectus. The term loan arrangement specifies that upon the occurrence of an event of default, the lender shall have the right to declare the loan to be immediately due and payable with accrued interest and enforce rights over the security created. There can be no assurance that we will be able to comply with these financial or other covenants, or that we will be able to obtain the consents necessary to proceed with the actions which we believe are necessary to operate and grow our business, which may in turn have a material adverse effect on our business, results of operations and financial condition.

25. Increasing cost of ingredients or packaging materials and other costs could adversely affect our profitability.

Most ingredients used in our products are subject to price fluctuations as a result of inflation, seasonality, global supply and demand, weather conditions, demand in local and international markets, fluctuations in currency exchange rates and tax incentives and other factors. We have no control over fluctuations in the price and availability of ingredients, packaging materials or variations in products caused by these factors and they could impact the prices imposed by our suppliers, making the cost of ingredients or packaging materials more expensive for us and increase the prices of our products for our customers, which may reduce demand and therefore affect our overall financial performance. In addition, as a result of COVID-19, we have modified the quality of our packaging to cater to the increase in delivery customers and customers opting for take-away in restaurants, which has also increased our packaging costs. Any increases in cost of ingredients or packaging materials and other costs including manufacturing cost could have a material adverse effect on our business, results of operations and financial condition. We have no control over fluctuations in the price and availability of ingredients caused by these factors. Although we engage in long-term contracting and undertake other measures to counter act fluctuations in the price of our ingredients and packaging materials, there can be no assurance that we can completely budget for or predict any changes in these prices, which may increase the risk to our business and adversely affect our business, results of operations and financial condition.

26. A failure by us or BK AsiaPac to protect the Burger King brand, as well as other intellectual property rights and proprietary information in India could adversely affect our business, results of operations and financial condition.

Our business depends on consumers' perception of the strength of, and our continued ability to use, the Burger King brand and the trademarks, service marks and other intellectual property relating to the Burger King brand, including the Burger King logo and Burger King core marks, such as BURGER KING®, WHOPPER® and HOME OF THE WHOPPER® (collectively, the "**BK IP**"), as well as other proprietary information relating to our products that are also owned by Burger King Corporation. In addition, one of our key strategies is to increase brand awareness and loyalty towards the Burger King brand in India. Under the terms of our Master Franchise and Development Agreement, we are required to assist BK AsiaPac in India with protecting its intellectual property rights and other proprietary information. However, our efforts to protect this intellectual property and other proprietary information may prove to be inadequate and, as a result, the value of the Burger King brand could be harmed. For example, we may not be able to detect or prevent the BK IP from trademark or other infringements, and it is possible that other proprietary information, such as the recipes of our products, proposed pricing or product launch information, could be leaked by our employees, our distributor, our suppliers or our sub-franchisees. If any of these were to occur and Burger King's brand image were harmed as a result, our competitive position in the QSR industry in India and our ability to grow our business could be negatively impacted, which would adversely affect our business, results of operations and financial condition. In addition, BK AsiaPac could deem any unauthorized use by us of the Burger King brand, its intellectual property rights or other proprietary information, whether intentional or not, to be a breach of the terms of the Master Franchise and Development Agreement and seek to terminate the Master Franchise and Development Agreement, which would have a material adverse effect on our business, results of operations and financial condition.

27. There have been procedural inaccuracies in private placement of Preference Shares to the Promoter by us.

We were facing procedural inaccuracies in a private placement dated November 5, 2018 of 5,500,000 Preference Shares of ₹100 each to our Promoter. We filed an application for adjudication of penalties on October 11, 2019 with the RoC in relation to the failure of receipt of monies in a separate bank account in accordance with section 42(6) of the Companies Act, 2013. Subsequently, the RoC issued an order dated February 3, 2020 (the "**Order**") imposing a penalty of ₹ 0.2 million on the Company and ₹ 0.1 million each on Rajeev Varman, Chief Executive Officer and Whole Time Director, Ranjana Saboo, our former company secretary and compliance officer and Sumit P. Zaveri, Chief Financial Officer (collectively referred to as the "**Addresses to the Order**"). The Company and the Addresses to the Order have complied with the Order and have paid a collective penalty of ₹0.5 million on February 18, 2020. Further, there has also been certain delays in relation to certain regulatory filings in relation to this issue.

28. The arrangements with respect to our restaurant sites may expose us to potential losses, liabilities and increased costs, which may in turn adversely affect our business, financial condition, results of operations and prospects.

As at September 30, 2020, all of our business operations were conducted on premises through leases, leave and licenses, sub-licenses, sub-leases and business conducting agreements (collectively referred to as "**Arrangements**"). In addition, we currently intend to expand our restaurant network for our new restaurants by entering into new Arrangements. Our operating performance depends, in part, on our ability to secure properties for our restaurants in appropriate locations at rents, fees or other charges we believe are cost effective. We generally enter into long-term real estate Arrangements that have an initial term that typically ranges from 5 to 20 years. Typically, we are required to pay a security deposit and for certain of our Arrangements a specified monthly rental and common area maintenance charges for the duration of the relevant Arrangement, which may be subject to periodic escalations at agreed rates. Several of our Arrangements are based on a revenue share model along with a fixed minimum monthly guaranteed amount, which we are required to pay regardless of the revenue we generate at the relevant restaurant. Under certain

of our Arrangements, we are also required to keep the relevant lessor, sub-lessor, licensor, sub-licensor or any other similar relationship (collectively referred to as "**Parties**") indemnified against, among other things, losses arising out of non-payment of statutory dues pertaining to our business, losses or damage caused to the property and losses arising due to negligence or wilful default or omission by us or our employees.

While certain of our Arrangements grant us a right of renewal upon expiration with periodic escalations at agreed rates, certain of our existing Arrangements do not provide for renewal or extension of the period. If we are required to negotiate a new Arrangement at an existing location upon expiration, we may be subject to further rent, fees or any other charges increases. In recent years, rental costs, fees and other charges where certain of our restaurants are located have escalated significantly and may continue to escalate there and at locations where we intend to open new restaurants in the future. There can be no assurance that there will not be further significant increases in rental costs, fees or other charges in these locations in the future. We have engaged in rent relief negotiations with all of our landlords, and arrived at negotiated agreements with respect to reductions in rent and our rental obligations during the COVID-19 crisis with a majority of our landlords. In accordance with MCA Notification, the Company has elected to apply the practical expedient of not assessing lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. As per the requirements of the MCA Notification, out of total lease concessions confirmed till September 30, 2020 of ₹218.31 million (including ₹62.17 million unconditional lease concessions pertaining to subsequent periods), ₹90.75 million has been accounted under rent expenses (to the extent available) and balance of ₹127.56 million is reported under Other Income for the period ended September 30, 2020. As of September 30, 2020, we had a total of ₹286.58 million in outstanding rental payments to landlords.

If we are not able to renegotiate or renew our Arrangements on commercially acceptable terms or at all, we may have to relocate and find new locations to lease for the affected restaurants or be forced to close them. In addition, we may be required to relocate or close certain restaurant locations if the locations become unviable due to changes in neighbourhood demographics, economic conditions or other reasons that result in reduced sales or profitability, some of which may be beyond our control. Certain of our Arrangements also include lock-in periods for a specific period of years, during which we are not permitted to terminate the Arrangement, except upon the occurrence of a limited number of specified events. If we terminate any such Arrangement during the relevant lock-in period due to these or other reasons, we may be liable to pay the rent, fees or any other charges including applicable taxes for the unexpired lock-in period. Certain of our Arrangements also impose penalties or damages for failure to hand over possession of the premises to the Parties within the set out period of time, which we may be required to pay if we are delayed in relocating or closing a restaurant. In addition, we typically make significant capital improvements to the premises and we may be unable to recover certain costs associated with opening and operating a restaurant if we are required to relocate or close the restaurant, which could adversely affect our business, financial condition and results of operations.

In certain cases, Parties are required to obtain statutory and regulatory approvals or permits, including completion and occupation certificates from relevant Governmental authorities. However, for certain properties in relation to our Arrangements, the Parties have not furnished completion and occupation certificates. In addition, for certain Arrangements, the Parties may not have good and marketable title to some part or the entire land as a result of non-execution, non-registration or inadequate stamping of conveyance deeds and other acquisition documents, or which may be subject to, or affected by, encumbrances of which we may not be aware. We may not therefore be able to assess or identify disputes, unregistered encumbrances or adverse possession rights over title to real property which we have leased. Legal disputes in respect of land title can have uncertain outcomes and can take several years and require considerable expense to resolve if they become the subject of court proceedings. If the Party is unable to resolve such disputes with the relevant claimants, we may lose our interest, which may consequently lead to eviction and affect our business operations.

If any of the above factors should occur with respect to any of our Arrangements, our operations at the relevant restaurant sites could be adversely affected, which could have an adverse effect on our business, results of operations and financial condition.

29. Our business is dependent on certain material agreements, which may affect our business, results of operations and financial condition.

Our business is dependent on certain material agreements, which may affect our business, results of operations and financial condition. In particular, we consider the following agreements to be material to our business and have included descriptions of each at the pages indicated below:

- Master Franchise and Development Agreement dated November 19, 2013 between BK AsiaPac, QSR Asia and our Company, along with amendment agreements dated November 12, 2014, October 31, 2019 and November 18, 2020, described on page 139 of the Prospectus;

- Company Franchise Agreement dated November 19, 2013 between BK AsiaPac, QSR Asia and our Company, along with amendment agreement dated October 31, 2019, described on page 141 of the Prospectus; and

- Intellectual property letter agreement dated November 19, 2013, entered into by Burger King Corporation and BK AsiaPac with F&B Singapore, Everstone Capital Partners II, LLC, F&B Asia Ventures Ltd (Mauritius), QSR Asia and our Company, described on page 138 of the Prospectus.

30. A failure or delay in entering into and registering and stamping definitive lease agreements with respect to our restaurant sites may expose us to increased costs and adversely affect our ability to develop and operate our new restaurant sites.

As part of our restaurant roll out process, we enter into letters of intent or term sheets and submit deposits to the relevant owners of the properties where a new restaurant will be located once we have identified a site to develop. The development and operation of new restaurants may occur with only a letter of intent or term sheet in place. The letters of intent or term sheets are typically subject to a definitive lease agreement in the form of a lease deed or leave and license agreement being entered into between the parties within a specified time period or they terminate unless extended. We may be delayed or be unable to enter a definitive lease agreement with respect to a specific site for various reasons, some of which are beyond our control, which may result in us having restaurants operating under letters of intent that have expired or cease the development or operation of the relevant restaurant. This could result in us not being able to recover certain of our costs already incurred with respect to the development or operation of the new restaurant site, which could adversely affect our business, results of operations and financial condition. In addition, lease agreements are required to be duly registered and adequately stamped under Indian law and if one of our lease agreements is not duly registered and adequately stamped, we may face challenges in enforcing them and they may be inadmissible as evidence in a court in India or attract penalties prescribed under applicable Indian law.

31. Our success depends significantly on our senior management and other skilled personnel, and we may be adversely affected if we lose their services without finding equally skilled replacements.

Our success depends on the continued services and performance of the members of our senior management team, including Rajeev Varman, our Chief Executive Officer, and other key personnel. We compete with other QSR brands for senior management personnel in the food services industry, and we may not be able to retain our existing senior management personnel, attract senior management personnel of similar capabilities or retain new senior management personnel that join our Company in the future. We may lose the services of our senior management team or other key personnel for various reasons, including some of which are beyond our control, such as general economic conditions, wage inflation and other increases in employee benefit expense, which could adversely affect our business, results of operations and financial condition.

32. The QSR industry in India is competitive, and our business and financial results may be adversely affected by actions of our competitors and our failure to respond to competitive pressures.

The QSR industry in India is competitive. We compete primarily with international QSR chains operating in India, such as McDonalds, KFC, Domino's Pizza, Subway and Pizza Hut, as well as local restaurants in the QSR segment. We generally compete on the basis of product and service quality, price and location, and the industry is often also affected by changes in consumer tastes, economic conditions, demographic trends and consumer disposable income. These international QSR chains have been introducing food products that cater to India specific palate while maintaining their core offerings; for example, Domino's now offers wraps and KFC offers rice bowls in India. Our ability to compete depends on our ability to develop and launch new products, effectively market and advertise our products and respond to and appeal to consumer preferences, including with respect to the value, variety and quality of our products. For example, Burger King now offers Boss WHOPPER® and Masala WHOPPER® and rice bowls, which are designed specifically for the customers in India. In addition, our existing or future competitors may offer products that are better priced or more appealing to consumer tastes or have more effective marketing and advertising programs than we do. If as a result of these or other reasons we are unable to maintain our competitive position, we could experience downward pressure on prices, lower demand for our products, reduced margins, the inability to take advantage of new business opportunities and the loss of market share, which could adversely affect our business, results of operations and financial condition.

33. Our business may be adversely affected by changes in general macroeconomic and demographic factors in India.

Our business results depend on a number of general macroeconomic and demographic factors in India which are beyond our control. In particular, our revenue and profitability are strongly correlated to consumer discretionary spending, which is influenced by general economic conditions, unemployment levels, the availability of discretionary income and consumer confidence, particularly in the cities and communities where our restaurants are located. Recessionary economic cycles, a protracted economic slowdown, a worsening economy, increased unemployment, increased food prices, increased energy prices, rising interest rates or other industry-wide cost pressures could also

affect consumer behaviour and spending for restaurant dining occasions and lead to a decline in our sales and earnings. In particular, the outbreak of the COVID-19 pandemic has led to an economic downturn and a decrease in consumer discretionary spending in India and globally. India's GDP real growth rate declined to 4% in Fiscal 2020 and is estimated to decline to -10.3% in Fiscal 2021 due to the outbreak of the COVID-19 pandemic, which led to the imposition of lockdown restrictions beginning in the last quarter of Fiscal 2020 that are expected to continue through the first quarter of Fiscal 2021, causing a contraction in the economy. It is estimated that India's GDP growth rate will resume to its pre-COVID-19 level by Fiscal 2022. (Source: Technopak)

In addition, increases in petrol, diesel, natural gas, electricity and other energy costs, and increases in borrowing costs with rising interest rates, could also result in our customers having lower disposable income and reduce the frequency with which they dine out or spend on each dining out occasion. Any significant decrease in our customer footfalls or average ticket price as a result of these or other factors could negatively impact our financial performance. Demographic factors, such as population concentrations in key metropolitan areas and cities where our restaurants are located, could also impact our brand awareness and customer footfalls in our restaurants. The QSR segment of the restaurant industry may also be affected by industry-specific developments, such as changes in trends relating to growing infrastructure spending and investment in retail space that result from changes in national, regional and local economic conditions. In addition, the government is expected to impose heightened measures in relation to sanitization spaces, dining facilities, delivery services and other related areas following the COVID-19 pandemic, and market participants in the restaurant industry, including the QSR brands, are likely to incur higher operating costs to ensure compliance with any such measures in the future. Any adverse developments in relation to the QSR industry in India as a result of these or other factors could also adversely impact our future growth prospects.

Unfavourable changes in the above factors or in other business and economic conditions affecting our customers could increase our costs, reduce customer footfalls in some or all of our restaurants or decrease average ticket prices or impose practical limits on the pricing of our products, any of which could lower our profit margins and have a material adverse effect on our business, results of operations and financial condition.

34. Increases in labour costs in India or our failure to attract, motivate and retain qualified managers could adversely affect our business, results of operations and financial condition.

As at September 30, 2020, we had 4,836 employees, which decreased from 6,141 as of March 31, 2020 as a result of attrition resulting from certain employees (especially restaurant staff) returning to and remaining in their hometowns as a result of the COVID-19 crisis. Of our 4,836 employees as at September 30, 2020, 4,681 were employed at the restaurant level, including 856 restaurant managers and 3,825 other restaurant employees, and 155 were employed in operations, supply chain functions and as part of our central support functions, including finance, human resources and administration. Notwithstanding this recent decrease in the number of employees, we remain a labour intensive business, and our success depends in part on our ability to manage our labour costs and its impact on our margins. In this respect, we have to continuously monitor the productivity levels of our employees. Our employee benefits expense accounted for 14.95%, 14.19% and 14.85% of our total expenses for Fiscal 2018, 2019 and 2020, respectively, and 15.88% and 19.26% of our total expenses for the six months ended September 30, 2019 and September 30, 2020, respectively. The increase in the employee benefits expenses as a proportion of total expenses in the six months ended September 30, 2020 compared to the six months ended September 30, 2019 was primarily due to the impact of COVID-19 and the decrease in revenue during the six months ended September 30, 2020. In addition, the salaries and wages of our restaurant employees are subject to wage inflation and other macroeconomic factors, as well as government regulation, that can cause salaries and wages of our employees to increase. In addition, the benefits of our employees are regulated by government laws and regulations, which can change from time to time. The GoI and state governments have increased the minimum wage on a number of occasions in the past and may do so again. As our restaurant network continues to expand, an increasing number of individuals will be employed by our restaurants. Our employee benefits expenses have increased in the past due to increases in minimum wage requirements. Any organizational changes, including changes in salaries and wages and other employee benefits that are, or are perceived to be negative, could result in an increased attrition rate. Any further increase in minimum wage requirements or changes in labour regulations in India having a similar impact would increase our labor costs, which could adversely affect our business, results of operations, financial condition and profitability. In addition, the Indian Parliament has recently approved the Code on Social Security, 2020 (the "**Code on Social Security**") which would impact the contributions we make towards provident fund and gratuity. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be finalized, but the Company will carry out an evaluation of the impact of the Code on Social Security and record the same in our financial statements in the period in which the Code of Social Security becomes effective and the related rules are published.

Furthermore, we must continue to attract, motivate and retain qualified managers with the qualifications to succeed in our industry and the motivation to engage with our people-centric operating culture, which we view as a principle component of our ability to enhance customer experience at our restaurants. In addition, our success also depends on the skills of our employees and the effectiveness of our training programs to ensure maintenance of quality and uniformity of our service. While we have not yet experienced significant labour shortages and have continuously

recruited new staff, we cannot assure you that we will be able to continue to retain or hire an adequate workforce, at the appropriate times, or that our staff may not be recruited by any of our competitors, which in turn may delay openings of our new restaurants or result in lower quality service in existing restaurants, adversely impacting customer experience which could have a material adverse effect on our business and results of operations. In addition, if we are unable to continue to recruit and retain sufficiently qualified managers who can motivate our employees to sustain high service levels, our business and our growth could be adversely affected. A delay in recruiting or the inability to retain qualified managers may also delay the planned openings of new restaurants or result in high employee turnover in existing restaurants, which could harm our business operations.

35. Our inability or failure to recognise, respond to and effectively manage the accelerated impact of social media could materially adversely affect our business.

In recent years, there has been a marked increase in the use of social media platforms in India, including blogs, social media websites and applications, and other forms of Internet-based communications which allow individuals access to a broad audience of consumers and other interested persons. Many social media platforms immediately publish the content for their subscribers and participants post, often without filters or checks on accuracy of the content posted. The dissemination of inaccurate information online could harm our business, reputation, prospects, financial condition and operating results, regardless of the information's accuracy. The damage may be immediate without affording us an opportunity for redress or correction. Other risks associated with the use of social media include improper disclosure of proprietary information, negative comments about our brands, exposure of personally identifiable information, fraud, hoaxes or malicious exposure of false information. The inappropriate use of social media by our customers or employees or suppliers or other third parties could increase our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, results of operations and financial condition.

36. Information technology system failures or interruptions or breaches of our network security may interrupt our operations or cause customer personal data to be lost, which would adversely impact our business, results of operations and financial condition.

We use computer systems and network infrastructure in our interactions with our customers and across our operations, including in the operations of our restaurants, our supply chain and in the management of our business. For example, we equip all of our restaurants with a centrally controlled digital menu board, self-ordering kiosks and handheld POS systems; use POS cash register software system to record all sales transactions at our restaurants and verify sales data; and use information technology to manage our business and measure and monitor key metrics for operational performance, sales and profitability. As a result, the robustness and efficiency of such systems and network infrastructure are critical to our business. However, all of our technology systems are vulnerable to damage, disability or failures due to physical theft, fire, power loss, telecommunications failure or other catastrophic events, as well as from internal and external security breaches, denial of service attacks, viruses, worms and other disruptive problems caused by hackers. If our technology systems were to fail, and we were unable to recover data or information in a timely way, we could experience an interruption in our operations which could adversely affect our business, results of operations and financial condition.

In addition, as a result of the COVID-19 crisis, we are seeing increased usage of the new version of the BK mobile app, and any technological failures in relation to our BK mobile app could have an increasingly larger impact on our business. Due to GoI restrictions, we have also had a number of employees working remotely from home from different locations, which has increased our dependence on technology to run our business, as well as our exposure to related cybersecurity risks. Further, we have integrated our customer platforms with our delivery aggregators, payment gateways and wallets and utilise an integrated planning and invoicing system with our third-party distributor for purposes of planning, invoicing and automated inventory replenishment. System defects, failures, unauthorised entries or cybersecurity breaches that are caused by our third party delivery aggregators or our third-party distributor, or any of their respective employees, could cause our technology systems to fail or result in breaches of security, which would result in additional costs, diversion of technical resources and losses of customers and sales. In addition, we are exposed to the risk that the personal data we control could be wrongfully processed, accessed, damaged, distributed or used, whether by our employees (intentionally or not) or third parties, or otherwise lost or disclosed in breach of data protection regulations. Any such events could result in negative publicity, harm our business and reputation and expose us to litigation claims, losses relating to fraudulent behaviour and other liabilities, which would adversely impact our business, results of operations and financial condition.

37. If we are unable to protect our credit card or debit card data or any data related to any other electronic mode of payment, or any other personal information that we collect, our reputation could be significantly harmed.

The use of electronic payment methods and collection of other personal information exposes us to an increased risk of privacy and security breaches as well as other risks. We have experienced security breaches in which payment related data and personal information is stolen in the past and can make no assurance that this will not happen in the future. For example, our Company received a notice demanding payment for compensation on account of alleged credit card

cloning by a former employee of our Company. For further details, see "*Outstanding Litigation and Material Developments*" beginning on page 287. Although we use secure private networks to transmit confidential information, third parties may have the technology or know-how to breach the security of the customer information transmitted in connection with credit and debit card sales, and our security measures and those of technology suppliers may not effectively prohibit others from obtaining improper access to this information. If a person is able to circumvent our security measures or otherwise gain access to the confidential information that we collect, they may be able to destroy or steal valuable information or otherwise disrupt our operations. We may become subject to claims for purportedly fraudulent transactions arising out of the actual or alleged theft of credit or debit card information or other confidential information, and we may also be subject to lawsuits or other proceedings relating to these types of incidents. Any such claim or proceeding could cause us to incur significant unplanned expenses, which could have an adverse impact on our financial condition, results of operations and cash flows. Further, adverse publicity resulting from these allegations could significantly harm our reputation and may have a material adverse effect on us and our restaurants.

Moreover, we receive and process certain personal financial and other information about our customers and employees when we accept credit cards for payment. While we do not store restaurant customers' credit and debit card payment information, the use and handling of this information is regulated by evolving and increasingly demanding laws and regulations. If our security and information systems are compromised as a result of data corruption or loss, cyberattack or a network security incident or our employees, sub-franchisees or suppliers fail to comply with these laws and regulations, and this information is obtained by unauthorised persons or used inappropriately, it could subject us to litigation and government enforcement actions, damage our reputation, cause us to incur substantial costs, liabilities and penalties and/or result in a loss of customer confidence, any and all of which could adversely affect our business, financial condition and results of operations.

38. If we are unable to comply with health, safety and environmental regulations, our business, results of operations and reputation could be adversely affected.

As a preparer of food products for human consumption, we are subject to health, safety and environmental laws and regulations, including regulations promulgated and enforced by local, national and international authorities. These directives, laws and regulations relate to water discharges, air emissions, waste management, noise pollution and workplace and product health and safety and the use of plastics, among others. Health, safety and environmental legislation in India and elsewhere has tended to become broader and stricter, and enforcement has tended to increase over time. For example, as a part of a national campaign to rid India plastic waste, in June 2019, the GoI announced its intention to eliminate single-use plastic by 2022. This required us to incur additional costs to adapt our operations and eliminate straws and lids from our products. Any failure to comply with health, safety and environmental requirements by us or sub-franchisees, including in obtaining and retaining applicable licenses and permits, may lead to fines and other sanctions and even restaurant closures, as well as damage our reputation. If health, safety and environmental laws and regulations in India change or are further strengthened in the future, the extent and timing of investments required to maintain compliance may differ from our internal planning and may limit the availability of funding for other investments. In addition, if the costs of compliance with health, safety and environmental laws and regulations continue to increase and it is not possible for us to reflect these additional costs in the price of our products, our profitability could be adversely affected.

39. New banking requirements that have been implemented in India may inhibit our ability effectively manage or move our funds to satisfy our business needs.

The Reserve Bank of India published a release on November 2, 2020 to supplement its circular on August 6, 2020 revising existing instructions on opening current accounts by the banks. The revised instructions aim primarily to enhance management of exposure to the banking system through prohibiting the banks to open current accounts for customers who maintain cash credit/overdraft facility from the banking system, setting forth requirements for opening current accounts for customers who do not have cash credit/overdraft facility from any bank and imposing on the banks a duty to monitor all current accounts and cash credit/overdraft facilities regularly to ensure compliance with the revised instructions. The release on November 2, 2020 refers to the requirement in the August 6, 2020 circular that the banks are to ensure compliance with the revised instructions by November 5, 2020, which elicited responses from the banks seeking clarifications on operational concerns regarding their existing current accounts. The Reserve Bank of India is currently examining the responses and intend to provide clarifications through the publication of a FAQ release. Pending the publication of the FAQ release, the Reserve Bank of India has extended the deadline for the banks to ensure compliance with the revised instructions for a month, which is now December 15, 2020. Our Company currently has an overdraft facility and may therefore be limited in its ability to open new current accounts or maintain existing current accounts with the banks under the reviewed instructions, which may in turn inhibit our ability to effectively manage or move our funds to satisfy our business needs, which could have an adverse effect on our business, results of operations and financial condition.

40. We have issued Equity Shares at prices that may be lower than the Offer Price in the last 12 months.

We have issued and allotted (i) 15,712,820 Equity Shares to AIL on a preferential allotment basis; (ii) 13,200,000 Equity Shares to our Promoter on May 23, 2020 pursuant to a rights issue; and (iii) converted certain CCPS to 11,111,111 Equity Shares on February 28, 2020 at a price which may be lower than the Offer Price, which may be at a price lower than the Offer Price. For further details, see "*Capital Structure – Notes to the capital structure – Share capital history of our Company – Equity Share capital*" on page 64.

41. Any disruption in power supply to our restaurants or increase in power and fuel tariffs may have an adverse effect on our business, results of operations and financial condition.

We have significant power requirements for continuous running of our operations and business. Our power and fuel costs as a percentage of our revenue from the sale of food and beverages was 8.65%, 7.51%, 8.42% in Fiscal 2018, 2019 and 2020, respectively, and 8.54% and 14.21% the six months ended September 30, 2019 and September 30, 2020, respectively. In particular, our restaurants have significant electricity and fuel requirements and any interruption in power and fuel supply to our restaurants may disrupt our operations, which could have an adverse effect on our business, results of operations and financial condition.

We depend on third parties for all of our power and fuel requirements. Since we have significant power consumption, any unexpected or significant increase in our power tariffs could increase the operating costs of our restaurants. In certain of the regions in which we operate there are limited number of electricity providers, and in some instances only one, and to the extent there is a price increase, we do not expect to be able to find a cost-effective substitute, which may adversely affect our business, financial condition and results of operations.

42. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations.

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" beginning on page 75 of this Prospectus. Our funding requirements are based on management estimates and our current business plans and has not been appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds and Offer related expenses will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, inability to identify suitable location for our restaurants at favourable terms and other financial and operational factors.

Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the proceeds of the Offer in a timely or an efficient manner, it may affect our business and results of operations.

43. We have entered into, and may continue to enter into, related party transactions which may not always enable us to achieve the most favourable terms.

We have entered and may continue to enter into a number of related party transactions on an arm's length basis and also rely on our Promoter for certain key development and support activities. The table below sets out the related party transactions as per Ind AS 24 – Related Party Transactions and SEBI ICDR Regulations entered into in Fiscals 2018, 2019 and 2020 and for the six months ended September 30, 2020 and September 30, 2020:

(in ₹ million)

Nature of Transaction	Six months ended September 30,		Fiscal		
	2020	2019	2020	2019	2018
Issue of equity shares to QSR Asia Pte Ltd	580.80	-	-	-	-
Issue of 8% Compulsory Convertible Preference Shares to QSR Asia Pte Ltd	-	-	-	1,000.00	-
Rent received from Harry's India Private Limited	-	0.25	0.51	1.63	2.48
Remuneration to key management personnel	44.00	39.16	58.64	50.23	42.57
Directors' sitting fees	-	-	0.89	-	-
Compensation of key management personnel					
Short-term employee benefits	0.51	0.48	0.12	0.81	0.06
Post-employment gratuity	0.11	0.11	0.22	0.48	0.24
Share-based payment transactions	17.36	1.56	12.06	2.75	2.20

For details of the related party transactions, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Related Party Transactions*" beginning on page 283.

44. If there are delays or cost overruns in utilisation of Net Proceeds, our business, financial condition and results of operations may be adversely affected.

We intend to utilise the Net Proceeds of the Offer as set forth in "*Objects of the Offer*", including with respect to funding the roll out of new Company-owned Burger King Restaurants and general corporate purposes.

The funding requirements mentioned as a part of the objects of the Offer are based on internal management estimates and have not been appraised by any bank or financial institution. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies. We are also yet to identify the exact location of our new restaurants or enter into agreements for purchase or lease of property for these restaurants and are yet to obtain necessary approvals that may be required. We have also not placed any orders for purchase of fit outs and constructions related items for the restaurants we plan to set-up. We have relied on past expenditure in setting up restaurants for the purposes of estimating utilisation of the Net Proceeds in the future. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates and may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

Furthermore, we may need to vary the objects of the Offer due to several factors or circumstances including competitive and dynamic market conditions, variation in cost structures, changes in estimates due to cost overruns or delays, which may be beyond our control. Pursuant to Section 27 of the Companies Act, 2013, any variation in the objects of the Offer would require a special resolution of our Shareholders. If our Shareholders do not agree to such variation our share price may be adversely affected.

45. The insurance policies we maintain may be insufficient to cover future costs and losses the incurrence or magnitude of which are unforeseen or unpredictable and could result in an adverse effect on our business operations, financial condition, results of operations and cash flows.

We maintain insurance which we believe is typical in our industry in India and in amounts which we believe to be commercially appropriate for a variety of risks. However, such insurance may not be adequate to cover all losses or liabilities that may arise from our operations, particularly when the loss suffered is not easily quantifiable. Our insurance policies contain exclusions and limitations on coverage, as a result of which, we may not be able to successfully assert our claims for any liability or loss under the said insurance policies. Additionally, there may be various other risks and losses for which we are not insured because such risks are either uninsurable or not insurable on commercially acceptable terms. As an example, while our Company has obtained a self-funded insurance policy to cover hospitalization expenses and virus detection and quarantine allowances arising from COVID-19 for frontline employees, we do not have a specific insurance policy to cover losses or liabilities to its business arising from the COVID-19 crisis. Furthermore, there can be no assurance that in the future we will be able to maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable. The occurrence of an event for which we are not insured, where the loss is in excess of insured limits occurs or where we are unable to successfully assert insurance claims from losses, could result in uninsured liabilities. Further, despite such uninsured losses we may remain obligated for any financial indebtedness or other obligations related to our business. Any such uninsured losses or liabilities could result in an adverse effect on our business operations, financial condition, results of operations and cash flows.

46. We may be unable to accurately forecast demand for our products, which could have a material adverse impact on our brand, profit margins and results of operations.

The supply of ingredients and packaging materials for our food products is based primarily on forecasts and requirements prepared directly by our restaurant managers on a restaurant by restaurant basis. These forecasts are based on past sales as well as anticipated demand, which is based to a certain extent on the subjective assessment of the restaurant managers. We also provide our third-party distributor with periodic forecasting schedules as part of our distribution and supply agreements with them. We do have the ability to distribute any excess supply to nearby restaurants but an inability to accurately forecast demand for our food products could lead to excess supply or a shortage in the supply of ingredients and packaging materials from our third-party distributor, approved suppliers of our third-party distributor or our suppliers, which would have a material adverse impact on our brand, profit margins and results of operations. In addition, if we are unable to accurately forecast demand on a daily basis at restaurant level, this might lead to wastage since many of our products are perishable, which may result in an adverse impact on our business and results of operations. This could also occur as a result of unexpected events, such as the COVID-19 crisis. The reduction in level of business activity due to COVID-19 pandemic led to write offs of food inventory and related commitments of the amount ₹43.45 million in Fiscal 2020 and ₹21.30 million in the six months ended September 30, 2020, since our inventory includes food items which are perishable and exceptional in nature.

47. Our Promoter or Directors may enter into ventures that may lead to real or potential conflicts of interest with our business.

Our Promoter or Directors may become involved in ventures that may potentially compete with our Company, subject to the provisions and disclosure requirements provided under the code of conduct for board of directors and senior management personnel, the Companies Act and the Listing Regulations. The interests of our Promoter and Directors may conflict with the interests of our other Shareholders and our Promoter or Directors may, for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit themselves instead of our Company's interests or the interests of its other Shareholders and which may be harmful to our Company's interests or the interests of our other Shareholders, which may materially adversely impact our business, financial condition, results of operations and cash flows.

48. We will continue to be controlled by our Promoter after completion of the Offer.

As at the date of this Prospectus, our Promoter holds an aggregate of 85.38% of our outstanding Equity Shares. After the completion of the Offer, our Promoter will continue to hold a significant portion of our issued, subscribed and paid up Equity Shares, which will allow them to control the outcome of the matters submitted to our Shareholders for approval. Our Promoter will have the ability to exercise control over us and certain matters which include appointment of its nominee Directors and a Board observer, representation on committees appointment of CEO, subject to receiving shareholders' approval post listing. The extent of their shareholding in us may also delay, prevent or deter a change in control, even if such a transaction is beneficial to our other shareholders. It may deprive our other shareholders of an opportunity to receive a premium for their Equity Shares as part of a sale of our Company and may reduce the price of our Equity Shares. The interests of our Promoter as our controlling shareholder could also conflict with our interest or the interests of our other shareholders. We cannot assure you that our Promoter will act to resolve any conflicts of interest in our favour, and they may take actions that are not in our best interest or that of our other shareholders. These actions may be taken even if they are opposed by our other Shareholders, including those who have purchased Equity Shares in this Offer. See "*Our Promoter and Promoter Group*" on page 166 for more information.

49. Our Group Company had incurred losses in certain of the preceding three Fiscals.

Our Group Company had incurred losses in certain of the preceding three Fiscals as set forth in the table below. For details, see "*Our Group Company*" on page 292 of the Prospectus. There can be no assurance that our Group Company will not incur losses or have negative net worth in the future.

Name of the company	***Profit/(loss) for Fiscal (amount in ₹ million unless stated otherwise)***		
	2020	***2019***	***2018***
Harry's India Private Limited	*(68.63)*	*(9.94)*	*(31.83)*

50. Our Company will not receive the entire proceeds from the Offer. Our Promoter is selling Equity Shares in the Offer and will receive proceeds as part of the Offer for Sale.

The Offer includes an offer for sale of 60,000,000 Equity Shares by the Promoter Selling Shareholder. The proceeds from the Offer will be paid to the Promoter Selling Shareholder, in proportion of the respective portion of the offered shares transferred pursuant to the Offer, and we will not receive any such proceeds. For further details, see "*Objects of the Offer*" and "*Capital Structure*" beginning on pages 75 and 64, respectively.

51. Any future downgrade in our credit ratings may increase interest rates for our future borrowings, which would increase our cost of borrowings, and adversely affect our ability to borrow on a competitive basis.

On May 29, 2020, we obtained from ICRA Limited: (a) a reaffirmed long term credit rating of "ICRA BBB+" (pronounced as ICRA triple B plus) with a negative outlook due to the impact of COVID-19 (revised from a stable outlook in a prior credit rating from ICRA Limited on 5 December 2019) which included our sanctioned term loan for the amount of ₹2,100 million; (b) a long term credit rating of "ICRA BBB+" (pronounced as ICRA triple B plus) with a negative outlook which included our bank overdraft for the amount of ₹200 million; and (c) a short term credit rating of "ICRA A2" which included a bank guarantee of ₹100 million. We did not receive a credit rating during Fiscal Years 2018 and 2019; however, to the extent this credit rating or any credit ratings we receive on any of our future borrowings are downgraded in the future, interest rates for refinancing our borrowings may increase, which would increase our cost of borrowings, and may have an adverse effect on our future issuances of debt and our ability to borrow on a competitive basis. Further, any downgrade in our credit ratings may also trigger an event of default or acceleration of repayment of certain of our borrowings. If any of these risks materialise, it could have a material adverse effect on our business, results of operations and financial condition.

EXTERNAL RISK FACTORS

52. A slowdown in economic growth in India could cause our business to suffer.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. As a result, a slowdown in the Indian economy could adversely affect our business. India's economy could be adversely affected by a general rise in interest rates, inflation, natural calamities, such as earthquakes, tsunamis, floods and drought, increases in commodity and energy prices, and protectionist efforts in other countries or various other factors. In particular, as a result of the COVID-19 crisis, the Indian economy has experienced a significant slowdown, which is expected to have prolonged effect, as India's GDP real growth rate declined to 4% in Fiscal 2020 and is estimated to decline to -10.3% in Fiscal 2021, primarily due to the imposition of lockdown restrictions beginning in the last quarter of Fiscal 2020 in response to the COVID-19 pandemic that are expected to continue through the first quarter of Fiscal 2021, causing a contraction in the economy. It is estimated that India's GDP growth rate will resume to its pre-COVID-19 level by Fiscal 2022. In addition, in periods prior to Fiscal Year 2016, India experienced a slowdown in economic growth due to a variety of factors, including unsustainably high current account deficit, capital outflows and consequent exchange rate pressures. Despite the recent signs of an economic turnaround in the Indian economy, there is no assurance that growth will not slow down again or that inflation will not increase further in the future. It is difficult to gauge the impact of these fundamental economic changes on our business. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business.

53. Our results can be adversely affected by other future unforeseen events, such as adverse weather conditions, natural disasters, terrorist attacks or threats, future epidemics or pandemics or other catastrophic events.

Unforeseen events, such as adverse epidemics, pandemics, weather conditions, natural disasters, threatened or actual armed conflicts, terrorist attacks, efforts to combat terrorism or other catastrophic events can adversely impact restaurant by reducing the numbers of customers that eat out or order food through delivery, either in the affected area or more broadly, as well as causing damage to or the closure of restaurants and delays or interruptions in the delivery of food or other supplies to our restaurants. Because a significant portion of our restaurant operating costs are fixed or semi-fixed in nature, the loss of sales during period in which we may be affected by these events can reduce our revenue, reduce our and our franchisees' operating margins and can result in restaurant operating losses and our loss of royalties. We cannot predict the affect any such events will have on our business, prospects, financial condition, results of operations, cash flows, future operations and performance; however they could be material.

54. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, financial condition, results of operations and prospects.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, financial condition, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any significant changes in laws, regulations and rules, including relevant food safety regulations, laws or regulatory environment, fire laws, trade laws, licensing and permit requirements relating to our restaurants and operations prescribed under the Food Safety and Standards Act, 2006 and the rules made thereunder, might materially impact the Company's operations and financials. For further details about laws governing our business, please see "*Key Regulations and Policies in India*" on page 145.

For instance, the General Anti-Avoidance Rules ("**GAAR**") became effective from April 1, 2017. While the intent of this legislation is to prevent business arrangements that are set up with the intent to avoid tax incidence under the Income Tax Act 1961, certain exemptions have been notified, viz., (i) arrangements where the tax benefit to all parties under an arrangement is less than ₹ 30.00 million, (ii) where Foreign Institutional Investors ("**FIIs**") have not taken benefit of a double tax avoidance tax treaty under Section 90 or 90A of the Income Tax Act, 1961 and have invested in listed or unlisted securities with SEBI approval and (iii) where a non-resident has made an investment, either direct or indirect, by way of an offshore derivative instrument in an FII. Further, investments made up to March 31, 2017 shall not be subject to GAAR provided that GAAR may apply to any business arrangement pursuant to which tax benefit is obtained on or after April 1, 2017, irrespective of the date on which such arrangement was entered into.Further, while no law, regulation or policy has been adopted as on date, the Government of India in July 2018, published the Personal Data Protection Bill, 2018, which provides for a framework for protection of personal data and seeks to, among others, lay down norms for cross-border transfer of personal data, define the scope of the definition of personal data and ensure the accountability of entities processing personal data. Any such laws, if they come into force, could impose restrictions on our operations and increase our compliance costs.

The Finance Act, 2020 (the "**Finance Act**") which came into effect on July 1, 2020, has made various amendments. The Finance Act stipulates the sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp

duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

55. Significant differences exist between Ind AS, Indian GAAP, U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition.

Our restated summary statements of assets and liabilities as at September 30, 2020 and September 30, 2019 and March 31, 2020, March 31, 2019 and March 31, 2018 and the restated statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the six months periods ended September 30, 2020 and September 30, 2019 and for the year ended March 31, 2020, March 31, 2019 and March 31, 2018 of the Company together with the summary statement of significant accounting policies, and other explanatory information thereon, have been derived from audited interim financial statements as at and for the six months periods ended September 30, 2020 and September 30, 2019 prepared in accordance with Ind AS 34 – "Interim Financial Reporting" and our audited financial statements as at and for the year ended March 31, 2020, March 31, 2019 and March 31, 2018 prepared in accordance with the Ind AS, read with the Companies (Indian Accounting Standards) Rules, 2015 and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Restated Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

56. It may not be possible for you to enforce any judgment obtained outside India, including in the United States, against our Company or any of our directors and officers that are resident in India, except by way of a suit in India on such judgment.

We are incorporated under the laws of India and certain of our Directors and executive officers reside in India. Furthermore, all of our Company's assets are located in India. As a result, you may be unable to:

- effect service of process in jurisdictions outside India, including in the United States, upon our Company; or
- enforce in Indian courts judgments obtained in courts of jurisdictions outside India against our Company, including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908 ("**CPC**"). The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India.

The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian public policy.

57. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.

Foreign ownership of Indian securities is subject to GoI regulation. In accordance with foreign exchange regulations currently in effect in India, under certain circumstances the RBI must approve the sale of the Equity Shares from a non-resident of India to a resident of India or vice-versa if the sale does not meet certain requirements specified by the RBI. Additionally, any person who seeks to convert the Rupee proceeds from any such sale into foreign currency and repatriate that foreign currency from India is required to obtain a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure you that any required approval from the RBI or any other government agency can be obtained on terms favourable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realising gains during periods of price increase or limiting losses during periods of price decline.

58. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and economy is influenced by economic and market conditions in other countries, including, but not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years, as well as in connection with the COVID-19 crisis, has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections. In Europe, the exit of the United Kingdom from the European Union, and any prolonged period of uncertainty which results, could have a significant negative impact on international markets. These could include further falls in stock exchange indices and/or greater volatility of markets in general due to the increased uncertainty. These and other related events could have a significant impact on the global credit and financial markets as a whole, and could result in reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial markets.

There are also concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In particular, there are rising concerns of a possible slowdown in the Chinese economy, and China is one of India's major trading partners. Such factors might also result in a slowdown in India's export growth momentum.

In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilising effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares. Adverse economic developments overseas in countries where we have operations could have a material adverse impact on us and the trading price of the Equity Shares.

59. Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business.

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or decline in India's foreign exchange reserves, which are outside our control. For example, India's credit rating has recently been reduced to Baa3 with a negative outlook by Moody's. On June 18, 2020, Fitch Ratings downgraded the outlook on India's long-term foreign currency Issuer Default Rating to "negative" from "stable" and affirmed the rating at BBB-. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise financing, and the interest rates and other commercial terms at which such financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

60. You may be subject to Indian taxes arising out of capital gains on sale of Equity Shares. The Finance Act, 2018 levied taxes on such long term capital gains exceeding ₹100,000 arising from sale of Equity Shares on or after April 1, 2018, while continuing to exempt the unrealised capital gains earned up to January 31, 2018 on such Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Previously, any gain realised on the sale of listed equity shares on or before March 31, 2018 on a stock exchange held for more than 12 months was not subject to long term capital gains tax in India if Securities Transaction Tax ("**STT**") was paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares on or after October 1, 2004, except in the case of such acquisitions of Equity Shares which are not subject to STT, as notified by the Central Government under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. However, the Finance Act, 2018, now seeks to tax on such long term capital gains exceeding ₹ 100,000 arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealised capital gains earned up to January 31, 2018 on such Equity Shares. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

61. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

62. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.

The Competition Act, 2002, as amended (the "**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and may result in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or in any other similar way or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

On March 4, 2011, the GoI issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an appreciable adverse effect on competition in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India.

The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by CCI for alleged violation of provisions of the Competition Act may adversely affect our business, financial condition or results of operation. We cannot assure you that we will be able to obtain approval for any future acquisitions on satisfactory terms, or at all. If we are affected directly or indirectly by the application or interpretation of any provision of the Competition Act or any proceedings initiated by the CCI or any other relevant authority (or any other claim by any other party under the Competition Act)

or any adverse publicity that may be generated due to scrutiny or prosecution under the Competition Act, including by way of financial penalties, our reputation may also be materially and adversely affected.

63. Third party industry and statistical information in this Prospectus may be incomplete or unreliable.

Neither we, nor any other person connected with the Issue, have independently verified data obtained from industry publications and other sources referred to in this Prospectus such as the Technopak Report, and therefore, while we believe them to be true, there can be no assurance that they are complete or reliable. Such data may also be produced on different bases from those used in the industry publications we have referenced. Therefore, discussions of matters relating to India, its economy and the housing finance industry are subject to the caveat that the third party and statistical data upon which such discussions are based may be incomplete or unreliable. In addition, internal company reports may be based on a number of variables and have not been verified by independent sources and may be incomplete or unreliable. Prospective investors are advised not to unduly rely on the data derived from the Technopak Report when making their investment decision. For further details, see "*Industry Overview*" on page 91.

RISKS RELATED TO OUR EQUITY SHARES

64. Your percentage of ownership may be diluted in the future.

We may be required to finance our growth through future equity offerings. Any future equity issuances by our Company, including a primary offering, may lead to the dilution of investors' shareholdings in the Company. Any future issuances of Equity Shares (including under the ESOS 2015) or the disposal of Equity Shares by our Promoter or any of our other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales may occur may also affect the market price of the Equity Shares.

65. We will incur increased costs as a result of becoming a listed public company.

As a listed public company, we will incur legal, accounting, insurance and other expenses that we have not incurred as a private company, including costs associated with public company reporting requirements. We expect that rules and regulations will increase our legal and financial compliance costs and make some activities more time-consuming and costly, although we are currently unable to estimate these costs with any degree of certainty. Laws and regulations could also make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. Laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our senior management. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting, fines, sanctions and other regulatory action and potentially civil litigation.

66. We cannot be certain that an active trading market for the Equity Shares will develop or be sustained after this offering, and, following the offering, the price of the Equity Shares may fluctuate significantly, which could cause you to suffer substantial losses.

We cannot guarantee that an active trading market will develop or be sustained after the offering. Nor can we predict the prices at which the Equity Shares may trade after the offering.

Our initial public offering price will be determined through negotiation between us and the underwriters and may not be indicative of the market price for the Equity Shares after this offering. If you purchase the Equity Shares in our initial public offering, you may not be able to resell them at or above the initial public offering price. We cannot assure you that the initial public offering price of the Equity Shares, or the market price following our initial public offering, will equal or exceed prices in privately negotiated transactions of our shares that may have occurred from time to time prior to our initial public offering. The market price of the Equity Shares may decline or fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- developments with respect to the spread or worsening of the COVID-19 pandemic;
- the impact of COVID-19 on our business operations and our ability to be able to service customers, and the consequential impact on our operating results;
- actual or anticipated fluctuations in our operating results;

- announcements about our earnings that are not in line with analyst expectations;
- the public's reaction to our press releases, other public announcements and filings with the regulator;
- significant liability claims, health concerns, food contamination complaints from our customers, shortages or interruptions in the availability of food or other supplies, or reports of incidents of food tampering;
- changes in senior management or key personnel;
- macroeconomic conditions in India;
- fluctuations of exchange rates;
- the operating and stock price performance of comparable companies;
- changes in our shareholder base;
- changes in our dividend policy;
- issuances, exchanges or sales, or expected issuances, exchanges or sales;
- changes in accounting standards, policies, guidance, interpretations or principles; and
- changes in the regulatory and legal environment in which we operate; or
- market conditions in the restaurant industry and the domestic and worldwide economies as a whole, including in relation to the COVID-19 crisis.

Any of these factors may result in large and sudden changes in the volume and trading price of the Equity Shares. In the past, following periods of volatility in the market price of a company's securities, shareholders have often instituted securities class action litigation against that company. If we were involved in a class action suit, it could divert the attention of management, and, if adversely determined, have a material adverse effect on our business, results of operations and financial condition.

67. Substantial future sales or perceived potential sales of the Equity Shares or other equity securities in the public market could cause the price of the Equity Shares to decline significantly.

Sales of the Equity Shares in the public market after this Offer, or the perception that these sales could occur, could cause the market price of the Equity Shares to decline significantly. Upon completion of this Offer, we will have 381,654,605 Equity Shares outstanding, of which 245,023,931 of our pre-Offer Equity Shares representing 64.20% of our outstanding Equity Shares immediately after this Offer, will be subject to lock-in requirements prescribed under the SEBI ICDR Regulations. Upon expiry of the lock-in period provided under the SEBI ICDR Regulations, these Equity Shares can be transferred or sold. To the extent such Equity Shares are transferred or sold after the expiration of the applicable lock-in period, the market price of the Equity Shares could decline significantly.

68. Our ability to pay dividends in the future will depend upon future earnings, financial conditions, cash flows, working capital requirements and capital expenditures.

Any dividends to be declared and paid in the future are required to be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements, capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Shareholders in the future consistent with our past practices, or at all. For details pertaining to dividend declared by us in the past, see "*Dividend Policy*" beginning on page 170. Our Company paid nil dividend in Fiscal 2018, 2019 and 2020 and for the six months ended September 30, 2020.

Under Indian laws, dividends may be paid out of profits earned during the year or out of accumulated profits earned by a company in previous years and transferred by it to its reserves (subject to certain conditions). Any accumulated profits that are not distributed in a given year are retained and may be available for distribution in subsequent years.

69. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by our Company.

However, if the laws of the jurisdiction the investors are located in do not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If our Company elects not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

70. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

SECTION III: INTRODUCTION

THE OFFER

Offer[(1)(2)]	135,000,000* Equity Shares, aggregating to ₹ 8,100 million
of which	
Fresh Issue[(1)(2)]	75,000,000 Equity Shares, aggregating to ₹ 4,500 million
Offer for Sale[(3)] comprises:	60,000,000 Equity Shares, aggregating to ₹ 3,600 million
The Offer comprises:	
A) QIB Portion[(4)(5)]	Not less than 101,250,000*Equity Shares
of which:	
(i) Anchor Investor Portion	60,750,000* Equity Shares
of which:	
Available for allocation to Mutual Funds only	20,250,000* Equity Shares
Balance for all QIBs including Mutual Funds	40,500,000* Equity Shares
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	40,500,000* Equity Shares
of which:	
(a) Mutual Fund Portion	2,025,000* Equity Shares
(b) Balance for all QIBs including Mutual Funds	38,475,000* Equity Shares
B) Non-Institutional Portion[(5)]	Not more than 20,250,000* Equity Shares
C) Retail Portion[(5)]	Not more than 13,500,000* Equity Shares
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer	306,654,605 Equity Shares
Equity Shares outstanding after the Offer*	381,654,605 Equity Shares
Utilisation of Net Proceeds	See "*Objects of the Offer*" beginning on page 75 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale

**Subject to finalisation of the Basis of Allotment*

(1) Our Company has undertaken a Pre-IPO Placement by way of a: (i) rights issue of 1,32,00,000 Equity Shares to our Promoter Selling Shareholder for cash at a price of ₹ 44 per Equity Share aggregating to ₹ 580.80 million pursuant to the resolution of the Board dated May 23, 2020; and (ii) preferential allotment of 15,712,820 Equity Shares to AIL for cash at a price of ₹ 58.50 per Equity Share aggregating to ₹ 919.20 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated November 18, 2020. The size of the fresh issue of ₹ 6,000 million had been reduced by ₹ 1,500 million pursuant to the Pre- IPO Placement, and accordingly, the fresh issue size was ₹ 4,500 million.

(2) The Offer has been authorized by resolutions of our Board dated September 12, 2019, October 17, 2019, February 12, 2020 and October 19, 2020 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated October 23, 2019, February 14, 2020 and October 20, 2020.

(3) The Equity Shares being offered by the Promoter Selling Shareholder have been held for a period of at least one year immediately preceding the date of the Draft Red Herring Prospectus with the SEBI, and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" beginning on page 295.

(4) Our Company and the Promoter Selling Shareholder has, in consultation with the BRLMs, allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding Anchor Investor Portion) was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 312.

(5) Subject to valid Bids having been received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, is allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, the BRLMs and the Designated Stock Exchange. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in the section "Terms of the Offer" beginning on page 306.

Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, if any, was made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder was not less than the minimum Bid Lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, was made available for allocation on a proportionate basis. For details, see "*Offer Procedure*" beginning on page 312.

For details of the terms of the Offer, see "*Terms of the Offer*" beginning on page 306.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information as derived from the Restated Financial Statements. The summary financial information presented below should be read in conjunction with "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 171 and 256, respectively.

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Burger King India Limited (formerly known as 'Burger King India Private Limited')
(Amount in INR million, unless otherwise stated)

Restated Summary of Assets and Liabilities

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Assets					
Non-current assets					
Property, plant and equipment	4,591.16	3,956.70	4,742.33	3,475.38	2,401.61
Right-of-use Assets	5,216.76	4,769.21	5,379.50	4,292.25	3,433.47
Capital work-in-progress	411.48	362.59	475.63	202.38	103.18
Intangible assets	255.45	189.61	245.01	157.92	87.98
Financial assets					
a) Loans	296.31	265.84	290.95	213.08	161.40
b) Other financial assets	0.37	0.87	0.87	0.62	0.30
Income tax assets (net)	2.49	8.41	10.43	8.16	5.99
Other non-current assets	33.25	191.48	33.13	39.45	18.93
	10,807.27	**9,744.71**	**11,177.85**	**8,389.24**	**6,212.86**
Current assets					
Inventories	80.51	85.50	94.34	68.56	51.88
Financial assets					
a) Investments	280.23	92.66	185.76	384.14	868.92
b) Trade and other receivables	67.17	65.88	32.20	58.98	25.85
c) Cash and cash equivalents	91.75	123.33	40.54	158.55	72.04
d) Bank balances other than included in cash and cash equivalents	241.77	12.02	239.90	1.61	1.86
e) Other financial assets	4.90	25.19	12.31	29.69	13.32
Other current assets	197.58	102.81	194.17	113.95	56.82
	963.91	**507.39**	**799.22**	**815.48**	**1,090.69**
Total Assets	**11,771.18**	**10,252.10**	**11,977.07**	**9,204.72**	**7,303.55**
Equity and Liabilities					
Equity					
Equity share capital	2,909.42	2,666.31	2,777.42	2,650.00	2,650.00
Other equity	(720.52)	(292.09)	(23.16)	(153.53)	221.31
	2,188.90	**2,374.22**	**2,754.26**	**2,496.47**	**2,871.31**
Non-current liabilities					
Financial liabilities					
(a) Borrowings	1,759.93	385.34	1,787.87	-	-
(b) Lease liabilities	5,616.56	4,999.22	5,665.48	4,508.38	3,522.84
Provisions	196.63	61.93	187.28	51.78	33.24
Other non-current liabilities	7.48	8.84	8.16	7.86	7.33
	7,580.60	**5,455.33**	**7,648.79**	**4,568.02**	**3,563.41**
Current liabilities					
Financial liabilities					
a) Borrowings	197.68	1,000.00	197.29	1,000.00	-
b) Trade payables					
(i) Micro and small enterprises	5.33	-	5.35	-	-
(ii) Others	1,255.44	767.60	810.67	609.00	434.11
c) Lease liabilities	266.49	288.44	311.99	231.82	177.40
d) Other financial liabilities	197.38	253.90	153.51	222.15	157.39
Provisions	37.19	34.13	32.88	23.81	17.03
Other current liabilities	42.17	78.48	62.33	53.45	82.90
	2,001.68	**2,422.55**	**1,574.02**	**2140.23**	**868.83**
Total Equity and Liabilities	**11,771.18**	**10,252.10**	**11,977.07**	**9,204.72**	**7,303.55**

Burger King India Limited (formerly known as 'Burger King India Private Limited')
(Amount in INR million, unless otherwise stated)

Restated Summary Profit and Loss

	Six months period ended September 30, 2020	Six months period ended September 30, 2019	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2018
Income					
Revenue from operations	1,352.10	4,223.26	8,412.38	6,327.35	3,781.22
Other income	164.44	30.42	55.91	113.95	106.15
Total Income	**1,516.54**	**4,253.68**	**8,468.29**	**6,441.30**	**3,887.37**
Expenses					
Cost of materials consumed	491.89	1,509.83	3,014.90	2,300.84	1,438.54
Employee benefits expense	517.11	703.06	1,365.03	968.59	704.30
Finance cost	423.85	277.78	654.53	464.50	369.37
Depreciation and amortisation expense	621.44	497.29	1,163.74	822.10	640.36
Other expenses	630.41	1,440.00	2,992.34	2,268.06	1,557.12
Total Expenses	**2,684.70**	**4,427.96**	**9,190.54**	**6,824.09**	**4,709.69**
Restated Loss before exceptional items and tax	**(1,168.16)**	**(174.28)**	**(722.25)**	**(382.79)**	**(822.32)**
Exceptional items	21.30	-	43.45	-	-
Restated Loss before tax	**(1,189.46)**	**(174.28)**	**(765.70)**	**(382.79)**	**(822.32)**
Tax expenses					
Current tax	-	-	-	-	-
Deferred tax (credit)/charge	-	-	-	-	-
Restated Loss for the year/ period	**(1,189.46)**	**(174.28)**	**(765.70)**	**(382.79)**	**(822.32)**
Restated Other Comprehensive Income / (Loss) ('OCI')					
Items that will not be reclassified subsequently to profit or loss					
Re-measurement gains/ (losses) on defined benefit plans	(0.62)	(4.33)	(10.11)	(2.71)	8.16
Income tax related to above item	-	-	-	-	-
Restated other comprehensive income/ (loss) for the year/ period, net of tax	**(0.62)**	**(4.33)**	**(10.11)**	**(2.71)**	**8.16**
Restated Total Comprehensive loss for the year/ period	**(1,190.08)**	**(178.61)**	**(775.81)**	**(385.50)**	**(814.16)**
Restated Earnings per equity share					
Basic and Diluted Earnings per share (in INR) [(nominal value of INR 10 September 30,2020 (not annualised), September 30,2019 (not annualised), March 31, 2020, March 31, 2019, March 31, 2018 (annualised)]	(4.14)	(0.66)	(2.87)	(1.44)	(3.10)

Burger King India Limited (formerly known as 'Burger King India Private Limited')
(Amount in INR million, unless otherwise stated)

Restated Summary of Cash Flows

	For the six months period ended September 30, 2020	For the six months period ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Cash flow from operating activities					
Restated Loss before tax	**(1,190.08)**	**(178.61)**	**(775.81)**	**(385.50)**	**(814.16)**
Adjustments for :-					
Depreciation and amortisation expense	323.14	243.96	623.05	394.77	307.46
Depreciation on Right of use assets	298.29	253.33	540.69	427.33	332.90
Assets written off	0.32	2.95	6.89	1.12	6.16
Provision for doubtful debts	-	-	-	2.63	-
Interest Income on fixed deposits	(9.23)	(0.28)	(1.74)	(0.22)	(0.20)
Gain on termination of lease	-	(12.44)	(9.43)	-	-
Gain on remeasurement of lease	(14.25)	-	(14.15)	-	-
Lease concessions	(218.31)	-	-	-	-
Finance cost	423.84	277.78	654.53	464.50	369.37
Employee stock option scheme expense	39.66	30.19	27.05	7.80	8.40
Provision written back	(1.74)	(0.15)	(1.09)	(64.92)	-
Notional interest on interest free security deposit	(7.05)	(6.83)	(17.66)	(16.37)	(13.06)
Profit on sale of Current Investments (including MTM impact)	(4.21)	(7.85)	(10.71)	(29.90)	(89.66)
Operating profit/(loss) before working capital changes	**(359.62)**	**602.05**	**1,021.62**	**801.24**	**107.21**
Movements in working capital					
(Increase)/ Decrease in financial assets	1.69	(45.93)	(60.20)	(35.31)	(36.75)
(Increase)/ Decrease in other non-current assets	2.15	(11.82)	(11.82)	(0.43)	-
(Increase)/ Decrease in other Current Assets	4.00	15.63	(62.86)	(30.70)	(14.64)
(Increase)/ Decrease in inventories	13.84	(16.94)	(25.78)	(16.68)	(11.90)
(Increase)/ decrease in trade receivables	(34.97)	(6.90)	26.78	(33.13)	(11.69)
Increase in trade payables	444.49	158.59	206.51	196.98	239.28
Increase in provisions	11.12	17.78	26.04	14.55	9.06
Increase / (Decrease) in Other Liabilities	4.98	26.01	9.18	(28.92)	27.88
Cash generated/(used) in operations	**87.68**	**738.47**	**1,129.47**	**867.60**	**308.45**
Direct taxes paid (net of refunds)	7.94	(0.25)	(2.27)	(2.17)	(3.55)
Net cash flow generated/(used) in operating activities (A)	**95.62**	**738.22**	**1,127.20**	**865.43**	**304.90**
Cash flows from investing activities					
Purchase of Property, Plant and Equipment, including Right-of-use assets, CWIP and capital advances*	(190.69)	(1,003.14)	(2,275.25)	(1,654.47)	(865.54)
Purchase of Current Investments	(754.50)	(380.55)	(725.63)	(1,659.62)	(719.80)
Proceeds from sale of Current Investments	664.23	679.91	934.73	2,174.31	1,713.18
(Investments)/ Redemption in bank deposits (having original maturity of more than three months)(net)	(1.87)	(10.41)	(238.28)	0.25	(0.63)
Interest received on Fixed deposit	4.80	0.12	0.45	0.23	0.10
(Increase)/ Decrease in non-current bank deposits	0.50	(0.25)	(0.25)	(0.32)	0.54
Net cash flow generated/(used) in investing activities (B)	**(277.53)**	**(714.32)**	**(2,304.23)**	**(1,139.62)**	**127.85**
Cash flows from financing activities					
Proceeds from issue of CCPS	-	-	-	1,000.00	-
Proceeds from issue of equity shares	580.80	-	-	-	-
Proceeds from borrowings	0.39	385.34	2,007.29	-	-
Payment of interest/processing fees on term loan	(100.18)	(3.51)	(52.93)	-	-
Payment of lease liabilities (including interest on lease liabilities)	(247.89)	(440.95)	(895.35)	(639.30)	(484.30)
Net cash flows generated/(used) in financing activities (C)	**233.12**	**(59.12)**	**1,059.02**	**360.70**	**(484.30)**
Net increase/(decrease) in cash and cash equivalents (A + B + C)	**51.21**	**(35.22)**	**(118.01)**	**86.51**	**(51.55)**

Burger King India Limited (formerly known as 'Burger King India Private Limited')
(Amount in INR million, unless otherwise stated)

Restated Summary of Cash Flows

	For the six months period ended September 30, 2020	For the six months period ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Cash and cash equivalents at the beginning of the year/period	40.54	158.55	158.55	72.04	123.59
Cash and cash equivalents at the end of the year/period	**91.75**	**123.33**	**40.54**	**158.55**	**72.04**
Net Increase/(decrease) in cash and cash equivalents	51.21	(35.22)	(118.01)	86.51	(51.55)
Components of cash and cash equivalents					
With banks in current account	70.61	86.50	24.58	118.67	49.49
Cash on hand	21.14	36.83	15.96	39.88	22.55
Cash and cash equivalents as per balance sheet	**91.75**	**123.33**	**40.54**	**158.55**	**72.04**
Total Cash and cash equivalents for the purposes of Restated Ind AS Statement of Cash flows	**91.75**	**123.33**	**40.54**	**158.55**	**72.04**

Figures in brackets indicate outflows.

The Company had total cash outflows for leases of INR 247.89 million, INR 440.95 million, INR 895.35 million, INR 639.30 million, INR 484.30 million in six months period ended September 30, 2020, September 30, 2019 and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 respectively.

The Company also had non-cash additions to Rights-of-use assets of INR 135.55 million, INR 770.81 million, INR 1,672.73 million, INR 1,286.11 million, INR 952.39 million in six months period ended September 30, 2020, September 30, 2019 and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 respectively.

The Company also had non-cash additions to lease liabilities of INR 48.63 million, INR 715.24 million, INR 1,547.28 million, INR 1,217.25 million, INR 908.16 million in six months period ended September 30, 2020, September 30, 2019 and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 respectively.

Difference between ROU assets and lease liabilities pertaining to new leases recorded on initial recognition represents initial direct costs and deferred component of Security deposits given to lessors.

GENERAL INFORMATION

Our Company was incorporated as "Burger King India Private Limited" under the Companies Act, 1956 at Mumbai, pursuant to a certificate of incorporation dated November 11, 2013 issued by the RoC. Subsequently, our Company was converted into a public limited company, the word 'private' was struck off from the name of our Company and consequently, a fresh certificate of incorporation dated September 25, 2019 was issued by the RoC, recording the change of our Company's name to 'Burger King India Limited'.

For details, see "*History and Certain Corporate Matters"* beginning on page 149. For details of the business of our Company, see "*Our Business*" beginning on page 121.

Registered and Corporate Office

Burger King India Limited
Unit Nos.1003 to 1007
10th Floor, Mittal Commercia
Asan Pada Rd
Chimatpada Marol, Andheri (E)
Mumbai, Maharashtra 400 059
Tel: +91 22 7193 3047
Email: investor@burgerking.in
Website: www.burgerkingindia.in
Corporate Identity Number: U55204MH2013FLC249986

Filing of the Draft Red Herring Prospectus

A copy of the Draft Red Herring Prospectus has been filed with the Securities and Exchange Board of India at:

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai, Maharashtra 400 051

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai. The Red Herring Prospectus along with the material contracts and documents referred to in the Red Herring Prospectus have been filed with the RoC. This Prospectus will be filed in accordance with section 32 read with section 26 of the Companies Act with the RoC at:

Registrar of Companies

Mumbai
100, Everest
Marine Drive
Mumbai, Maharashtra 400 002
Tel: +91 22 2281 2627/2202 0295/2284 6954

Board of Directors

The Board of our Company comprises of the following:

Name	Designation	DIN	Address
Shivakumar Pullaya Dega	Chairman and Independent Director#	00364444	205A, Lower Court Greens 2, Laburnum Apartments, Sushant Lok, Gurgaon 122 001
Rajeev Varman	Chief Executive Officer and Whole Time Director	03576356	849, Ferna Paradise, 3rd Street, Outer Ring Road, Doddanakundi, Marathahalli Colony, Bangalore, Karnataka 560 037
Ajay Kaul	Non-Executive Director*	00062135	1491, ATS Village, Sector 93A, Maharishi Nagar, Gautam Buddha Nagar, Noida, Uttar Pradesh 201 304
Amit Manocha	Non-Executive Director*	01864156	53, Grange Road, #11-01, Spring Grove, Singapore 249 565
Jaspal Singh Sabharwal	Non-Executive Director*	00899094	APH-01, Central Park I, Golf Course Road, Sector 42, Galleria DLF-IV, Famukhnagar, Gurgaon, Haryana 122 002
Peter Perdue	Non-Executive Director*	08580197	1 Shenton, Way, #29-09, Singapore 068 803

Name	Designation	DIN	Address
Sandeep Chaudhary	Independent Director	06968827	703, Sudhama Niwas, 16th Road, Khar (West), Mumbai 400 052
Tara Subramaniam	Independent Director	07654007	1201, 12th Floor, Vasukamal, 14th Road, Near Agarwal Nursing Home, Bandra (West), Mumbai 400 050

[#] *Designated as Chairman of our Board with effect from October 17, 2019.*
**Nominated by our Promoter.*

For further details in relation to our Directors, see "*Our Management*" beginning on page 153.

Company Secretary and Compliance Officer

Madhulika Rawat is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Madhulika Rawat
Burger King India Limited
Unit Nos.1003 to 1007
10th Floor, Mittal Commercia
Asan Pada Rd
Chimatpada Marol, Andheri (E)
Mumbai, Maharashtra 400 059
Tel: +91 22 7193 3047
E-mail: investor@burgerking.in

Statutory Auditors to our Company

S R B C & CO LLP
Chartered Accountants
12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (W)
Mumbai, Maharashtra 400 028
Tel: +91 22 6819 8000
E-mail: srbc.co@srb.in
Firm Registration Number: 324982E/E300003
Peer Review Number: 012054

Changes in the auditors

There has been no change in the Statutory Auditors during the three years immediately preceding the date of this Prospectus.

Book Running Lead Managers

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai, Maharashtra 400 051
Tel: +91 22 4336 0000
E-mail: burgerking.ipo@kotak.com
Investor Grievance E-mail: kmccredressal@kotak.com
Contact Person: Ganesh Rane
Website: www.investmentbank.kotak.com
SEBI Registration No.: INM000008704

CLSA India Private Limited
8 / F Dalamal House
Nariman Point
Mumbai, Maharashtra 400 021
Tel: +91 22 6650 5050
E-mail: burgerking.ipo@clsa.com
Investor Grievance E-mail: investor.helpdesk@clsa.com
Contact Person: Rahul Choudhary
Website: www.india.clsa.com
SEBI Registration No.: INM000010619

Edelweiss Financial Services Limited
14th Floor, Edelweiss House
Off C.S.T. Road, Kalina
Mumbai, Maharshtra 400 098
Tel: +91 22 4009 4400
E-mail: burgerking.ipo@edelweissfin.com
Investor Grievance E-mail:
customerservice.mb@edelweissfin.com
Contact Person: Disha Doshi /Nikhil Joshi

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi,
Mumbai, Maharashtra 400 025
Tel: +91 22 6630 3030
E-mail: burgerking.ipo@jmfl.com
Investor Grievance E-mail: grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri

Website: www.edelweissfin.com
SEBI Registration No.: INM0000010650

Website: www.jmfl.com
SEBI Registration No.: INM000010361

Syndicate Members

Kotak Securities Limited
4th Floor, 12BKC
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Tel: +91 22 6218 5470
E-mail: umesh.gupta@kotak.com
Website: www.kotak.com
Contact Person: Umesh Gupta
SEBI Registration No.: INZ000200137

Edelweiss Broking Limited
2nd Floor, Office no. 201 to 203
Zodiac Plaza, Xavier College Road
Off C. G. Road
Ahmedabad 380 009, Gujarat
Tel: +91 22 4063 5569 / +91 22 4063 5411
E-mail: amit.dalvi@edelweissfin.com
Website: www.edelweiss.in
Contact Person: Amit Dalvi
SEBI Registration No.: INZ000005231

JM Financial Services Limited
Ground Floor 2, 3 and 4, Kamanwala Chambers
Sir P. M. Road, Fort
Mumbai 400 001
Maharashtra, India
Tel: +91 22 6136 3400
E-mail: surajit.misra@jmfl.com/ deepak.vaidya@jmfl.com/ tn.kumar@jmfl.com/ sona.verghese@jmfl.com
Website: www.jmfinancialservices.in
Contact Person: Surajit Misra/ Deepak Vaidya/ T. N. Kumar/ Sona Verghese
SEBI Registration No.: INZ000195834

Legal Counsel to our Company as to Indian law

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai, Maharashtra 400 013
Tel: +91 22 2496 4455

Legal Counsel to the Book Running Lead Managers as to Indian law

L&L Partners*
20th Floor, Tower 2
Unit A2, Indiabulls Finance Centre
Elphinstone Road
Senapati Bapat Marg, Lower Parel
Mumbai, Maharashtra 400 013
Tel: +91 22 6630 3600
**Formerly known as Luthra & Luthra Law Offices*

Legal Counsel to the Book Running Lead Managers as to U.S. law

Ashurst LLP
12 Marina Boulevard
#24-01 Marina Bay Financial Centre
Tower 3, Singapore 018 982
Tel: +65 6221 2214

Legal Counsel to the Promoter Selling Shareholder as to Indian law

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai, Maharashtra 400 013
Tel: +91 22 2496 4455

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor,
247 Park, Lal Bahadur Shastri Marg
Vikhroli (W)
Mumbai, Maharashtra 400 083
Tel: +91 22 4918 6200
E-mail: burgerking.ipo@linkintime.co.in
Investor grievance E-mail: burgerking.ipo@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
Website: www.linkintime.co.in
SEBI Registration No.: INR000004058

Banker to the Offer/ Escrow Collection Bank/ Refund Bank/ Public Offer Bank/ Sponsor Bank

ICICI Bank Limited
Capital Markets Division, 1st floor
122, Mistry Bhavan
Dinshaw Vachha Road
Backbay Reclamation
Churchgate, Mumbai 400 020
Tel: 022 66818911/ 23/ 24
E-mail: kmr.saurabh@icicibank.com
Website: www.icicibank.com
Contact Person: Saurabh Kumar
SEBI Registration No.: INBI00000004

Bankers to our Company

ICICI Bank Limited
ICICI Bank Towers (North)
Bandra Kurla Complex, Bandra (E)
Mumbai, Maharashtra 400 051
Tel: + 91 22 4008 7401/8286
E-mail: abhishek.kal@icicibank.com / vipul.bhartia@icicibank.com
Website: www.icicibank.com
Contact Person: Abhishek Kalyani/Vipul Bhartia

HDFC Bank Limited
HDFC Bank Limited, Zenith House
2nd Floor, K.K. Road, Arya Nagar
Dr. Babasaheb Ambedkar Colony, Mahalakshmi
Mumbai, Maharashtra 400 034
Tel: + 91 22 3976 0541
E-mail: rahul.sampat@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Rahul Sampat

Kotak Mahindra Bank Limited
Kotak Mahindra Bank, 3rd Floor
27 BKC, Plot No. C-27, G-Block
Bandra Kurla Complex, Bandra (E)
Mumbai, Maharashtra 400 051
Tel: + 91 22 6166 0354
E-mail: sudha.balakrishnan@kotak.com/sonal.amitsavla@kotak.com

Website: www.kotak.com
Contact Person: Sudha Balakrishnan

Designated Intermediaries

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI Mechanism) is provided on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the relevant Bidders and Designated Intermediaries, refer to the above-mentioned link.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers including details such as postal address, telephone number and e-mail address, is provided on the websites of BSE and NSE at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, or any such other website, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms from relevant Bidders at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of BSE and NSE at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or any such other website, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and NSE at www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts to the Offer

Except as set forth, our Company has not obtained any expert opinions:

Our Company has received written consent dated December 7, 2020 from S R B C & CO LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as a Statutory Auditor and in respect of their (i) examination report, dated November 12, 2020 on our Restated Financial Statements; and (ii) their report dated November 18, 2020 on the Statement of Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

In addition, our Company has also received written consent dated November 9, 2020 from Technopak, to include their name in this Prospectus and as an "expert" as defined under section 2(38) and 26(5) of the Companies Act, in relation to the Technopak Report with respect to our Company and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U. S. Securities Act.

Monitoring Agency

Our Company has appointed ICICI Bank Limited as the Monitoring Agency in compliance with the SEBI ICDR Regulations. Their contact details are as follows:

ICICI Bank Limited
Capital Markets Division, 1st floor
122, Mistry Bhavan
Dinshaw Vachha Road
Backbay Reclamation
Churchgate, Mumbai 400 020
Tel: 022 66818911/ 23/ 24
E-mail: kmr.saurabh@icicibank.com
Website: www.icicibank.com
Contact Person: Saurabh Kumar

For details, see "*Objects of the Offer - Monitoring Agency*" on page 83.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity is appointed for the offer.

Inter-se Allocation of Responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the BRLMs for the Offer.

Sr. No	Activity	Responsibility	Co-ordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing	BRLMs	Kotak
2.	Drafting and approval of all statutory advertisement	BRLMs	Kotak
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report	BRLMs	JM Financial
4.	Appointment of Intermediaries - Registrar to the Offer, Advertising Agency, Printers, Banker to the Offer, Monitoring Agency and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	BRLMs	Kotak
5.	Preparation of road show presentation and frequently asked question	BRLMs	CLSA
6.	International Institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	BRLMs	CLSA
7.	Domestic Institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule	BRLMs	Kotak
8.	Retail marketing of the Offer, which will cover, *inter alia*,	BRLMs	Edelweiss

Sr. No	Activity	Responsibility	Co-ordinator
	• Finalising media, marketing and public relations strategy; • Finalising centres for holding conferences for brokers, etc.; • Follow-up on distribution of publicity and Offer material including form, the Prospectus and deciding on the quantum of the Offer material; and • Finalising collection centres		
9.	Non-Institutional marketing of the Offer, which will cover, inter alia, formulating marketing strategies for Non-institutional Investors & finalize media and public relations strategy	BRLMs	JM Financial
10.	Coordination with Stock-Exchanges for book building software, bidding terminals, mock trading, payment of 1% security deposit, anchor coordination and intimation of anchor allocation. Coordinating with Stock Exchanges and SEBI for release of 1% security deposit post closure of the Issue.	BRLMs	JM Financial
11.	Managing the book and finalization of pricing in consultation with the Company	BRLMs	CLSA
12.	Post- Issue activities, which shall involve essential follow-up with bankers to the Issue and SCSBs to get quick estimates of collection and advising our Company about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Issue activity such as Registrar to the Issue, Bankers to the Issue, SCSBs including responsibility for underwriting arrangements, as applicable.	BRLMs	Edelweiss

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Offer.

Trustees

As this is an offer of Equity Shares, the appointment of trustees is not required.

Book Building Process

The book building process, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Form within the Price Band, which were decided by our Company and the Promoter Selling Shareholder in consultation with the BRLMs, and advertised in all editions of Financial Express, all editions of Jansatta and Mumbai edition of Navshakti (which are widely circulated English daily newspapers, Hindi daily newspapers and Marathi daily newspapers respectively, Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and were made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price was determined by our Company and the Promoter Selling Shareholder in consultation with the BRLMs after the Bid/ Offer Closing Date.

All Bidders, except Anchor Investors, can participate in the Offer only through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders were not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors could not withdraw their Bids after the Anchor Investor Bid/ Offer Period. Allocation to QIBs in the QIB Portion (other than the Anchor Investor Portion) was on a proportionate basis and allocation to Anchor Investors was on a discretionary basis. For details, see "*Terms of the Offer*" and "*Offer Procedure*" beginning on pages 306 and 312, respectively.

The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

Bidders should note that the Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For further details on the method and procedure for Bidding, see "*Offer Procedure*" beginning on page 312.

Underwriting Agreement

Our Company and the Promoter Selling Shareholder have entered into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Subject to the applicable laws and pursuant to the terms of the Underwriting Agreement, the BRLMs were responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations. The Underwriting Agreement is dated December 7, 2020. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares

Name, address, telephone number and e-mail address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in millions)
Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. 27, 'G' Block, Bandra Kurla Complex Bandra (E), Mumbai, Maharashtra 400 051 Tel: +91 22 4336 0000 E-mail: burgerking.ipo@kotak.com	33,749,900	2,024.99
CLSA India Private Limited 8 / F Dalamal House, Nariman Point, Mumbai, Maharashtra 400 021 Tel: +91 22 6650 5050 E-mail: burgerking.ipo@clsa.com	33,750,000	2,025.00
Edelweiss Financial Services Limited 14th Floor, Edelweiss House, Off C.S.T. Road, Kalina, Mumbai, Maharashtra 400 098 Tel: +91 22 4009 4400 E-mail: burgerking.ipo@edelweissfin.com	33,749,900	2,024.99
JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai, Maharashtra 400 025 Tel: +91 22 6630 3030 E-mail: burgerking.ipo@jmfl.com	33,749,900	2,024.99
Kotak Securities Limited 4th Floor, 12BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: +91 22 6218 5470 E-mail: umesh.gupta@kotak.com	100	0.01
Edelweiss Broking Limited 2nd Floor, Office no. 201 to 203, Zodiac Plaza, Xavier College Road Off C. G. Road, Ahmedabad 380 009, Gujarat Tel: +91 22 4063 5569 / +91 22 4063 5411 E-mail: amit.dalvi@edelweissfin.com	100	0.01
JM Financial Services Limited Ground Floor 2, 3 and 4, Kamanwala Chambers, Sir P. M. Road, Fort, Mumbai 400 001, Maharashtra, India Tel: +91 22 6136 3400 E-mail: surajit.misra@jmfl.com/ deepak.vaidya@jmfl.com/ tn.kumar@jmfl.com/ sona.verghese@jmfl.com	100	0.01

The above-mentioned are indicative underwriting commitments and will be finalised after finalisation of the Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of the Board, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board or a duly constituted committee of the Board for the Offer, at its meeting held on December 7, 2020, has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment.

CAPITAL STRUCTURE

The Equity Share capital of our Company as on the date of this Prospectus is set forth below:

(in ₹ except share data)

		Aggregate value at face value	Aggregate value at Offer Price
A	**AUTHORIZED SHARE CAPITAL**		
	505,000,000 Equity Shares of face value of ₹10 each	5,050,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER**		
	306,654,605 Equity Shares of face value ₹ 10 each	3,066,546,050	-
C	**PRESENT OFFER IN TERMS OF THIS PROSPECTUS**		
	Offer of 135,000,000* Equity Shares[2][3]	1,350,000,000	8,100,000,000*
	of which		
	Fresh Issue of 75,000,000 Equity Shares[1][2]	750,000,000	4,500,000,000*
	Offer for Sale of 60,000,000 Equity Shares[3]	600,000,000	3,600,000,000*
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER**		
	381,654,605 Equity Shares of face value of ₹ 10 each*	3,816,546,050	22,899,276,300
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		4,571,953,920
	After the Offer		8,321,953,920

* *Subject to finalization of Basis of Allotment. The Offer Price is ₹ 60 per Equity Share.*

(1) *Our Company has undertaken a Pre-IPO Placement by way of a: (i) rights issue of 1,32,00,000 Equity Shares to our Promoter Selling Shareholder for cash at a price of ₹ 44 per Equity Share aggregating to ₹ 580.80 million pursuant to the resolution of the Board dated May 23, 2020; and (ii) preferential allotment of 15,712,820 Equity Shares to AIL for cash at a price of ₹ 58.50 per Equity Share aggregating to ₹ 919.20 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated November 18, 2020. The size of the fresh issue of ₹ 6,000 million had been reduced by ₹ 1,500 million pursuant to the Pre- IPO Placement, and accordingly, the fresh issue size was ₹ 4,500 million.*

(2) *The Offer has been authorized by resolutions of our Board dated September 12, 2019, October 17, 2019, February 12, 2020 and October 19, 2020 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated October 23, 2019, February 14, 2020 and October 20, 2020.*

(3) *The Equity Shares being offered by the Promoter Selling Shareholder have been held for a period of at least one year immediately preceding the date of the Draft Red Herring Prospectus with the SEBI, and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" beginning on page 295.*

Notes to the capital structure

1. ***Share capital history of our Company***

Equity Share capital

The history of the Equity Share capital of our Company is set forth in the table below.

Date of allotment	Name(s) of allottee(s)	Nature of allotment	No. of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Form of consideration
November 18, 2013	9,999 Equity Shares to QSR Asia and 1 Equity Share to Ashutosh Arvind Lavakare	Initial subscription to the Memorandum of Association	10,000	10	10	Cash
March 24, 2014	QSR Asia	Further allotment of Equity Shares	19,540,000	10	10	Cash
November 5, 2014	QSR Asia	Rights issue of Equity Shares	19,200,000	10	20	Cash
April 6, 2015	QSR Asia	Rights issue of Equity Shares	26,250,000	10	20	Cash
September 21, 2015	QSR Asia	Rights issue of Equity Shares	4,785,000	10	20	Cash
November 24, 2015	QSR Asia	Rights issue of Equity Shares	16,250,000	10	20	Cash
December 7, 2015	QSR Asia	Rights issue of Equity Shares	32,500,000	10	20	Cash
May 17, 2016	QSR Asia	Rights issue of Equity Shares	11,465,000	10	20	Cash

Date of allotment	Name(s) of allottee(s)	Nature of allotment	No. of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Form of consideration
August 16, 2016	QSR Asia	Rights issue of Equity Shares	22,750,000	10	20	Cash
December 6, 2016	QSR Asia	Rights issue of Equity Shares	10,750,000	10	20	Cash
March 6, 2017	QSR Asia	Rights issue of Equity Shares	17,500,000	10	20	Cash
March 31, 2017	QSR Asia	Rights issue of Equity Shares	84,000,000	10	20	Cash
June 28, 2019	47,961 Equity Shares to Sudhir Tamne, 95,922 Equity Shares to Cicily Thomas, 239,805 Equity Shares to Abhishek Gupta, 239,805 Equity Shares to Sandeep Dey, 47,961 Equity Shares to Nitin Bhayana, 479,610 Equity Shares to Kumar Tanmay, 47,961 Equity Shares to Ranjana Saboo, 239,805 Equity Shares to Namrata Tiwari and 47,961 Equity Shares to Sumeer Bedi	Allotment pursuant to ESOS 2015	1,486,791	10	-*	Other than cash
August 28, 2019	47,961 Equity Shares to Devesh Dubey and 95,922 Equity Shares to Subramaniam Pillai	Allotment pursuant to ESOS 2015	143,883	10	-*	Other than cash
February 28, 2020	QSR Asia	Conversion of CCPS	11,111,111	10	90**	Cash
May 23, 2020	QSR Asia	Rights issue of Equity Shares (Pre-IPO Placement)	13,200,000	10	44	Cash
November 18, 2020	Amansa Investments Limited	Preferential allotment (Pre-IPO Placement)***	15,712,820	10	58.50	Cash

* *While the options were granted on a cashless basis, the number of Equity Shares allotted were determined basis the exercise price of ₹ 20.85.*

** *As per the valuation report, the fair market value per Equity Share is ₹ 89.68. However, the issue price per Equity Share has been rounded off to the higher whole number.*

*** *Pursuant to the resolution of the Shareholders dated November 13, 2020.*

2. Preference Share capital

The history of the Preference Share capital of our Company is set forth in the table below.

Date of allotment	Name(s) of allottee(s)	Nature of allotment	No. of Preference Shares allotted	Face value (₹)	Issue price per Preference Share (₹)	Form of consideration
November 5, 2018	QSR Asia	Private placement of CCPS	5,500,000[(1)]	100	100	Cash
March 6, 2019	QSR Asia	Private placement of CCPS	4,500,000[(1)]	100	100	Cash

[(1)]The CCPS have been converted into 11,111,111 Equity Shares. For details of the conversion of Preference Shares to Equity Shares, see "Capital Structure – Notes to the capital structure – Share capital history of our Company – Equity Share capital" on page 64.

3. Except as disclosed below, our Company has not issued any Equity Shares or Preference Shares for consideration other than cash or out of revaluation of reserves at any time since incorporation:

Date of allotment	Name(s) of allottee(s)	Reason of allotment	No. of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Benefits accrued to our Company
June 28, 2019	Allotment made to nine allottees pursuant to the ESOS 2015*	Allotment pursuant to ESOS 2015	1,486,791	10	-**	Nil
August 28, 2019	Allotment made to two allottees pursuant to the ESOS 2015*	Allotment pursuant to ESOS 2015	143,883	10	-**	Nil

* *For details of the name of allottees, see "Capital Structure – Notes to the capital structure – Share capital history of our Company – Equity Share capital – Allotment dated June 28, 2019" and "Capital Structure – Notes to the capital structure – Share capital history of our Company – Equity Share capital – Allotment dated August 28, 2019" beginning on page 65.*

** *While the options were granted on a cashless basis, the number of Equity Shares allotted were determined basis the exercise price of ₹ 20.85 (cashless).*

4. Our Company has not issued or allotted any Equity Shares or Preference Shares pursuant to any scheme of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act, 2013.

5. Except for the conversion of CCPS, rights issue of Equity Shares (Pre-IPO Placement) and preferential allotment of Equity Shares (Pre-IPO Placement), our Company has not issued any Equity Shares which may be at a price lower than the Offer Price during a period of one year preceding the date of this Prospectus.

6. ***Shareholding Pattern of our Company***

The table below presents the shareholding pattern of our Company as on the date of this Prospectus.

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying depository receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Equity Shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	No. of locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								No of Voting Rights					No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (Equity)	Total	Total as a % of (A+B+C)							
(A)	Promoter & Promoter Group	2*	261,811,111**	-	-	261,811,111**	85.38**	261,811,111**	261,811,111**	85.38**	-	-	-		-		261,811,111**
(B)	Public	15	44,843,494	-	-	44,843,494	14.62	44,843,494	44,843,494	14.62	-	-	-		-		44,843,494
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total (A+B+C)	17	306,654,605	-	-	306,654,605	100	306,654,605	306,654,605	100	-	-	-		-		306,654,605

* *The beneficial interest in one Equity Share is held by F&B Singapore as a nominee on behalf of QSR Asia.*

** *Our Promoter has pursuant to the QSR Asia SPAs sold and transferred 27,500,000 Equity Shares prior to Bid/Offer Opening Date.*

7. ***Other details of shareholding of our Company***

(a) As on the date of the filing of this Prospectus, our Company has 17 Shareholders.

(b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, as on the date of this Prospectus.

S. No.	Name of the Shareholder	Pre-Offer			
		No. of Equity Shares	Percentage (%)	No. of Equity Shares on a fully diluted basis	Percentage on a fully diluted basis (%)
1.	QSR Asia	261,811,110	85.38	261,811,110	85.38
2.	AIL	28,212,820*	9.20	28,212,820	9.20
3.	Valiant Mauritius Partners FDI Ltd.	6,666,666	2.17	6,666,666	2.17
4.	SBI Mutual Fund**	6,666,666	2.17	6,666,666	2.17
	Total	30,33,57,262	**98.92**	30,33,57,262	**98.92**

** Includes transfer of 12,500,000 Equity Shares from our promoter pursuant to the share purchase agreement dated November 28, 2020.*
*** Through its schemes. SBI Magnum Global Fund acquired 1,666,666 Equity Shares, SBI Consumption Opportunities Fund acquired 1,666,666 Equity Shares, SBI Contra Fund acquired 1,666,667 Equity Shares and SBI Small Cap Fund acquired 1,666,667 Equity Shares.*

(c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, as of 10 days prior to the date of this Prospectus.

S. No.	Name of the Shareholder	Pre-Offer			
		No. of Equity Shares	Percentage (%)	No. of Equity Shares on a fully diluted basis	Percentage on a fully diluted basis (%)
1.	QSR Asia	289,311,110	94.34	289,311,110	94.34
2.	AIL	15,712,820	5.12	15,712,820	5.12
	Total	**305,023,930**	**99.46**	**305,023,930**	**99.46**

(d) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of one year prior to the date of this Prospectus.

S. No.	Name of the Shareholder	Pre-Offer			
		No. of Equity Shares	Percentage (%)	No. of Equity Shares on a fully diluted basis*	Percentage on a fully diluted basis (%)
1.	QSR Asia	264,999,999	99.39	276,111,110	99.41
	Total	**264,999,999**	**99.39**	**276,111,110**	**99.41**

* *As per the valuation report, the current fair market value per Equity Share is ₹ 89.68. However, the issue price per Equity Share has been rounded off to the higher whole number i.e. ₹ 90. The Equity Shares on a fully diluted basis have been computed assuming conversion of outstanding CCPS at ₹ 90.*

(e) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of two years prior to the date of this Prospectus.

S. No.	Name of the Shareholder	Pre-Offer			
		No. of Equity Shares	Percentage (%)	No. of Equity Shares on a fully diluted basis	Percentage on a fully diluted basis (%)
1.	QSR Asia	264,999,999	100%	271,111,110	100%
	Total	**264,999,999**	**100%**	**271,111,110**	**100%**

8. Except for the allotment of Equity Shares pursuant to the Fresh Issue and any grants of options and allotment of Equity Shares that may be made under the ESOS 2015, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary

approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

9. Except for the allotment of Equity Shares pursuant to the Fresh Issue and any grants of options and allotment of Equity Shares that may be made under the ESOS 2015, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Red Herring Prospectus with RoC until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be.

10. ***Details of shareholding of our Promoter and member of the Promoter Group in our Company***

- As on the date of this Prospectus, our Promoter holds 261,811,110 Equity Shares, equivalent to 85.38% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below.

S. No.	Name of the Shareholder	Pre-Offer		Post-Offer[(1)]	
		No. of Equity Shares	% of total Share-holding	No. of Equity Shares	% of total Share-holding
1.	QSR Asia	261,811,110	85.38	201,811,110	52.88
	Total	261,811,110	85.38	201,811,110	52.88

(1) *Subject to finalisation of Basis of Allotment.*

- *Build-up of our Promoter's shareholding in our Company*

(a) The build-up of the Equity Shareholding of our Promoter since incorporation of our Company is set forth in the table below.

Name of Promoter	Nature of transaction	Date of allotment/transfer	No. of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)
QSR Asia	Initial subscription to the Memorandum of Association	November 18, 2013	9,999	10	10
	Further allotment of Equity Shares	March 24, 2014	19,540,000	10	10
	Rights issue of Equity Shares	November 5, 2014	19,200,000	10	20
	Rights issue of Equity Shares	April 6, 2015	26,250,000	10	20
	Rights issue of Equity Shares	September 21, 2015	4,785,000	10	20
	Rights issue of Equity Shares	November 24, 2015	16,250,000	10	20
	Rights issue of Equity Shares	December 7, 2015	32,500,000	10	20
	Rights issue of Equity Shares	May 17, 2016	11,465,000	10	20
	Rights issue of Equity Shares	August 16, 2016	22,750,000	10	20
	Rights issue of Equity Shares	December 6, 2016	10,750,000	10	20
	Rights issue of Equity Shares	March 6, 2017	17,500,000	10	20
	Rights issue of Equity Shares	March 31, 2017	84,000,000	10	20
	Conversion of CCPS	February 28, 2020	11,111,111	10	90*
	Rights issue of Equity Shares (Pre-IPO Placement)	May 23, 2020	13,200,000	10	44
	Transfer of Equity Shares	December 1, 2020	(27,500,000)**	10	60
Total			**261,811,110**		

* *As per the valuation report, the fair market value per Equity Share is ₹ 89.68. However, the issue price per Equity Share has been rounded off to the higher whole number.*

** *Transfer of (a) 12,500,000 Equity Shares to Amansa Investments Ltd. for an aggregate consideration of ₹ 750.00 million at a price of ₹ 60 per Equity Share pursuant to the share purchase agreement dated November 28, 2020; (b) 6,666,666 Equity Shares to Valiant Mauritius Partners FDI Ltd. for an aggregate consideration of ₹ 400.00 million at a price of ₹ 60 per Equity Share pursuant to the share purchase agreement dated November 27, 2020; (c) 6,666,666 Equity Shares to SBI Mutual Fund (through its four schemes) for an aggregate consideration of ₹ 400.00 million at a price of ₹ 60 per Equity Share pursuant to the share purchase agreement dated November 30, 2020; and (d) 1,666,668 Equity Shares to Malabar India Fund Limited for an aggregate consideration of ₹ 100 million at a price of ₹ 60 per Equity Share pursuant to the share purchase agreement dated November 27, 2020.*

All the Equity Shares held by our Promoter were fully paid-up on the respective dates of allotment of such Equity Shares. Further, none of the Equity Shares held by our Promoter are pledged.

- The details of the Shareholding of the member of the Promoter Group as on the date of this Prospectus are set forth in the table below. s

S. N.	Name of the Shareholder	Pre-Offer		Post-Offer*	
		No. of Equity Shares	% of total Share-holding	No. of Equity Shares	% of total Share-holding
1.	F&B Singapore**	1	Negligible	1	Negligible
	Total	**1**	**Negligible**	**1**	**Negligible**

* *Subject to finalisation of Basis of Allotment.*

** *The beneficial interest in one Equity Share is held by F&B Singapore as a nominee on behalf of QSR Asia.*

- None of the directors of the Promoter hold any Equity Shares in our Company as on the date of this Prospectus.

- Except as disclosed in this Prospectus, none of the member of the Promoter Group, our Promoter, the directors of our Promoter, or the Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of the Draft Red Herring Prospectus and the Red Herring Prospectus.

- There have been no financing arrangements whereby our Promoter, the directors of our Promoter, member of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of the Draft Red Herring Prospectus and the Red Herring Prospectus

11. ***Details of Promoter's contribution and lock-in***

- Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter shall be locked in for a period of three years as minimum promoter's contribution from the date of Allotment ("**Promoter's Contribution**"), and our Promoter's shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment.

- Details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoter's Contribution are set forth in the table below:

Name of the Promoter	Date of allotment of the Equity Shares**	Nature of transaction	No. of Equity Shares**	Face value (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in*	Percentage of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
QSR Asia	March 31, 2017	Rights Issue of Equity Shares	76,369,290	10	20	76,369,290	20.00	December 9, 2023
	Total		76,369,290			76,369,290	20.00	

* *Subject to finalisation of Basis of Allotment.*

** *All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.*

- Our Promoter has given consent pursuant to the letter dated October 31, 2019 to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoter's Contribution (assuming exercise of all vested employee stock options, if any). Our Promoter has agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter's Contribution from the date of filing of the Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

- Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoter's Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

  (i) The Equity Shares offered for Promoter's Contribution do not include (a) Equity Shares acquired in the three years immediately preceding the date of this Prospectus for consideration other than cash, and revaluation of assets or capitalisation of intangible assets; or (b) bonus shares out of revaluation

reserves or unrealised profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Promoter's Contribution;

(ii) The Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Prospectus pursuant to conversion from a partnership firm or a limited liability partnership; and

(iv) The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge.

12. ***Details of other lock-in***

In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by our Promoter and locked in for three years as specified above, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of one year from the date of Allotment, including any unsubscribed portion of the Offer for Sale, other than any Equity Shares allotted to the employees (whether currently employees or not) of our Company under the ESOS 2015, prior to the Offer.

The Equity Shares held by our Promoter, which are locked-in may be transferred to and among the member of our Promoter Group or to any new promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the Takeover Regulations, as applicable.

Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoter, which are locked-in for a period of three years from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoter which are locked-in for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies as collateral security for loans granted by such banks or institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

The Equity Shares held by any person other than our Promoter and locked-in for a period of one year from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the Takeover Regulations.

Lock-in of the Equity Shares to be allotted, if any, to the Anchor Investors

Any Equity Shares allotted to Anchor Investors shall be locked-in for a period of 30 days from the date of Allotment.

13. Our Company, our Directors and the BRLMs have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

14. All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Prospectus.

15. As on the date of this Prospectus, the BRLMs and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLMs and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

16. Our Promoter (except to the extent of sale of its Equity Shares) and Promoter Group will not submit Bids, or otherwise participate in the Offer.

17. Except for the outstanding options granted pursuant to the ESOS 2015, there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares as on the date of this Prospectus. For further details on the outstanding options granted pursuant to ESOS 2015, please see "- *Employee stock option scheme*" on page 72.

18. No person connected with the Offer, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, Directors, Promoter, member of our Promoter Group, Group Company and the Promoter Selling Shareholder shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

19. Our Company shall ensure that transactions in Equity Shares by our Promoter and our Promoter Group during the period between the date of filing of the Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transaction.

20. ***Employee stock option scheme***

Our Company had implemented the ESOS 2015. The objective of the ESOS 2015 is to attract and retain talent by way of rewarding their association and performance and to motivate them to contribute to the overall corporate growth and profitability.

The ESOS 2015 was originally approved by the Board of Directors on September 21, 2015 and our Shareholders (being a private company at that time) vide an ordinary resolution passed on September 21, 2015. Options were granted from time to time thereafter. Subsequently, the ESOS 2015 was amended basis applicable laws vide Shareholders' resolutions dated April 25, 2018 and June 28, 2019.

As a regulatory requirement in connection with the proposed IPO, the ESOS 2015 was amended pursuant to the approvals of the Nomination and Remuneration Committee vide its resolution dated October 17, 2019, Board of Directors resolution dated October 17, 2019, and Shareholders' by way of a special resolution dated October 23, 2019, primarily with a view to align it with the provisions of the SEBI SBEB Regulations read with circular bearing reference number CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by SEBI, and to modify a few provisions with a view to ensure efficient implementation and administration including flexibility in determining vesting period and extension of exercise period. The ESOS 2015 was further amended pursuant to the approval of the Nomination and Remuneration Committee vide its resolution dated November 12, 2020, Board of Directors resolution dated November 12, 2020, and Shareholders' by way of a special resolution dated November 13, 2020, to increase the total options available by 3,524,364 options, and to increase the exercise period from 12 months to 24 months for the options vesting on the completion of the IPO of our Company.

The current ESOS 2015 envisages grant not exceeding a total number of 15,226,900 options to the eligible employees which includes options which were already granted and options which have been exercised in the past. The ESOS 2015 contemplates a statutory minimum vesting period of one year to maximum of five years. After vesting of options, the employees earn a right (but not an obligation) to exercise the vested options on or after the vesting date within the maximum exercise period of three years with a flexibility for shorter exercise periods in case of termination of employees or for reasons including resignation, retirement or death.

Upon exercise of one vested option, the employees can obtain one Equity Share of our Company subject to the payment of exercise price and satisfaction of any tax obligation arising thereon. However, some grants made in past contemplated cashless exercise of options. Equity Shares allotted by our Company under the ESOS 2015 shall rank *pari passu* in all respects with the existing fully paid Equity Shares.

The Nomination and Remuneration Committee administers the ESOS 2015 and acts as the compensation committee as envisaged under the SEBI SBEB Regulations.

The details as to grants, exercise and lapse of options as on the date of this Prospectus are as follows:

Particulars	Total
Options granted	10,840,388
Options vested (excluding options that have been exercised)	191,844
Options exercised	1,630,674
Vesting period	Not less than one year and not more than five years from the date of grant
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)	8,491,577
Options forfeited/lapsed/cancelled	718,137
Variation in terms of options	None of the variations are detrimental to the interest of employees
Money realised by exercise of options	Nil
Total number of options in force	8,491,577

Particulars	Fiscal 2018	Fiscal 2019	Fiscal 2020	For the period April 1, 2020 till the date of Prospectus
Options granted	239,805	1,318,927	7,363,216	NIL
Options vested (excluding options that have been exercised)	Nil	671,454	Nil	191,844
Options exercised	Nil	Nil	1,630,674	NIL
Exercise price of options granted (₹)	20.85	20.85	52.83	Not Applicable
Exercise price of options exercised (₹)	Not Applicable	Not Applicable	20.85	Not Applicable
Vesting period	Not less than 1 year and not more than 5 years from the date of Grant			
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)	1,966,401	3,045,523	8,615,253	8,491,577
Options forfeited/lapsed/cancelled	Nil	239,805	162,812	123,676
Variation in terms of options	None of the variations are detrimental to the interest of the employees			
Money realised by exercise of options	Nil	Nil	Nil	Nil
Total number of options in force	1,966,401	3,045,523	8,615,253	8,491,577
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option				
Method of option valuation	Black Scholes option pricing model			
Expected Volatility (%)	38.34	36.85	34.93	Not Applicable
Dividend Yield (%)	0	0	0	Not Applicable
Expected life (Years)	2.67	2.84	2.63	Not Applicable
Risk free interest rate (%)	6.26	7.49	6.05	Not Applicable
Weighted average exercise prices and weighted average fair value of options whose exercise price where:				
a) Exercise price equals market price on the date of grant - Fair Value of options granted (₹) - Exercise Price (₹)	 6.42 20.85	 6.85 20.85	 15.02 52.83	Not Applicable
b) Exercise price is greater than market price on the date of grant - Fair Value of options granted (₹) - Exercise Price (₹)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c) Exercise price is less than market price on the date of grant - Fair Value of options granted (₹) - Exercise Price (₹)	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Employee wise details of options granted to Key Management Personnel				
Name and Designation	No. of Options Granted	No. of Options lapsed / cancelled	No. of Options Exercised	No. of options outstanding
Raj Varman - Chief Executive Officer and Whole time Director	3,549,108	-	-	3,549,108
Tanmay Kumar – Chief Financial Officer (resigned with effect from August 9, 2019)	575,532	95,922	479,610	-
Abhishek Gupta – Chief of Business Development and Operations Support Officer	998,227	-	239,805	758,422
Namrata Tiwari – Chief People Officer	666,337	-	239,805	426,532
Ranjana Saboo – Former company secretary and compliance officer	152,708	104,747	47,961	-
Sumit P. Zaveri – Chief Financial Officer	378,571	-	-	378,571

List of Employees who received a grant in any one year of options amounting to 5% or more of the options granted during the year				
Name	No. of Options Granted	No. of Options lapsed / cancelled	No. of Options Exercised	No. of options outstanding
Fiscal Year ending March 2018				
Cicily Thomas	47,961	-	47,961	-
Subramaniam Pillai	47,961	-	47,961	-

Kapil Grover	47,961	47,961	-	-
Sameer Patel	47,961	-	-	47,961
Sumeer Bedi	47,961	-	-	47,961
Fiscal Year ending March 2019				
Abhishek Gupta	95,922	-	-	95,922
Cicily Thomas	119,902	-	-	119,902
Sandeep Dey	95,922	-	-	95,922
Srinivas Adapa	191,844	-	-	191,844
Subramaniam Pillai	95,922	-	-	95,922
Tanmay Kumar	95,922	95,922	-	-
Fiscal Year ending March 2020				
Abhishek Gupta	662,500	-	-	662,500
Cicily Thomas	378,571	-	-	378,571
Sandeep Dey	378,571	-	-	378,571
Srinivas Adapa	378,571	-	-	378,571
Sumit P. Zaveri	378,571	-	-	378,571
Namrata Tiwari	378,571	-	-	378,571
Rajeev Varman	3,549,108	-	-	3,549,108
Period from April 1, 2020 till the date of this Prospectus	NIL	NIL	NIL	NIL

Identified employees who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant					
Name	**Grant Period**	**No. of Options Granted**	**No. of Options lapsed / cancelled**	**No. of Options Exercised**	**No. of options outstanding**
Rajeev Varman	April 2019 till the date of this Prospectus	3,549,108	-	-	3,549,108

Particular	**Fiscal 2018**	**Fiscal 2019**	**Fiscal 2020**	**Six months ended September 30, 2020**
Fully diluted EPS on a pre-Offer basis on exercise of options calculated in accordance with Ind AS 33 'Earning Per Share' (₹)	(3.10)	(1.44)	(2.87)	(4.14)
Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognized if our Company had used fair value of options and impact of this difference on profits and EPS of our Company				
Increase in loss for the year (₹ million)	2.95	4.45	0	0
Revised EPS (₹)	(3.11)	(1.46)	(2.87)	(4.14)
Impact on profits and EPS of the last three years if our Company had followed the accounting policies specified in Regulation 15 of the SEBI SBEB Regulations in respect of options granted in the last three years				
Increase in loss for the year (₹ million)	2.95	4.45	0	0
Revised EPS (₹)	(3.11)	(1.46)	(2.87)	(4.14)
Intention of the existing Key Managerial Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	Nil	Nil	Nil	Nil
Intention to sell Equity Shares arising out of ESOS 2015 within three months after the listing of Equity Shares, by Directors, senior management personnel and employees having Equity Shares arising out of the ESOS 2015, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Nil	Nil	Nil	Nil

OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue and an Offer for Sale.

Offer for Sale

The Promoter Selling Shareholder will be entitled to the proceeds of the Offer for Sale net of its proportion of Offer related expenses. Our Company will not receive any proceeds from the Offer for Sale. Except for listing fees which shall be solely borne by our Company, all Offer expenses will be shared, upon successful completion of the Offer, between our Company and the Promoter Selling Shareholder in the manner agreed to among our Company and the Promoter Selling Shareholder and on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Equity Shares sold by the Promoter Selling Shareholder in the Offer for Sale.

Fresh Issue

The Net Proceeds from the Fresh Issue are proposed to be utilised in the following manner:

1. Funding roll out of new Company-owned Burger King Restaurants by way of:

    (i) Repayment or prepayment of outstanding borrowings of our Company obtained for setting up of new Company-owned Burger King Restaurants; and

    (ii) Capital expenditure incurred for setting up of new Company-owned Burger King Restaurants.

2. General corporate purposes.

In addition to the aforementioned objects, our Company intends to strengthen its capital base and expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including among other things, enhancing the visibility of our brand and our Company and creation of a public market for our Equity Shares in India.

The main objects clause of the Memorandum of Association enables our Company (i) to undertake its existing business activities; and (ii) to undertake activities for which funds are being raised through the Fresh Issue.

Offer Proceeds and Net Proceeds

The following table sets forth details of the Net Proceeds:

Particulars	Amount (in ₹ million)
Gross Proceeds of the Fresh Issue	4,500[(1)]
(Less) Offer related expenses in relation to the Fresh Issue	368.51
Net Proceeds	**4,131.49**

[(1)] *After adjusting for the proceeds received pursuant to the Pre-IPO Placement by way of: (i) a rights issue of 1,32,00,000 Equity Shares to our Promoter Selling Shareholder for cash at a price of ₹ 44 per Equity Share aggregating to ₹ 580.80 million pursuant to the resolution of the Board dated May 23, 2020, funds for which will be utilized towards general corporate purposes; and (ii) a preferential allotment of 15,712,820 Equity Shares to AIL for cash at a price of ₹ 58.50 per Equity Share aggregating to ₹ 919.20 million pursuant to the resolution of the Board dated November 18, 2020, in consultation with the BRLMs, funds for which will be utilised toward setting up of new Company-owned Burger King Restaurants.*

Utilisation of Net Proceeds

The following table sets forth details of the proposed utilisation of the Net Proceeds:

Particulars	Amount (in ₹ million)
Funding roll out of new Company-owned Burger King Restaurants	3,419.79
(i) Repayment or prepayment of outstanding borrowings of our Company obtained for setting up of new Company-owned Burger King Restaurants; and	1,649.79
(ii) Capital expenditure incurred for setting up of new Company-owned Burger King Restaurants	1,770.00
General corporate purposes	711.70[(1)]
Net Proceeds	**4,131.49**

[(1)] *The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds.*

Schedule of Implementation and Deployment of Net Proceeds

The following table sets forth details of the schedule of the expected deployment of the Net Proceeds:

(In ₹ million)

Particulars	Amount to be funded from the Net Proceeds	Estimated deployment		
		Fiscal 2021	Fiscal 2022	Fiscal 2023
Funding roll out of new Company-owned Burger King Restaurants	3,419.79	1,789.79	1,110.00	520.00
(i) Repayment or prepayment of outstanding borrowings of our Company obtained for setting up of new Company-owned Burger King Restaurants; and	1,649.79	1,649.79	-	-
(ii) Capital expenditure incurred for setting up of new Company-owned Burger King Restaurants	1,770.00	140.00	1,110.00	520.00
General corporate purposes	711.70	400.00	311.70	-
Total	**4,131.49**	**2,189.79**	**1,421.70**	**520.00**

The above-stated fund requirements and the proposed deployment of funds for funding roll out of new Company-owned Burger King Restaurants and general corporate purposes from the Net Proceeds are based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency, are based on quotations received from vendors and suppliers and are based on internal management estimates, which are subject to change in the near future. Further, these are based on current conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, business or strategy. For details of factors that may affect these estimates, see *"Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations"* on page 40.

Given the dynamic nature of our business, our Company may have to revise our funding requirements and deployment on account of variety of factors such as our financial condition, business and strategy, including external factors such as market conditions, competitive environment, interest or exchange rate fluctuations and finance charges, which may not be within the control of the management of our Company. This may entail rescheduling and revising the schedule of the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of the management of our Company in accordance with applicable law. In case of any increase in the actual utilisation of funds earmarked for the objects, such additional funds for a particular activity will be met by way of means available to our Company including from internal accruals. If the actual utilisation towards any of the objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, subject to applicable law. Further, our Company may decide to accelerate the estimated roll out of new Company-owned Burger King Restaurants as indicated below in "– *Details of the Objects of the Offer – Funding roll out of new Company-owned Burger King Restaurants"* on page 76.

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects of the Offer, as per the estimated schedule of deployment specified above or as per the estimated roll out of new Company-owned Burger King Restaurants as indicated below in "– *Details of the Objects of the Offer – Funding roll out of new Company-owned Burger King Restaurants"*, our Company shall deploy the Net Proceeds in the subsequent Fiscal towards the aforementioned objects. Further, in case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects, our Company may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the general corporate purposes for which funds are being raised in this Offer. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt, as required subject to compliance with applicable law. Further, our Company may, during the period of scheduled deployment, consider to set-up additional restaurants over and above the number of restaurants proposed to be set-up from the proposed utilisation of the Net Proceeds. The requirement of funds for setting-up of such additional restaurants will be met by way of internal accruals, by seeking additional debt from existing and future lenders, surplus funds, if any, remaining after utilization of the Net Proceeds for the aforementioned objects or such other means as available to our Company. Our Company may also utilise any portion of the Net Proceeds, towards the aforementioned objects of the Offer, ahead of the estimated schedule of deployment specified above.

Means of Finance

The entire requirement of funds towards objects of the Fresh Issue will be met from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, in addition to the Net Proceeds.

Details of the Objects of the Offer

1. Funding roll out of new Company-owned Burger King Restaurants

Our Company proposes to utilise a portion of the Net Proceeds i.e. ₹ 1,770.00 million during Fiscal 2021, 2022 and 2023 towards expansion of Burger King restaurants in India. The details of the expansion plans of our Company in QSR business and the estimated costs proposed to be funded from the Net Proceeds are described below.

Under the Master Franchise and Development Agreement, our Company has been granted the exclusive right to develop, establish and operate and franchise the Burger King restaurants in India. Since opening of the first Burger King restaurants in India in November 2014, our Company has grown to a pan-India QSR chain with 261 restaurants, including eight sub-franchised restaurants, across 17 states and union territories and 57 cities across India as at September 30, 2020. As at the date of this Prospectus, we had 259 Company-owned Burger King Restaurants and nine Sub-Franchised Burger King Restaurant. The growth of our Company has been facilitated by a well-defined new-restaurant roll out process that enables it to identify locations and build out restaurants quickly, consistently and efficiently.

The following table sets forth the growth in and the total number of Burger King restaurants in India by region and operating structure for the period and as at March 31, 2015, 2016, 2017, 2018, 2019 and 2020 and as at September 30, 2020, respectively:

Growth in Our Restaurants Since March 31, 2015							
	As at March 31,						**As at September 30,**
	2015	**2016**	**2017**	**2018**	**2019**	**2020**	**2020**
	Number of Restaurants						
By region							
North	6	21	37	55	86	129	131
West	6	14	29	40	55	68	66
South	0	14	22	34	43	54	55
East	0	0	0	0	3	9	9
Total	**12**	**49**	**88**	**129**	**187**	**260**	**261**
By operating structure							
Company-owned	12	48	85	123	181	252	253
Sub-franchised	0	1	3	6	6	8	8
Total	**12**	**49**	**88**	**129**	**187**	**260**	**261**
Net additions during the year/ period	**12**	**37**	**39**	**41**	**58**	**73**	**1**

Our Company now plans to leverage Burger King's globally recognised brand name and marketing initiatives, at driving footfalls and supporting same-store sales. Our Company plans to expand by setting-up new Company-owned Burger King Restaurants in various cities across India with the focus to meet the growing demand of western QSR culture amongst the consumers within these markets. Further, under the Master Franchise and Development Agreement, our Company is required to develop and open at least 700 restaurants (including Company-owned Burger King Restaurants and Sub-Franchised Burger King Restaurants) by December 31, 2026, which has recently been extended by one year from December 31, 2025 due to the COVID-19 crisis, which includes following cumulative opening requirements for calendar years 2019, 2020, 2021 and 2022, subject to a six month cure period if our Company has achieved at least 70% of the difference between such target and the total number of Burger King restaurants opened in India on December 31st of the prior development year.

Period	**Cumulative Opening Targets**
Calendar Year 2019	250 Restaurants
Calendar Year 2020	250 Restaurants
Calendar Year 2021	300 Restaurants
Calendar Year 2022	370 Restaurants
Calendar Year 2023	450 Restaurants

Our Company proposes to set-up new Burger King Restaurants as indicated in the table above by a combination of Net Proceeds, internal accruals and/or loans from banking and financial institutions. The capital expenditure incurred and to be incurred by the Company for the purposes of setting up of these restaurants includes capital advances before commencement of the relevant work in future periods, payment of payables relating to the then current period, as well as settlement of payables with respect to prior periods. Capital advances are typically incurred for purchasing equipment in bulk for stores in pipeline after considering various facts including currency fluctuations, cost efficiency in bulk buying and other factors. These bulk equipment are stored at a warehouse before finally being moved to a particular store. The cash outflows on purchase of property, plant and equipment (PP&E), including right-of-use assets, capital work in progress and capital advances during the six months ended September 30, 2020 amounted to ₹ 193.10 million.

Our Company proposes to open restaurants in line with the development schedule (provided in the table above). However, given the pattern of capital expenditure comprising capital work in progress and capital advances including part payables and advances, the amount of Net Proceeds proposed to be utilised in Fiscal 2021, 2022 and 2023 for funding roll out of new Company-owned Burger King Restaurants may not necessarily be utilised towards opening of

a specific number of restaurants (but will be utilised towards the restaurants) opened by the Company in Fiscal 2021, 2022 and 2023.

Further, under the Master Franchise and Development Agreement, our Company has flexibility to open these Burger King Restaurants across pan India. Our restaurants are opened using a cluster approach and penetration strategy after conducting detailed analyses of the trade area quality of the location, which focuses on the demographics of the location and the businesses in the surrounding areas; the site quality, which focuses on site visibility, footfall generation, accessibility and parking; and the feasibility of the site, which focuses on whether there is enough space for its restaurant layout and operations at the site. Accordingly, the selection of site for our restaurants across the north, west, south and east region will be based on the location meeting the criteria stated above. The premises for the proposed new restaurants are expected to be taken on lease basis. Our Company has in the past conducted its roll out process in three phases (i.e. (i) Phase 1: site identification, evaluation and finalisation; (ii) Phase 2: site development; and (iii) Phase 3: pre-launch).

Since April 1, 2019 until the date of this Prospectus, our Company has opened 81 Company-owned and Sub-Franchisee Burger King Restaurants (net of re-location), while the remaining restaurants are in pipeline at various stages of development like site finalisation, site development or under construction.

Our Company raised ₹ 919.20 million by way of a Pre-IPO Placement, in consultation with the BRLMs, through preferential allotment of 15,712,820 Equity Shares to AIL for cash at a price of ₹ 58.50 per Equity Share pursuant to resolution of the Board dated November 18, 2020, which will be utilised toward setting up of new Company-owned Burger King Restaurants.

The details of the estimated capital expenditure for setting up of new Company-owned Burger King Restaurants are described below:

Details of capital expenditure for setting up of new Company-owned Burger King Restaurants

The costs for setting-up of new Company-owned Burger King Restaurants primarily comprises of set-up costs such as:

(a) Equipment costs;

(b) Leasehold improvements and other related costs;

(c) Information technology infrastructure costs; and

(d) Store opening franchise fees.

Methodology for computation of estimated costs

The size of our Burger King restaurant varies across regions and is dependent on various factors such as type/format of the restaurant, availability of suitable locations, addressable market, lease rentals, competition within a given region or across regions. The size of Burger King restaurant ranges between about 400 square feet to 4,000 square feet depending on the type/format of restaurant such as high street locations, shopping malls, food courts, drive through and transit locations. Considering our business plan for setting-up new Company-owned Burger King Restaurants across regions, we have considered an average restaurant size of 1,300 square feet to 1,400 square feet ("**Average Size**") for arriving at the estimated costs for setting-up a Burger King restaurant across regions. Our estimate of costs mentioned above are based on (i) quotations received from our empanelled contractors or from vendors from whom our Company has purchased similar items for our restaurants in the past, and management estimates; and (ii) our internal estimates for specifications and item requirements based on our prior experience of setting-up similar restaurant. All our restaurants are required to be constructed, equipped and furnished in accordance with the plans and specifications including the proposed kitchen layout, and approved list of equipment as provided under the Master Franchise and Development Agreement.

The table below sets forth the total estimated costs for setting-up of a new Company-owned Burger King restaurant of Average Size:

(in ₹ million)

Particulars	Amount
Equipment costs	9.22
Leasehold improvements and other related costs	15.01
Information technology infrastructure costs	1.47
Store opening franchisee fees	2.20
Total estimated costs per restaurant	**27.90**

The detailed break-up of these estimated costs is as below:

(a) *Equipment costs:* These costs would include, *inter alia*, the costs in relation to purchasing kitchen equipment, refrigeration and other related equipment. The table below sets forth the basis of our estimation for the equipment costs:

(in ₹ million)

Particulars	Total estimated costs
Kitchen equipment	7.42[1]
Refrigeration	0.66[2]
Other related equipment	1.14[3]
Total estimated costs per restaurant	**9.22**

(1) Kitchen equipment primarily include broiler, grill and fryer. Based on the quotations from OSR Equipment Services and Solutions dated October 1, 2020, Marmon Food & Beverage Technologies India Private Limited dated April 1, 2020, JMD Multisolutions dated October 1, 2020, and Middleby Celfrost Innovations Private Limited dated October 1, 2020. Fabricated equipment/ exhaust hoods/ upright holding cabinets are based on management estimates.

(2) Refrigeration primarily include freezer room, chiller room and ice cube machine. Based on quotations from Carrier Airconditioning & Refrigeration Limited dated October 13, 2020, and Mittal International dated October 13, 2020.

(3) Other related equipment primarily include gas works, detectors and small wares. Based on quotations from Core Projects dated October 13, 2020, and RK Suppliers dated October 1, 2020.

(b) *Leasehold improvements and other related costs:* These costs would include, *inter alia*, costs in relation to fit-out charges including civil interior, designing, plumbing, HVAC (Heating, Ventilation and Air Cooling System), electrical, lighting, furniture, signage and pre-operational costs. The table below sets forth the basis of our estimation for the total leasehold improvements and other related costs:

(in ₹ million)

Particulars	Total estimated costs
Civil interior, designing and plumbing, HVAC (Heating, Ventilation and Air Cooling System)	7.73[1]
Electricals and lighting	4.10[2]
Furniture	0.64[3]
Signage	1.31[4]
Pre-operation costs	1.23[5]
Total estimated costs per restaurant	**15.01**

(1) Based on quotations from Kelvin Engineers dated October 9, 2020, V-Associates dated October 9, 2020, Patt & Panchal Associates dated October 15, 2020, and Voltas Limited dated October 12, 2020.

(2) Based on quotations from Accutech Power Solutions Private Limited dated October 9, 2020, TRX Audio Visual Systems dated October 9, 2020, Focus Lighting & Fixtures Limited dated October 9, 2020, Jakson Limited dated October 12, 2020, Keec (I) Private Limited dated October 9, 2020, Jindal Rectifiers dated October 9, 2020 and Tech Evangelist Private Limited dated October 10, 2020.

(3) Based on quotation from KIAN Falcon India Private Limited dated October 11, 2020.

(4) Based on quotation from Vishal Arts Sign & Graphics Private Limited dated October 10, 2020.

(5) Pre-operation costs primarily include commission and brokerage, and security expenses. Based on management estimates.

(c) *Information technology infrastructure costs:* These costs would include, *inter alia*, the costs for purchasing and installing information technology equipment such as servers, desktops, laptops, printers, CCTV and purchasing software licenses. The table below sets forth the basis of our estimation for these costs:

(in ₹ million)

Particulars	Total estimated costs
Information technology equipment costs	1.08[1]
Software license costs	0.39[2]
Total estimated costs per restaurant	**1.47**

(1) Information technology equipment costs primarily includes LCD monitor, wallmount, printer, kiosk enclosure and time attendance devices. Based on quotations from Arihant Infomatics dated October 4, 2020, Corporate TeleSystem Private Limited dated October 5, 2020, I-Four Transformation Private Limited dated October 5, 2020, Posiflex Technology (India) Private Limited dated October 7, 2020.

(2) Based on quotations from NCR Corporation India Private Limited dated October 8, 2020 and i-Four Transformation dated October 13, 2020.

(d) *Store opening franchisee fees:* This would include, *inter alia*, the franchisee fees aggregating to ₹ 2.20 million (exchange rate of 1US$ amounting to ₹ 74.51 as on November 17, 2020) incurred in relation to the Company-owned Burger King Restaurants for different calendar years to be paid to BK AsiaPac in terms of the Master Franchise and Development Agreement.

Our Company may have not entered into any definitive agreements with any or all of these contractors/vendors and there can be no assurance that the same contractors/vendors would be engaged to eventually supply the materials. Our Promoter or Directors or KMPs have no interest in the proposed procurements, as stated above.

Funding for setting up of new Company-owned Burger King Restaurants

As indicated above, our Company proposes to utilise a portion of the Net Proceeds towards expansion of Burger King restaurants in India during Fiscal 2021, 2022 and 2023 and the total estimated capital expenditure ("**Total Estimated Capital Expenditure**") proposed to be financed by our Company using the Net Proceeds aggregates to ₹ 3,419.79 million:

Accordingly, our Company proposes to utilise ₹ 3,419.79 million of Net Proceeds for funding the Total Estimated Capital Expenditure in the following manner:

(i) Repayment or prepayment of outstanding borrowings of our Company aggregating up to ₹ 1,649.79 million utilised solely for the purposes of setting up of new Company-owned Burger King Restaurants during Fiscal 2020. For details, see "– *Repayment or prepayment of outstanding borrowings of our Company obtained for setting up of new Company-owned Burger King Restaurants*" on page 80; and

(ii) Utilising an amount aggregating to ₹ 1,770.00 million towards the capital expenditure to be incurred for setting up of new Company-owned Burger King Restaurants during Fiscal 2021, 2022 and 2023.

Repayment or prepayment of outstanding borrowings of our Company obtained for setting up of new Company-owned Burger King Restaurants

In the past, our Company has typically used equity capital, CCPS capital and internal accruals to finance our capital expenditure for restaurants. In furtherance of our plan to expand our footprint by setting-up new Company-owned Burger King Restaurants, our Company has utilised the loan facility availed by our Company to fund a portion of the Total Capital Expenditure. As of November 16, 2020, of the drawn down funds we have utilised ₹ 1,649.79 million for incurring capital expenditure for setting up of new Company-owned Burger King Restaurants, including stores which were at various stages of development since April 2019. Accordingly, ₹ 1,649.79 million of the Net Proceeds would be utilised to prepay or repay the outstanding amount drawn down under the loan facility. The proposed financing plan would enable us to fund the roll out of some of our restaurants as envisaged for Fiscal 2021. Repayment of such loan facility through the Net Proceeds would help us keep leverage levels low.

The repayment or prepayment will reduce debt servicing cost and enable utilization of the internal accruals for further investment in business growth and expansion. Given the nature of the borrowing and the terms of prepayment or repayment, the aggregate outstanding borrowing amount may vary from time to time. Further, the amount outstanding under such borrowing as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate drawdowns, repayments and enhancement of sanctioned limits.

The following table sets forth details of the borrowing availed by our Company, out of which our Company will repay, such borrowing:

Sr. no.	Name of the lender	Nature of borrowing	Purpose for which loan was sanctioned	Prepayment penalty, if any[(1)]	Amount sanctioned	Principal amount outstanding as on November 16, 2020[(2)]
					(in ₹ million)	**(in ₹ million)**
1.	ICICI Bank Limited	Term loan	Opening new restaurants and renovation/ refurbishment of existing restaurants and transaction related expenses and towards funding expenses pertaining to the Offer subject to a cap of ₹ 200 million	Premium of 1% on the principal amount of the loan being prepaid	2,100.00	1,810.00[(3)]
	Total				**2,100.00**	**1,810.00**

(1) *For details, see "Financial Indebtedness – Principal terms of the borrowing availed by us – Prepayment penalty" on page 253.*

(2) *In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate from the statutory auditor, certifying the utilization of loan for the purposes availed, our Company has obtained requisite certificate dated November 18, 2020 in this regard.*

(3) *Out of the principal amount outstanding as on November 16, 2020, we have utilised ₹ 1,649.79 million for the purposes of setting up of new Company-owned Burger King Restaurants during Fiscal 2020, ₹ 66.32 million for IPO expenses, ₹ 40.47 million for refurbishment of old stores and transaction related expenses, and balance has not been utilised as on November 16, 2020.*

In the event that Net Proceeds are insufficient for the prepayment or repayment of outstanding borrowings of our Company, such payment shall be made from the internal accruals of our Company. Our Company may also be required to provide notice to our lender prior to such repayment or prepayment.

Further, our Company confirms that the borrowing was neither directly nor indirectly transferred to any Promoter, Promoter Group, or KMPs as on date of this Prospectus.

In due course of business, due to various operational benefits, our Company may explore possibilities of other banks participating in existing loan either in full or in part, including the loan mentioned above. In addition to the above, our Company may, from time to time, enter into further financing arrangements and draw down funds thereunder. In such cases or in case any of the above loans are prepaid or repaid, refinanced or further drawn-down prior to the completion of the Offer, our Company may utilise the Net Proceeds towards prepayment or repayment of such additional indebtedness availed by us, subject to such loans being utilised to fund the roll out of new Company-owned Burger King Restaurants.

Financing of the capital expenditure proposed to be incurred for setting up of new Company-owned Burger King Restaurants

To the extent the Total Estimated Capital Expenditure is not already financed through the loan mentioned hereinabove, our Company intends to utilise ₹ 1,770.00 million of the Net Proceeds towards financing the capital expenditure incurred for setting up of new Company-owned Burger King Restaurants during Fiscal 2021, 2022 and 2023. The details of the expansion plans of our Company in QSR businesses and the estimated costs proposed to be funded from the Net Proceeds are described above.

2. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ 711.70 million (net of issue expenses in relation to the Fresh Issue) towards general corporate purposes, subject to such utilisation not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise Net Proceeds include brand building, marketing efforts, strengthening of the marketing capabilities, acquisition of fixed assets, meeting expenses incurred towards any strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, investments in future subsidiaries of our Company, funding towards our objects, long term or short term working capital requirements, other capital expenditure requirements including for refurbishment, new product development, part or full debt prepayment or repayment by our Company, meeting exigencies and expenses incurred by our Company in the ordinary course of business, as may be applicable.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board of Directors or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board of Directors, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of our Board of Directors, shall have flexibility in utilising surplus amounts, if any.

Offer Expenses

The total Offer related expenses are estimated to be approximately ₹ 665 million. The Offer related expenses consist of listing fees, underwriting fees, selling commission and brokerage, fees payable to the BRLMs, legal counsel to our Company, the Promoter Selling Shareholder and the BRLMs, Registrar to the Offer, Bankers to the Offer including processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, fees payable to the Sponsor Bank for Bids made by RIBs using UPI, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. Except for listing fees which shall be solely borne by our Company, all Offer expenses will be shared, upon successful completion of the Offer, between our Company and the Promoter Selling Shareholder in the manner agreed to among our Company and the Promoter Selling Shareholder and on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Equity Shares sold by the Promoter Selling Shareholder in the Offer for Sale. However, in the event that the Offer is withdrawn by our Company or not completed for any reason whatsoever, all the Offer related expenses will be solely borne by our Company. Any payments by our Company in relation to the Offer expenses on behalf of the Promoter Selling Shareholder shall be reimbursed by the Promoter Selling Shareholder to our Company, upon successful completion of the Offer, inclusive of taxes. The following table sets forth details of the break-up for the estimated Offer expenses:

Activity	Estimated offer expenses[1] (in ₹ million)	As a % of total estimated Offer expenses[1]	As a % of the total Offer size[1]
Book Running Lead Managers fees and commissions (including underwriting commission, brokerage and selling commission)	334.53	50.31%	4.13%
Commission/processing fee for SCSBs and Bankers to the Offer and fees payable to the Sponsor Bank for Bids made by RIBs using UPI[2]	11.23	1.69%	0.14%
Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs[3]	45.95	6.91%	0.57%
Fees payable to Registrar to the Offer	7.71	1.16%	0.10%
Other advisors to the Offer	37.72	5.67%	0.47%
Others			
- listing fees, SEBI filing fees, book-building software fees	33.95	5.10%	0.42%
- printing and stationery	21.53	3.24%	0.27%
- fee payable to legal counsels	67.19	10.10%	0.83%
- advertising and marketing	67.28	10.12%	0.83%
Miscellaneous	37.91	5.70%	0.47%
Total estimated Offer expenses*	**665.00**	**100.00%**	**8.21%**

* *Pursuant to the corporate rupee loan facility agreement and working capital facility agreement, each dated March 6, 2020, our Company has availed credit facilities from ICICI Bank Limited for ₹ 900 million, which may be partially utilised towards funding expenses pertaining to the Offer subject to a cap of ₹ 200 million. The amount from the abovementioned facility utilised for funding the expenses pertaining to the Offer will be repaid from the Offer Proceeds.*

(1) *Offer expenses include applicable taxes, where applicable.*

(2) *For SCSBs.*

Selling commission payable to the SCSBs *on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured and uploaded by them would be as follows:*

Portion for Retail Individual Investors	*0.35% of the amount allotted* (plus applicable taxes)*
Portion for Non-Institutional Investors	*0.20% of the amount allotted* (plus applicable taxes)*

** Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price*

No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.

The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

Processing fees payable to the SCSBs of ₹ 10 per valid application (plus applicable taxes) for processing the Bid cum Application of Non-Institutional Investors procured from the Syndicate /Sub-Syndicate Members/Registered Brokers /RTAs /CDPs and submitted to SCSBs for blocking and Retail Individual Investors application using 3-in-1 type accounts.

(3) *For Syndicate (including their Sub-Syndicate Members), RTAs, Registered Brokers and CDPs*

Brokerages, selling commission and processing/uploading charges *on the portion for Retail Individual Investors (using the UPI mechanism) and portion for Non-Institutional Investors which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs, Registered Brokers and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:*

Portion for Retail Individual Investors	*0.35% of the amount allotted* (plus applicable taxes)*
Portion for Non-Institutional Investors	*0.20% of the amount allotted* (plus applicable taxes)*

** Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price*

The selling commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

The payment of Selling Commission payable to the sub-brokers / agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.

The Selling Commission payable to the RTAs, Registered Brokers and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

Uploading Charges/ Processing Charges of *₹ 30 valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, RTAs, Registered Brokers and CDPs:*

- *for applications made by Retail Individual Investors using the UPI Mechanism*

Uploading Charges/ Processing Charges of *₹ 10 valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, RTAs, Registered Brokers and CDPs:*

- *for applications made by Retail Individual Investors using 3-in-1 type accounts*
- *for Non-Institutional Bids using Syndicate ASBA mechanism / using 3- in -1 type accounts,*

The Bidding/uploading charges payable to the Syndicate / Sub-Syndicate Members, RTAs, Registered Brokers and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

(2) For Sponsor Bank

Processing fees for applications made by Retail Individual Investors using the UPI mechanism will be

Sponsor Bank	*₹ 8 per valid Bid cum Application Form* (plus applicable taxes).* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

** For each valid application*

Interim use of Net Proceeds

Our Company, in accordance with the policies formulated by our Board of Directors from time to time, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934 as may be approved by our Board of Directors.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Except as disclosed in "– *Offer Expenses*", our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds.

Variation in Objects

In accordance with sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by our Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to our Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Marathi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, at a price and in such manner as may be prescribed by SEBI in Regulation 59 and Schedule XX of the SEBI ICDR Regulations.

Monitoring Agency

ICICI Bank Limited has been appointed as the Monitoring Agency for monitoring the utilisation of net proceeds and Offer related expenses as our Offer size (excluding the Offer for Sale by the Promoter Selling Shareholder) exceeds ₹1,000 million, in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds and Offer related expenses.

Pursuant to the SEBI Listing Regulations, our Company shall disclose the application of the Net Proceeds and Offer related expenses to the Audit Committee on a quarterly basis. The Audit Committee shall make recommendations to our Board of Directors for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Net Proceeds and Offer related expenses have been utilised in full. The statement shall be certified by the statutory auditors of our Company.

Furthermore, in accordance with the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including deviations, if any, in the utilisation of the Net Proceeds and Offer related expenses of the Offer from the objects of the Offer as stated above and details of category wise variation in the actual utilisation of the Net Proceeds and Offer related expenses of the Offer from the objects of the Offer as stated above. The information will also be published in newspapers simultaneously with the submission of such information to the Stock Exchanges, after placing the same before the Audit Committee. We will disclose the utilisation of the Net Proceeds under a separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilised clearly specifying the purpose for which such Net Proceeds have been utilised.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, our Board of Directors,

our Key Managerial Personnel or our Group Company. Except in the normal course of business and in compliance with applicable law, there are no existing or anticipated transactions in relation to utilisation of Net Proceeds with our Promoter, our Board of Directors, our Key Managerial Personnel, or our Group Company.

BASIS FOR OFFER PRICE

The Offer Price has been determined by our Company and the Promoter Selling Shareholder in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is six times the face value of Equity Shares. Investors should also refer to "*Risk Factors*", "*Our Business*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 19, 121, 171 and 256, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

- Exclusive national master franchise rights in India
- Strong customer proposition
- Brand positioned for millennials
- Vertically managed and scalable supply chain
- Operational quality, a people-centric operating culture and effective technology systems
- Well defined restaurant roll out and development process
- Experienced, passionate and professional management team

For details, see "*Our Business – Key Strengths*" on page 122.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Statements.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

A. Basic and Diluted Earnings per Share ("EPS") at face value of ₹ 10 each:

Derived from Restated Financial Statements:

Financial Period	Basic & Diluted EPS (in ₹)	Weight
Fiscal 2020	(2.87)	3.00
Fiscal 2019	(1.44)	2.00
Fiscal 2018	(3.10)	1.00
Weighted Average	(2.43)	
Six months ended September 30, 2020*	(4.14)	

* *Basic EPS and Diluted EPS for the six months period ended September 30, 2020 are not annualised.*

Potential equity shares are anti-dilutive and hence the effect of anti-dilutive potential equity shares is ignored in calculating diluted earnings per share.

Notes:

(1) *Earnings per share (EPS) calculation is in accordance with the notified Ind AS 33 'Earnings per share' prescribed by the Companies (Indian Accounting Standards) Rules, 2015.*
The ratios have been computed as below:
Basic and diluted earnings per share (INR) =Restated Net Loss available to Equity Shareholders / Weighted Average Number of Equity Shares outstanding during the year

(2) *Weighted Average Number of Equity Shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.*

(3) *The Weighted Average basic and diluted EPS is a product of basic and diluted EPS and respective assigned weight, dividing the resultant by total aggregate weight.*

B. Price/Earning ("P/E") ratio in relation to the Offer Price of ₹ 60 per Equity Share:

Particulars	P/E at the Offer Price (no. of times)
Based on Basic EPS for Financial Year 2020	NA
Based on Diluted EPS for Financial Year 2020	NA

Note: P/E ratio is not ascertainable since basic and diluted EPS of the Company is negative.

Industry Peer Group P/E ratio

	P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	120.74	Jubilant Foodworks Limited	10.00
Lowest	N.A.	Westlife Development Limited	2.00
Average	120.74	-	-

Notes:

(1) The industry high, low and average has been considered from the industry peer set provided later in this chapter. For further details, see "– Comparison with Listed Industry Peers" on page 86.

(2) P/E figures for the peers are computed based on closing market price as on December 4, 2020 at NSE, divided by basic and diluted EPS (on consolidated basis) based on the annual reports of such companies for the Fiscal 2020.

C. Return on Net Worth ("RoNW")

Derived from the Restated Financial Statements:

Particulars	RoNW %[#]	Weight
Fiscal 2020	(27.8)	3.00
Fiscal 2019	(15.33)	2.00
Fiscal 2018	(28.64)	1.00
Weighted Average	(23.78)	
Six months ended September 30, 2020	(54.34)	

[#] *The Return on Net Worth % for the six months period ended September 30, 2020 is not annualized.*

Notes:

(1) Return on net worth is computed as restated loss after tax divided by restated net worth as at year end.

(2) Net worth means the aggregate value of the Equity Share Capital of our Company and Securities Premium, Retained Earnings and Share Based Payment Reserve.

(3) The weighted average return on net worth is a product of return on net worth and respective assigned weight, dividing the resultant by total aggregate weight.

D. Net Asset Value per Equity Share (Face value of ₹ 10 each)

NAV per Equity Share	(₹)
As on September 30, 2020	7.62
After the Offer at Offer Price	19.93
Offer Price	60.00

Notes:

(1) Offer Price per Equity Share was determined on conclusion of the Book Building Process.

(2) NAV per Equity Share has been computed as restated net worth at the end of the year divided by total number of Equity Shares outstanding at the end of the year/period.

(3) Net Worth means the aggregate value of the Equity Share capital of our Company and securities premium, retained earnings and share based payment reserve.

Comparison with Listed Industry Peers

Name of Company	Face Value (₹ Per Share)	Total Income, for Fiscal 2020 (in ₹ million)	EPS (₹)		NAV[(3)] (₹ per share)	P/E[(4)]	RoNW[(5)] (%)
			Basic[(1)]	Diluted[(2)]			
Burger King India Limited	10	8,468.29	(2.87)	(2.87)	10.31	N.A.	(27.80)
Peer Group							
Jubilant Foodworks Limited	10	39,968.90	21.22	21.22	85.02	120.74	24.85
Westlife Development Limited	2	15,607.86	(0.47)	(0.47)	37.07	N.A.	(1.27)

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual reports of the respective company for the year ended March 31, 2020. Source for Burger King India Limited: As per the Restated Financial Statement for the year ended March 31, 2020.

Notes:

(1) Basis EPS refers to the basic EPS sourced from the annual reports of the respective company for the year ended March 31, 2020.

(2) Diluted EPS refers to the diluted EPS sourced from the annual reports of the respective company for the year ended March 31, 2020.

(3) NAV is computed as the closing net worth divided by the closing outstanding number of equity shares as on March 31, 2020.

(4) P/E Ratio has been computed based on the closing market price of equity shares on NSE on December 4, 2020 divided by the basic EPS provided under Note 1 above.

(5) RoNW is computed as net profit/loss after tax (profit/loss attributable to equity holders of the parent) divided by net worth at the end of the year.

(6) Net Worth has been computed as sum of share capital and reserves (including capital reserve and excluding debenture/ capital redemption reserve, if any) and excluding non-controlling interest.

The Offer price is six times of the face value of the Equity Shares.

The Offer Price of ₹ 60 has been determined by our Company and the Promoter Selling Shareholder in consultation with the BRLMs, on the basis of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above mentioned information along with "*Risk Factors*", "*Our Business*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 19, 121, 171 and 256 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" on page 19 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENTS OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To
The Board of Directors
Burger King India Limited
10th Floor, Mittal Commercia,
Hasan Pada Road, Chimatpada, Marol,
Andheri (East),
Mumbai – 400059.

Dear Sirs,

Statements of Possible Special Tax Benefits available to Burger King India Limited (formerly known as Burger King India Private Limited) ('the Company') and its shareholders under the Indian tax laws

1. We hereby confirm that the enclosed Annexures, prepared by the Company, provides the possible special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 ('the Act') as amended by the Finance Act, 2020, i.e. applicable for the Financial Year 2020-21 relevant to the assessment year 2021-22, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") as amended by the Finance Act, 2020, i.e. applicable for the Financial Year 2020-21 relevant to the assessment year 2021-22, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and / or its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

2. The benefits discussed in the enclosed statements are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these statements are only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the special tax implications arising out of their participation in the issue.

3. We do not express any opinion or provide any assurance as to whether:

   i) the Company or its shareholders will continue to obtain these benefits in future;
   ii) the conditions prescribed for availing the benefits have been / would be met with; and
   iii) the revenue authorities/courts will concur with the views expressed herein.

4. The contents of the enclosed statements are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

5. This Statement is issued solely in connection with the proposed Intial Public Offering of the Company and is not to be used, referred to or distributed for any other purpose.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Ravi Bansal
Partner
Membership Number: 49365

UDIN: 20049365AAAADR2033

Place of Signature: Mumbai
Date: November 18, 2020

ANNEXURE 1

STATEMENT OF TAX BENEFITS AVAILABLE TO BURGER KING INDIA LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS

I. **UNDER THE INCOME-TAX ACT, 1961 (hereinafter referred to as 'the Act')**

1. **Special tax benefits available to the Company under the Act**

There are no special tax benefits available to the Company.

2. **Special tax benefits available to the shareholders under the Act**

There are no special tax benefits available to the shareholders of the Company.

Notes:

1. As per Taxation laws (Amendment) Act, 2019, with effect from 1 April 2019 (from Assessment year 2020-21), the Company has an option to opt for lower tax rate under the provisions of section 115BBA of the Income tax Act, 1961. The Company has to exercise the option before filing the return of income. The Company has assessed the impact and decided to exercise this option from Financial Year 2019-20 onwards and accordingly, the special direct tax benefits, available for Financial Year 2020-21, are based on the provisions of the Act relevant to a Company exercising such option.

2. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

3. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

4. The above statement of possible tax benefits is as per the current direct tax laws relevant for the assessment year 2021-22.

5. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

6. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile.

7. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For **Burger King India Limited**

Sumit Zaveri

Chief Financial Officer

Place: Mumbai

Date: November 17, 2020

ANNEXURE 2

STATEMENT OF TAX BENEFITS AVAILABLE TO BURGER KING INDIA LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS

II. **The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act")** *(collectively referred to as "indirect tax")*

3. **Special indirect tax benefits available to the Company**

There are no special tax benefits available to the Company.

4. **Special indirect tax benefits available to Shareholders**

There are no indirect tax benefits applicable in the hands of the shareholders for investing in the shares of the Company.

Notes:

1. The above statement is based upon the provisions of the specified Indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

2. We have been given to understand that the Company has:

   - not availed any input tax credit in respect of goods and services procured by them, expect to the extent the same pertains to
     - capital goods transferred from warehouse to stores as inter-unit stock transfer on which GST is charged at full rate;
     - supply of sub-franchise service
   - not claimed any exemption / benefit under the GST Act;
   - not exported any goods or services outside India;
   - not imported any goods or services from outside India;
   - not made any fresh investment in any State of the country and has not claimed any incentive under any State Incentive Policy.

3. The above statement covers only above-mentioned tax laws benefits and does not cover any income tax law benefits or benefit under any other law.

4. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

5. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For **Burger King India Limited**

Sumit Zaveri

Chief Financial Officer

Place: Mumbai

Date: November 17, 2020

SECTION IV: ABOUT OUR COMPANY

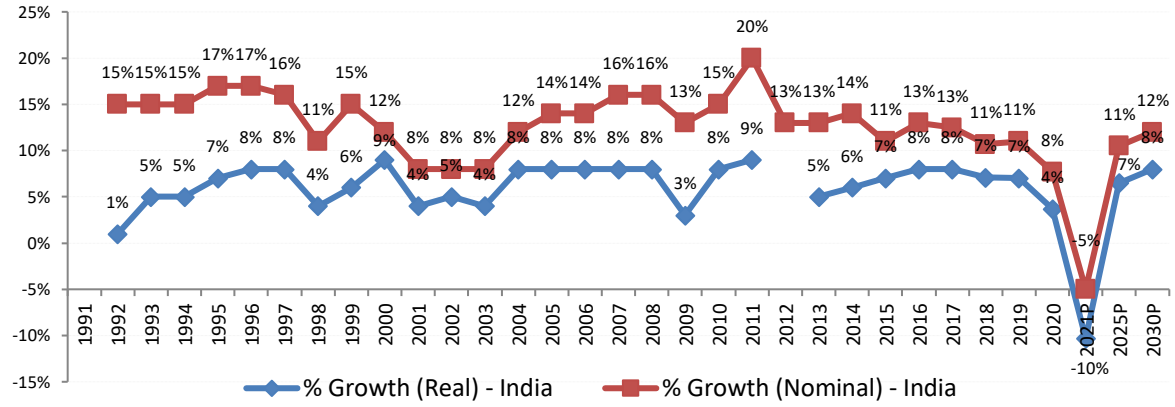
INDUSTRY OVERVIEW

The information in this section is derived from industry sources including an industry report entitled "Indian Quick Service Restaurant (QSR) Industry Report" dated November 2020 that we have commissioned from Technopak Advisors Private Limited. Neither we nor any other person connected with the offering has verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.

Macroeconomic overview

India's real gross domestic product ("**GDP**") has sustained an average growth between 6% and 7% since Fiscal 1991. India has become the fastest growing G20 economy since Fiscal 2015, with annual growth rate of approximately 7% during that period. India's economy grew at approximately 7% in Fiscal 2019. India's GDP real growth rate declined to 4% in Fiscal 2020 and is estimated to decline to -10.3% in Fiscal 2021 due to the outbreak of the COVID-19 pandemic, which led to the imposition of lockdown restrictions beginning in the last quarter of Fiscal 2020 that continued through into Fiscal 2021, causing a contraction in the economy. It is estimated that India's GDP growth rate will resume to its pre-COVID-19 level by Fiscal 2022.

The table below sets out India's real and nominal GDP growth since 1991 and expected real and nominal GDP growth for Fiscals 2021, 2025 and 2030:



Source: RBI data, World Bank, IMF

* *In 2012, there was a spike in the GDP real growth rate due to a change of the base year from 2004-05 to 2011-12 and, as a result, this year has been excluded from decadal growth rate as well.*

In spite of its fast growth, India's GDP is small in absolute terms when compared to the GDP of larger economies. In 2019, India's GDP was approximately one eighth of that of the United States and approximately one fifth of that of China. This is expected to continue through the end of 2020.

Global economy was severely impacted in CY 2020 due to COVID-19. In some countries, economic downturn has been more severe than the others. For example, China is the one of the few countries that registered positive projected GDP growth for Q2 CY 2020 of 3.2% as compared to previous year. Countries like Taiwan, South Korea, Indonesia have also begun to see recovery to their economies with growth rates for Q2 CY 2020 being -0.6%, -3.0% and -5.4% respectively.

On the other hand, countries like the UK, France, Mexico and the United States are still struggling with economic recovery, as they registered a GDP growth rate for Q2 CY 2020 of -21.7%, -19.0%, -19.0% and -9.5% respectively.

The table below sets out the GDP per country in US$ trillion for the years 2010 to 2019, and expected for 2025:

Country	CY 2010	CY 2011	CY 2012	CY 2013	CY 2014	CY 2015	CY 2016	CY 2017	CY 2018	CY 2019	CY 2025P
USA	15.0	15.5	16.2	16.8	17.5	18.2	18.7	19.5	20.5	21.4	22.1
China	6.1	7.6	8.5	9.6	10.4	11.0	11.1	12.1	13.6	14.3	17.6
Japan	5.7	6.2	6.2	5.2	4.9	4.4	4.9	4.9	5.0	5.1	4.9
Germany	3.4	3.7	3.5	3.7	3.9	3.4	3.5	3.7	3.9	3.8	3.8
UK	2.5	2.6	2.7	2.8	3.0	2.9	2.7	2.6	2.8	2.8	2.8
India*	0.9	1.0	1.2	1.4	1.6	1.7	1.9	2.1	2.4	2.7	3.9
Brazil	2.2	2.6	2.5	2.5	2.5	1.8	1.8	2.1	1.9	1.8	2.0
Russia	1.5	2.1	2.2	2.3	2.1	1.4	1.3	1.6	1.7	1.7	1.5
Indonesia	0.8	0.9	0.9	0.9	0.9	0.9	0.9	1.0	1.0	1.1	1.3

Country	CY 2010	CY 2011	CY 2012	CY 2013	CY 2014	CY 2015	CY 2016	CY 2017	CY 2018	CY 2019	CY 2025P
Turkey	0.8	0.8	0.9	1.0	0.9	0.9	0.9	0.9	0.8	0.8	1.1
Saudi Arabia	0.5	0.7	0.7	0.7	0.8	0.7	0.6	0.7	0.8	0.8	NA
South Africa	0.4	0.4	0.4	0.4	0.4	0.3	0.3	0.3	0.4	0.4	0.4

Source: India data from RBI, data up to 2019 from World Bank, future growth rate from OECD Data, Technopak Analysis
For 2019 India numbers, 1US$ = INR 75
**CY 2019 indicates Fiscal 2020 for India*

India's per capita consumption at current price was US$2,104 in Fiscal 2019, and is expected to grow at a CAGR of 6.0% between Fiscal 2020 through Fiscal 2015 to reach US$2,991. This is largely expected to be aided by an increase in the quality of education, rising income levels of the younger demographic groups, working age population and a shift of social and cultural factors. India's GDP per capita measured by purchasing power parity grew at a CAGR of 5.9% between 2010 and 2019 to reach US$6,977, and is expected to grow at a CAGR of 5.4% between 2019 and 2025 to reach US$9,589.

The table below sets out the GDP per capita consumption (at current US$) per country in US$ for the years 2010 to 2019, and expected for 2025:

Country	CY 2010	CY 2011	CY 2012	CY 2013	CY 2014	CY 2015	CY 2016	CY 2017	CY 2018	CY 2019	CY 2025P
USA	48,467	49,883	51,603	53,107	55,033	56,803	57,904	59,928	62,641	65,118	71,924
China	4,550	5,618	6,317	7,051	7,651	8,033	8,079	8,759	9,771	10,261	13,599
UK	39,080	41,653	42,019	42,938	46,968	44,472	40,540	39,932	42,491	42,300	37,056
India*	1,357	1,458	1,444	1,450	1,574	1,605	1,729	1,981	2,015	2,104	2,991
Brazil	11,286	13,246	12,370	12,300	12,113	8,814	8,713	9,881	8,921	8,717	8,610
Indonesia	3,122	3,643	3,694	3,624	3,492	3,332	3,563	3,837	3,894	4,135	5,252
Russia	10,675	14,351	15,435	16,007	14,101	9,314	8,745	10,751	11,289	11,585	12,673
Turkey	10,672	11,336	11,707	12,519	12,096	10,949	10,821	10,500	9,311	9,042	8,639
Saudi Arabia	19,263	23,746	25,243	24,845	24,464	20,628	19,879	20,804	23,219	23,139	NA
South Africa	7,329	8,007	7,501	6,829	6,428	5,733	5,262	6,121	6,340	6,001	6,160

Source: India data from RBI, data up to 2019 from World Bank, future growth rate from OECD Data, Technopak Analysis
** indicates Fiscal Year*

Demographic profile of India

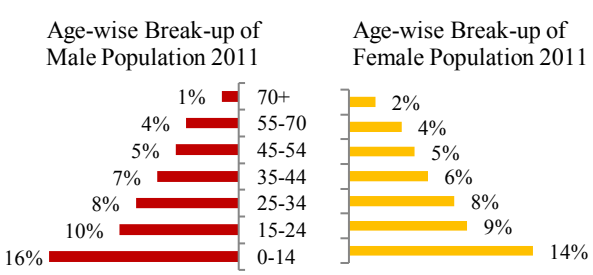
Young population

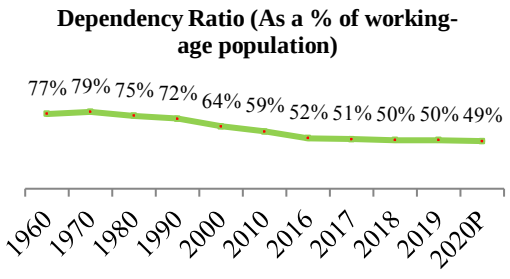
India has one of the youngest populations in comparison to other leading economies. The median age in India in 2020 is estimated to be 28.7 years compared to 38.5 and 38.4 years in the United States and China, respectively, and the median age in India is expected to remain under 30 years until 2030. The table below sets out the estimated median age per country for the year 2020:

Country	USA	China	UK	India	Canada	Singapore	Russia
Median Age	38.5	38.4	40.6	28.7	41.8	35.6	40.3

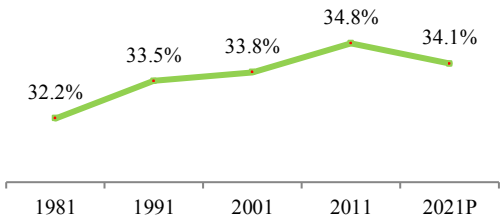
Source: CIA.gov, Technopak Analysis

The size of India's young population is contributing to a decline in dependence ratio (the ratio of dependent population size compared to the working-age population size (15 to 64 years of age)), which has decreased from 64% in Fiscal 2000 to 50% in Fiscal 2018, and is expected to further decrease to 49% in Fiscal 2020. This trend is expected to lead to rising income levels per household as well as higher levels of discretionary expenditure. A substantial rise in the working age population of India from 36% in Fiscal 2000 to 49.8% in Fiscal 2018 is expected to help sustain the growth momentum of the Indian economy and lead to rising income levels.





Growth in Population (15-34 yrs.)



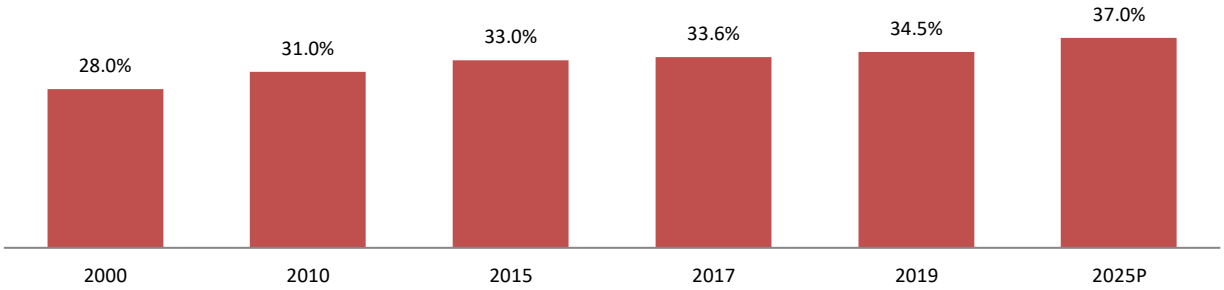
Source: Census of India 2011, World Bank, MOSPI

Younger populations are naturally pre-disposed to adopting new trends and exploration given their education profile and their exposure to media and technology, which presents an opportunity for domestic consumption in the form of branded behaviour, organized retail and product designs.

Increasing urbanisation

India has the second largest urban population in the world in absolute terms at 472 million in Fiscal 2019, second only to China. However, only 34.5% of India's population is classified as urban compared to a global average of 54%. The implementation of a "smart city" initiative by the Indian government aimed at the creation of new urban clusters is expected to accelerate the growth of urban development in India.

The table below sets out the urbanization increase in India between 2000 and 2019 and the expected urbanization in 2025:



Source: World Bank

It is estimated that 37% (541 million) of India's population will be living in urban centers by Fiscal 2025, contributing between 70% and 75% of India's GDP, a trend that is expected to continue with approximately 50% of India's population expected to be living in urban centres by 2050, and contributing approximately 80% of India's GDP. This growth of urbanization is likely to create a group of Indians that will display "migrant tendencies", with less attachment to past baggage of habits. Higher income and less available time are expected to result in a growth of eating-out and ordering-in. While in the short-term, the imposition of lockdown restrictions and loss of work due to the COVID-19 crisis would have driven daily wage workers to the villages, the trend of urbanisation is expected to continue in the long-term with approximately 50% of India's population expected to be living in urban areas by 2050 and contributing approximately 80% of India's GDP.

The rise of urbanization is also creating two trends that are impacting India's domestic consumption habits:

- *Growing middle class*: the average size of households in Fiscal 2018 was 4.5. Out of these, the number of households with annual income between US$5,000 and US$10,000 has grown at a CAGR of 12% between Fiscal 2012 and Fiscal 2018 to reach 121 million households and it is expected to continue to grow at a CAGR of 12% to reach 153 million by Fiscal 2020. The number of households with annual income between US$10,000 and US$50,000 has grown at a CAGR of 25% between Fiscal 2012 and Fiscal 2018 to reach 86 million households. This growth is expected to drive an increase in discretionary spending, which in turn is expected to cause an increase in spending on premium products leading to higher expenditure in various categories, including food and beverage, apparel and accessories, luxury products and consumer durables. The table below sets out the household annual earning details for Fiscals 2009, 2012, 2015 and 2018:

Year	**Total House Holds (in Mn.)**	**Avg. Household Size**	**HHs with Annual earning US$ 5000 - 10,000 (Mn.)**	***% of total HHs***	**HHs with Annual earning US$ 10,000 – 50,000 (Mn.)**	***% share of total HHs***
FY 2009	236	4.9	36	*15.2%*	11	*4.7%*

Year	Total House Holds (in Mn.)	Avg. Household Size	HHs with Annual earning US$ 5000 - 10,000 (Mn.)	*% of total HHs*	HHs with Annual earning US$ 10,000 – 50,000 (Mn.)	*% share of total HHs*
FY 2012	254	4.8	60	*23.8%*	22	*8.7%*
FY 2015	274	4.6	85	*30.9%*	36	*13.2%*
FY 2018	295	4.5	121	*41.2%*	86	*29.3%*

Source: EIU, Technopak Analysis

- *Nuclearization*: the growth in the number of households exceeds population growth, which indicates an increase in nuclearization in India. According to the 2011 census, 74% of urban households have five or less members, compared to 65% in 2001. It is expected that smaller households with higher disposable income will lead to a greater expenditure in, among others, jewellery, fashion, packaged food and food services. The table below sets out the Indian household size and growth trend for Fiscals 1981, 1991, 2001 and 2011:

Year	Total No. of HHs (millions)	Avg. HH Size	Avg. Urban HH size	Decadal growth rate of HHs	Decadal growth rate population
FY 1981	119	5.5	5.4	19.2%	24.6%
FY 1991	148	5.5	5.3	24.4%	24.4%
FY 2001	193	5.3	5.1	30.4%	25.7%
FY 2011	248	4.8	4.6	28.5%	16.4%

Source: India Budget

Women workforce

A number of factors, including better health care and greater media focus are allowing women in India, in both urban and rural areas, to exercise greater influence on their families and society as a whole. The most important factor, however, is educational opportunity. Between 2005 and 2015, enrolment of girls in secondary education increased from 45.3% to 81.0% and in Fiscal 2019 was higher than enrolment of boys. Higher education has also seen an increase in women enrolment, with almost 20% of women pursuing higher education studies compared to 22% of men.

These changes are expected to have a broad impact on societal factors, including workforce demographics and economic independence for women. The share of women workforce in the services sector has increased from 16.8% in 2010 to 24.2% in 2018. The overall share of working women increased from approximately 14% in 2000 to approximately 17% in 2010, and to approximately 24% in 2018. This increase of women in the workforce has seen a shift of patterns in terms of household activity, including a downward trend in home cooked meals and an increase in demand for "out of home" meals from households with working couples.

The table below sets out the percentage of women employment by sector in years 2010 to 2018:

Sector	CY 2010	CY 2011	CY 2012	CY 2013	CY 2014	CY 2015	CY 2016	CY 2017	CY 2018
Agriculture	65.6%	62.8%	60.0%	59.6%	59.1%	58.6%	58.2%	57.6%	57.1%
Industry	17.6%	18.3%	18.8%	18.7%	18.7%	18.7%	18.6%	18.7%	18.7%
Services	16.8%	18.9%	21.3%	21.7%	22.2%	22.7%	23.2%	23.7%	24.2%
Total Female Employment (in Mn.)	106	102	98	101	103	106	109	111	112

Source: World Bank Data

Domestic consumption

India's share of domestic consumption, measured as private final consumption expenditure, in its GDP was approximately 60% in Fiscal 2020. In comparison, China's domestic consumption share to GDP in 2019 was 36.8%. High share of private consumption to GDP has the advantage of insulating India from volatility in the global economy, but it also implies that sustainable economic growth directly translates into sustained consumer demand for goods and services locally produced. India's domestic consumption has grown at a CAGR of 11.1% between Fiscal 2014 and Fiscal 2019, compared to 4.3% and 8.2% in the United States and China, respectively.

The following table shows the total private final consumption expenditure in current prices (in US$ billion):

Country	CY 2012	CY 2013	CY 2014	CY 2015	CY 2016	CY 2017	CY 2018	CY 2019	CY 2020P	CY 2021P	Contribution to GDP (2019)	CAGR 2014-2019
U.S.	10,641	11,007	11,318	11,824	12,295	12,767	13,321	13,999	13,036	13,809	65.5%	4.3%
Brazil	1,577	1,514	1,526	1,546	1,153	1,154	1,314	1,202	1,135	1,238	66.8%	4.7%
Italy	1,400	1,277	1,302	1,308	1,116	1,130	1,182	1,257	1,087	1,156	62.9%	0.7%
India*	749	863	966	1,084	1,215	1,344	1,505	1,635	1,490	1,683	59.0%	11.1%
Indonesia	495	518	519	509	495	539	582	594	577	662	54.0%	2.7%
Malaysia	143	156	167	177	160	163	174	206	189	213	51.4%	4.2%

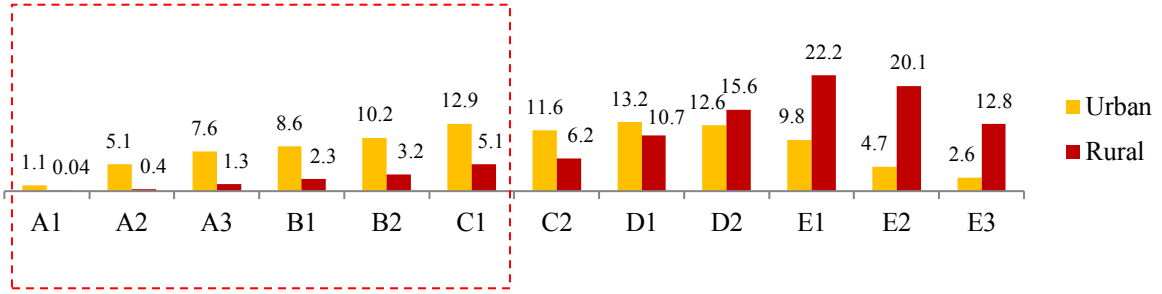
Country	CY 2012	CY 2013	CY 2014	CY 2015	CY 2016	CY 2017	CY 2018	CY 2019	CY 2020P	CY 2021P	Contribution to GDP (2019)	CAGR 2014-2019
France	1,573	1,469	1,536	1,549	1,318	1,340	1,396	1,497	1,303	1,430	55.4%	0.5%
Germany	2,079	1,976	2,076	2,115	1,809	1,853	1,952	2,058	1,917	1,958	54.1%	0.2%
Thailand	196	211	220	213	205	206	222	246	227	234	49.3%	2.3%
China	2,732	3,145	3,548	3,948	4,271	4,416	4,698	5,263	5,152	5,980	36.8%	8.2%

Source: World Bank, RBI, Technopak Research & Analysis
2021P: The projections have been arrived at by considering the impact of COVID-19.
* For India, CY 2020P means FY 2021P

Household consumption in India is skewed towards the urban population. Socioeconomic classifications ("**SEC**") A, B and C1, which account for approximately 45.5% of urban population and approximately 12.3% of rural population is commonly referred to as the "top 20%" by income of Indian households.

In Fiscal 2019, the top 20% accounted for 40% to 50% of total household consumption expenditure and approximately 44% of household income. The next 40% of households accounted for 40% of the overall household expenditure, whilst the bottom 40% of households (largely comprising SEC E) made up 10% to 20% of household consumption. The per capita consumption for the top 20% was twice the national average.

The table below sets out the SEC break-up of Indian Households in Fiscal 2019:



Source: RBI Data, Economic Survey, World Bank, EIU, IMF

Food services is a key segment in the Indian economy, which accounted for approximately US$56.5 billion in Fiscal 2020, of which approximately US$ 22.8 billion comes from the organized market (chain and organized standalone outlets). Changing consumer dynamics paired with increasing market proliferation of brands in India are expected to continue to boost the food services sector's growth.

The table below sets out the top four industries in India by market size and contribution to GDP in Fiscal 20120:

S. No.	Industry	Market Size FY 2017 (US$ Bn)	Market Size FY 2019 (US$ Bn)	Market Size FY 2020 (US$ Bn)	% Contribution to GDP (FY 2020)	CAGR FY 2017-2019	CAGR FY 2019-2020
1	Retail	634.7	768.1	829.5	30.7%	10.0%	8.00%
2	Insurance	67.2	75.6	80.9	3.0%	6.1%	7.00%
3	Food Services	44.8	54.62	56.5	2.1%	10.4%	3.41%
4	Hotels	5.6	6.5	7.0	0.3%	7.7%	8.00%

Source: World Bank, Statista, Technopak Analysis
1 USD = ₹ 75

The table below sets out the contribution of the food services market to GDP in select countries in 2019:

Country	GDP CY 2019 (USD Tn.)	FS Market Size CY 2019 (USD Bn.)	Contribution of Food Services Market to GDP	Share of Chain QSR to Total Food Services Market (Market Size in USD Bn)
USA	21.37	552	2.6%	39% (215.3)
China	14.3	613	4.3%	5% (30.6)
Brazil	1.8	83	4.6%	9% (7.5)
UK	2.8	77	2.7%	18% (13.8)
India*	2.7	56.5	2.1%	4% (2.3)
Indonesia	1.1	32	2.9%	6% (1.9)
Russia	1.7	13	0.7%	33% (4.2)
Saudi Arabia	0.8	21	2.6%	15% (3.1)
South Africa	0.4	5	1.3%	38% (2)

Source: RBI Data, Euromonitor, Technopak Analysis
1 USD = ₹ 75

* Indicates Fiscal 2020

India, as compared to other markets, has one of the lowest per capita spend on eating out. This is primarily due to a higher rural population and a preference for eating at home over eating out. In addition, lack of significant eating out options in smaller cities and towns results in lower frequency of eating out. However, eating out frequency is expected to increase in the short term driven by growth of spending power and increased exposure to a variety of culinary customs from across the world.

The table below sets out the per capita spend on food services by urban population per country in 2015 and 2020:

Countries	Per Capita Spend on Food Services by Urban Population (US$)		
	CY 2015	CY 2020	CAGR (CY 2015-2020)
USA	1,735	2,239	5.0%
UAE**	1,330	1,631	4.0%
China	659	684	1%
Saudi Arabia	665	769	3%
Brazil	634	707	2%
South Africa	170	282	11%
Indonesia	219	253	3%
Turkey	124	181	8%
India*	94	122	5%

Source: Technopak Research & Analysis
* India data is for Fiscal 2019.
** Expenditure on food services driven by 15.8 million tourists in 2020.
1 US$ = INR 75

Indian food services market overview

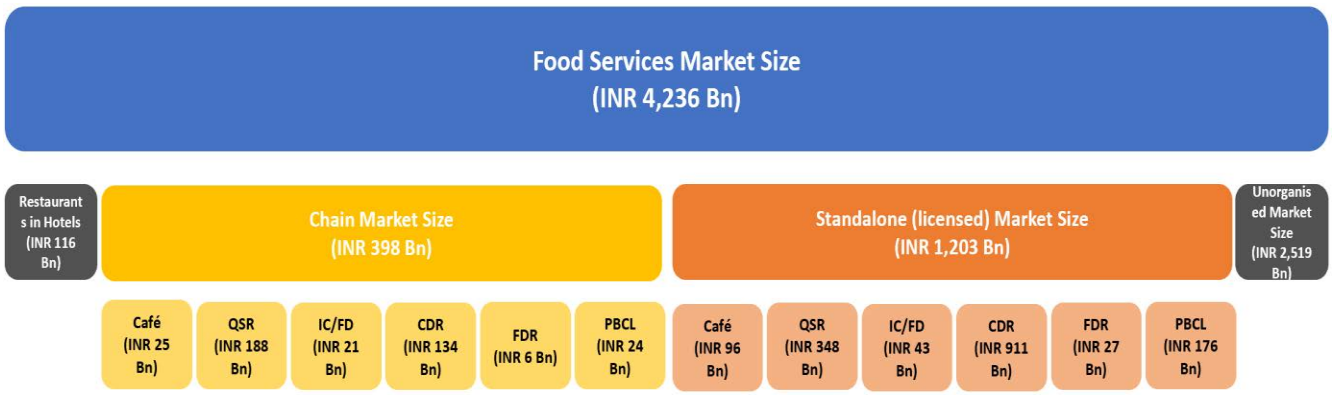
The Indian food services market has gained strong momentum in the last decade due to changing consumer consumption patterns that have seen an increase in the tendency to eat out that had not traditionally been a feature of Indians' lifestyle. This has ensured a constant growth of the Indian food services market, which has evolved considerably since the 1980s, when the number of organized brands operating in the country was negligible and the market was widely dominated by smaller unorganized players. A noticeable shift began in 1996 with the opening up of QSR such as McDonald's, Pizza Hut and Domino's Pizza, followed by Subway, KFC, Burger King, Haldiram's, Moti Mahal and Taco Bell, among others.

Market structure

The Indian food services market is classified into two segments, organized and unorganized, based on three key characteristics: accounting transparency, organized operations with quality control and sourcing norms, and outlet penetration. Any food services outlet that does not conform to these parameters is considered to fall within the unorganized segment, which primarily includes dhabas, roadside small eateries, hawkers and street stalls. By contrast, food services outlets that conform to these parameters fall within the organized segment and can be subcategorized as chains (domestic or international outlets that have more than three restaurant outlets across the country) or standalone outlets. Chains are further subdivided into six sub-segments based on average price charged per person, service quality and speed, and product offering:

- fine dining ("**FDR**"): full service restaurants with high quality interiors, specific cuisine specialty, high standard of service translating to high average per cover. Fine dining targets rich and upper middle class consumer segments as it offers unique ambience and upscale service with highly trained staff;
- casual dining ("**CDR**"): a restaurant serving moderately priced food in an ambiance oriented towards affordable dining with table services. The offering bridges the gap between fast food establishments and fine dining restaurants;
- pub, bar, club and lounge ("**PBCL**"): outlets that mainly serve alcohol and related beverages and include night clubs and sports bars;
- quick service restaurants ("**QSR**"): these are focused on speed of service, affordability and convenience and include the dine-in/takeaway/delivery sub-formats;
- cafes: these include coffee bars and parlours, and chai bars. They are mostly casual restaurants that emphasize on serving beverages and food incidental to those beverages; and
- frozen desserts ("**FD/IC**"): small kiosk outlets of ice cream brands which have been extended to dine-in concept of frozen yogurt and ice cream brands.

The table below sets out the split of the Indian food services market in Fiscal 2020:



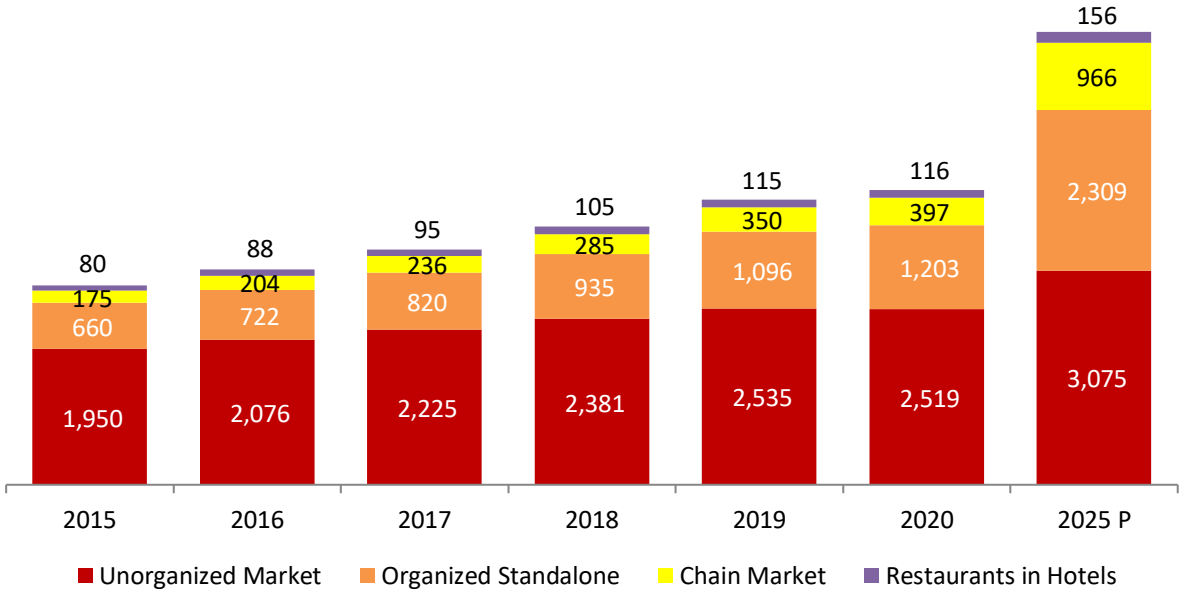
Source: Technopak BoK

Food services market size

The food services market in India has shown consistent growth since Fiscal 2015 and was estimated at ₹4,236 billion in Fiscal 2020. The food services market in India is projected to grow at a CAGR of 9% over the next five years and is expected to reach ₹6,505 billion by Fiscal 2025. In Fiscal 2020, the biggest segment of the food services market was the unorganized market, which accounted for ₹2,519 billion (59% of the food service market), followed by the organized standalone segment, the chain market and restaurants at hotels, each accounting for ₹1,203 billion, ₹397 billion and ₹116 billion, respectively (28%, 9% and 3% of the food services market, respectively).

The table below sets out the Indian food services market size in INR billion:

FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2025P
2,865	3,090	3,376	3,706	4,096	4,236	6,505



Source: Technopak BoK

Each year indicated is FY

The table below sets out the market share of each of the segments of the Indian food services market in Fiscals 2015 and 2020 and the expected market share for Fiscal 2025:

Format	Market Share FY 2015	Market Share FY 2020	Market Share FY 2025P
Unorganized Market	68.1% (1,950)	59.5% (2,519)	47.3% (3,075)
Organized Standalone Market	23.0% (660)	28.4% (1,203)	35.5% (2,309)
Chain Market	6.1% (175)	9.4% (397)	14.9% (966)

Format	Market Share FY 2015	Market Share FY 2020	Market Share FY 2025P
Restaurant in Hotels	2.8% (80)	2.7% (116)	2.4% (156)

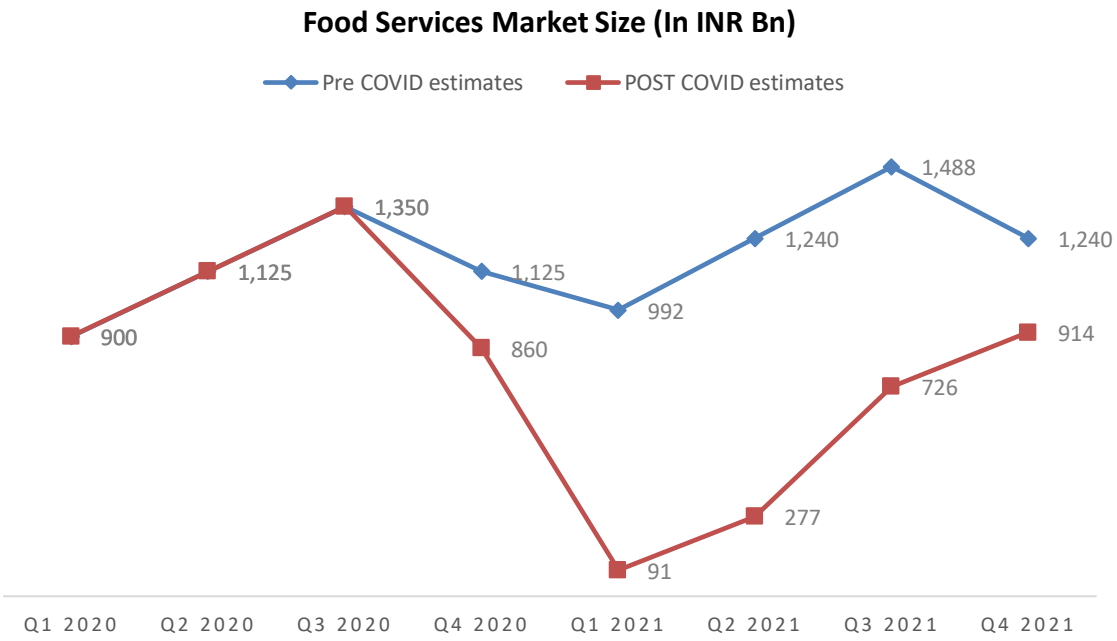
Source: Technopak BoK
( ) values in ₹ billion

The table below shows the Indian food services market CAGR by segment between Fiscal 2015 and Fiscal 2020, as well as expected CAGR by segment between Fiscal 2020 and Fiscal 2025:

Format	CAGR FY 2015-20	CAGR FY 2020-25
Unorganized Market	5%	4%
Organized Standalone Market	13%	14%
Chain Market	18%	19%
Restaurant in Hotels	8%	6%

Source: Technopak BoK

Quarter-wise impact of COVID-19 on the food service market in India



Source: Technopak Analysis

Q4 Fiscal 2020: The impact of COVID-19 on the Food Services Market started in the last month of Q4 Fiscal 2020. As of March 2, 2020, there were five active COVID-19 cases in India (according to covid19.org). Beginning in March 2020, people started to refrain from eating out as frequently due to the fear of COVID-19. Unorganised market was the first to take hit due to hygiene concerns, which was followed by standalone restaurants, etc. Organized chain restaurants were relatively less impacted by COVID-19. On March 25, 2020, India went on a complete lockdown, under which all restaurants in the country had to close, which significantly impacted the entire food services market, resulting in a 31% decrease in the size of the market in comparison to pre-COVID-19 levels for Q4 Fiscal 2020.

Q1 Fiscal 2021: In the beginning of Q1 Fiscal 2021, most of the restaurants were closed in the country. But as various state governments started easing out the strict lockdown-related restrictions in their respective states, many restaurants reopened in April and May 2020 for delivery-only services. However, even though restaurants were open for delivery in Q1 Fiscal 2020, people remained conscious about hygiene and safety measures of the restaurants and were therefore reluctant to order delivery from restaurants, which resulted in very few delivery orders initially following the reopening of the restaurants in the country. As food delivery aggregators started demonstrating capabilities for high food quality and service standards, consumers became more active in ordering via food delivery apps from the QSR chains, and sales started to grow towards the end of May and beginning of June 2020. QSRs were among the first group of restaurants to start recording sales during this quarter. Cafés also started building their delivery capabilities under the circumstances and soon began to recover their growth in sales, while such growth was slow in comparison to the QSR chains which already had the delivery infrastructure and process in place. The food services sector recorded the most significant decrease in sales in this quarter as sales went down by 90% as compared to pre-COVID-19 estimates, which was partially mitigated by the restaurants putting in place their home delivery operations.

Q2 Fiscal 2021: In Q2 Fiscal 2021, food brands began to emphasize on strengthened hygiene and safety measures and processes for food delivery services, including introducing “contactless delivery”, etc., to help increase consumers' confidence in their

capabilities to provide quality food delivery services; as a result, QSR chains, food delivery aggregators and cloud kitchens began to record rapid growth in their sales figures again. In certain states, such as Delhi, U.P, Tamil Nadu, etc., dine-in services were allowed again with restrictions relating to capacity and opening hours of restaurants. The Central and state governments had designated certain areas in the country as "containment zones" for having a large number of confirmed COVID-19 cases. Complete lockdown was imposed in these containment zones and restaurants in these areas were required to remain closed, which impacted sales in such locations.

Q3 Fiscal 2021: In Q3 Fiscal 2021, the food services market has shown healthy growth in the sales figures as more cities have started opening up and many restaurants were allowed to open again for dine-in services, and restrictions on opening hours have also been removed in many cities which contributed to the increase in sales of the food services market.

Q4 Fiscal 2021: In Q4 Fiscal 2021, any restrictions on the food services market is expected to be removed by the government but new safety regulations are expected to be imposed and social distancing will remain. The unorganised food services market is expected to continue to be impacted heavily due to the social distancing and safety and hygiene requirements imposed, and it is expected that the participants in organized food services, such as the QSR chains, will be able to absorb the demand by the consumers of unorganized food services. In this quarter, the food services market is expected to recover to almost 70% of the pre-COVID-19 level. The growth in this segment will be led by market participants in organized food services, such as the QSR chains, cafés, cloud kitchens, etc. and the organized market is expected to recover to approximately 72% of the pre-COVID-19 level.

Food services operations post-lockdown per government's orders

		Maharashtra	Andhra Pradesh	Karnataka	Tamil Nadu	Uttar Pradesh	Delhi
QSR	**Dine-in**	Oct 2020	Jun 2020	Jun 2020	Jun 2020	Aug 2020	Aug 2020
	Delivery	May 2020	Apr 2020	Apr 2020	Apr 2020	May 2020	Apr 2020
CDR	**Dine-in**	Oct 2020	Jul 2020	Jul 2020	Jun 2020	Aug 2020	Aug 2020
	Delivery	May 2020	Apr 2020	Apr 2020	Apr 2020	May 2020	Apr 2020
Café	**Dine-in**	Oct 2020	Jul 2020	Jul 2020	Jun 2020	Aug 2020	Aug 2020
	Delivery	May 2020	Apr 2020	Apr 2020	Apr 2020	May 2020	Apr 2020
FDR	**Dine-in**	Oct 2020	Jul 2020	Jul 2020	Jun 2020	Aug 2020	Sep 2020
	Delivery	May 2020	May 2020	May 2020	May 2020	May 2020	Jul 2020
PBLC	**Dine-in**	Oct 2020	Jul 2020	Jul 2020	Jun 2020	Sep 2020	Sep 2020
	Delivery	May 2020	Sep 2020	Apr 2020	Apr 2020	May 2020	Jul 2020

In some areas, where there were fewer COVID-19 cases, the government allowed restaurants to reopen as early as April 2020 for delivery while in the other areas delivery resumed only in May 2020. For example, delivery from QSR restaurants in Delhi resumed in April 2020 and dine-in services resumed in August 2020. However, in Maharashtra, delivery and dine-in services only resumed in May and October 2020, respectively. Similarly, dine-in services resumed in June 2020 in Andhra Pradesh, Karnataka, and Tamil Nadu, but it only began in Uttar Pradesh in August 2020.

Impact of COVID-19 on the various market participants in the food services industry

QSR: QSRs, particular the chain QSRs, were the first to demonstrate recovery from the impacts of COVID-19. Chain QSRs, including Burger King, generally have the infrastructure and process for delivery services in place long before the COVID-19 crisis and were able to adapt to the government restrictions swiftly. Therefore, while dine-in services had been affected the chain QSRs were able to maintain growth and revenues through enhancing their delivery services. Consumers are also more inclined to order from reputable international QSR chains given they generally maintain high hygiene and safety standards.

Sales recovery for QSR brands started as early as May 2020 when home delivery of food was allowed. The COVID-19 pandemic has not only accelerated 'Delivery' significantly but also 'Takeaway'. Dominos' overall system sales increased by 24% in April 2020 in comparison to the same period last year, with 'Delivery', 'Takeaway' and 'Dine-in' system sales increasing by 47%, 3.6% and 0.2%, respectively, in comparison to the same period last year. In August, Dominos overall system sales increased by 84% and 'Delivery', 'Takeaway' and 'Dine-in' increased by 110%, 154% and 16%, respectively, in comparison to the same period last year. Other QSR chains such as McDonalds, Burger King, etc. are also recovering in sales as most of their outlets had opened up by the end of second quarter of Fiscal 2021 and there has been significant growth in the share of 'Delivery' and 'Takeaway' for them.

During lockdown, dine-in services were mostly shut down. As sales through dine-in were affected, new sales channels emerged. Apart from delivery, sales through drive-through, on-the-go, takeaway were also showing rapid growth.

Café and CDR: Café and CDR were typically known for their dine-in experience and generally did not offer delivery or takeaway services, so they were not as adaptive to the safety measures and social distancing imposed by the government and

the new ways of serving customers in response to COVID-19. As the situation demanded, they have inevitably also began to offer delivery services. Café and CDR have also been recovering from the impacts of COVID-19, albeit relatively slowly.

PBCL and Fine Dining: PBCL and fine dining restaurants were significantly impacted by COVID-19 as most of them stayed closed till the end of July 2020 and in some parts of the country till Oct 2020. Moreover, even after they have re-opened, customers have been hesitant to visit given ongoing concerns.

Cloud Kitchens and Food Delivery Platforms: Cloud Kitchens and food delivery platforms, such as Zomato and Swiggy, played an important role during the lockdown to serving consumer needs. As of October 2020, Zomato and Swiggy have both recovered to nearly 100% of their pre-COVID-19 levels of sales.

Unorganized Segment: The unorganized segment, which primarily includes dhabas, roadside small eateries, hawkers and street stalls was the segment within the food services market that was most significantly impacted by COVID-19. It is estimated that this segment will be the last to demonstrate recovery in sales primarily due to consumers' concerns over hygiene and food safety, and small business owners are less likely to have sufficient working capital to sustain them through the business downturn.

Quarter-wise analysis of the Food Services Market

As the COVID-19 cases begin to reduce in the country and the progress made in vaccine development, it is estimated that the Food Services Market will regain by Q2 Fiscal 2022 approximately 99% of the market as compared to the same period in Fiscal 2020 and by Q3 and Q4 Fiscal 2022 approximately 110% of the market as compared to the same periods in Fiscal 2020.

The table below sets out the quarterly analysis of the Food Services Market between Fiscal 2020 and Fiscal 2022 in INR billion:

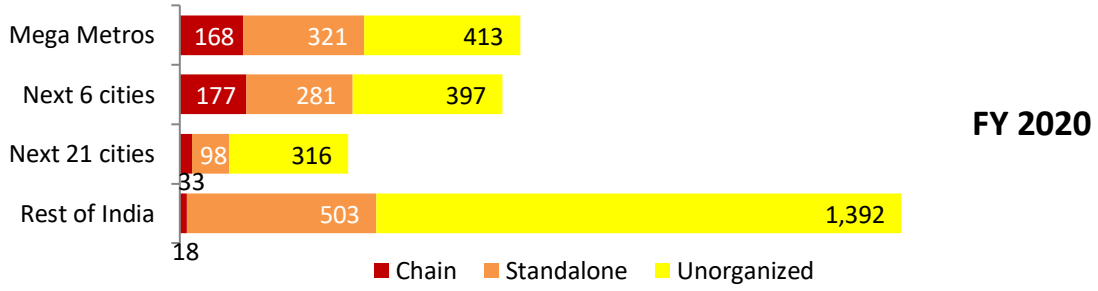
	Q1	Q2	Q3	Q4
FY 2020	900	1,125	1,350	1,125
FY 2021 (Pre-COVID)	992	1,240	1,488	1,240
FY 2022 (Pre-COVID)	1,096	1,370	1,644	1,370
FY 2021 (Post COVID)	91	277	726	914
FY 2022 (Post COVID)	883	1,111	1,489	1,241
Market Comparison FY 2020 and FY 2021	0.10X	0.25X	0.54X	0.81X
Market Comparison FY 2020 and FY 2022	0.98X	0.99X	1.1X	1.1X

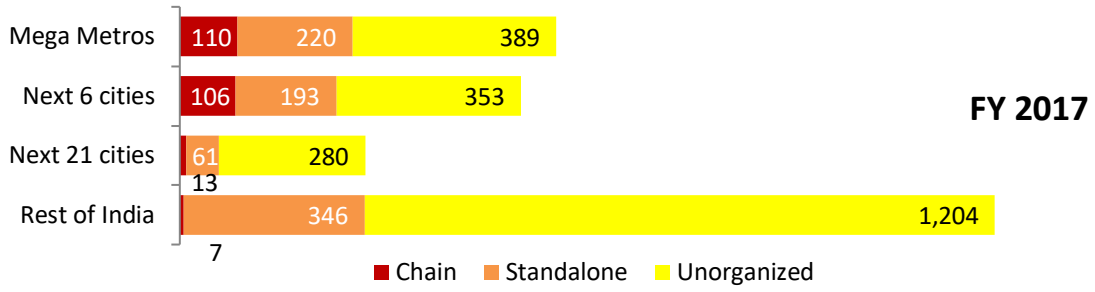
Source: Technopak Analysis
Numbers in INR billion except for market comparison

Geographical distribution

In terms of geographical distribution, Delhi and Mumbai, the two mega metros in India, contributed a total of 21.9% of the total revenue of the food services market in Fiscal 2020, while the six mini metros contributed approximately 20.8% of the total revenue of the segment during the same period.

The table below sets out the food services market by city type in Fiscal 2020 and Fiscal 2017 in INR billion:





Source: Technopak Analysis

The largest eight cities of India have been the center of development, in particular for the organized food services market. Delhi and Mumbai accounted for approximately 42% of the total revenue of the chain food services market in India in Fiscal 2020, and when combined with the next six cities (Kolkata, Bengaluru, Chennai, Hyderabad, Pune and Ahmedabad) they accounted for approximately 87% of the total revenue of the chain food services market during the same period. This has been driven by increased economic activity, rising disposable income, a shift in lifestyle pushing for a higher need for convenience and an increase of women in the workforce. Delhi and Mumbai accounted for approximately 27% of the total revenue of the standalone food services market in India in Fiscal 2020, and when combined with the next six cities they accounted for approximately 50% of the total revenue of the standalone food services market during the same period.

In addition, the food services market has expanded beyond the mega and mini metros with an increased presence of QSR and CDR in Tier I and Tier II cities, driven partly by a lack of quality real estate in mega and mini metros, increased competition in these cities as well as higher disposable incomes paired with high aspirational value of the younger population. Tier I and Tier II cities have emerged as new urban powerhouses with higher disposable incomes clubbed with high aspirational values of the youth, fuelling growth of food service.

The table below sets out a breakdown of the Indian food services market by city type in Fiscal 2020:

Cities	City Type	Chain Market (INR Bn)	Organized Standalone (INR Bn)	Unorganized (INR Bn)	Total FS Market (INR Bn)	Population (Mn.)
Delhi NCR	Mega Metros	84.1	157.5	201.5	443.1	28.0
Mumbai	Mega Metros	84.1	163.5	214.1	461.7	26.1
Pune	Mini Metros	25.8	56.9	44.0	126.6	8.4
Ahmedabad	Mini Metros	14.0	24.2	56.0	94.2	7.9
Bengaluru	Mini Metros	51.8	78.7	47.0	177.5	10.6
Hyderabad	Mini Metros	17.9	44.8	77.6	140.3	9.6
Chennai	Mini Metros	39.8	38.7	72.5	151.0	10.8
Kolkata	Mini Metros	27.9	37.6	102.1	167.6	18.2
Jaipur	Tier I	4.0	19.4	28.0	51.5	3.7
Lucknow	Tier I	4.0	6.3	36.2	46.5	3.5
Surat	Tier I	1.2	3.7	22.6	27.4	5.5
Nagpur	Tier I	1.5	7.7	44.0	53.2	3.0
Kanpur	Tier I	1.2	2.8	19.5	23.5	3.5
Indore	Tier I	1.9	6.4	15.9	24.2	2.6
Patna	Tier I	1.2	2.4	16.0	19.6	2.4
Chandigarh	Tier I	5.9	7.9	7.2	20.9	1.2
Kochi	Tier I	1.9	4.7	10.3	16.9	2.5
Coimbatore	Tier I	1.4	4.7	10.3	16.4	2.6
Vadodara	Tier I	1.9	2.9	10.8	15.6	2.1
Ludhiana	Tier I	0.8	4.5	9.9	15.3	1.9
Madurai	Tier I	0.3	1.5	10.4	12.2	1.7
Vishakhapatnam	Tier I	0.8	3.5	8.4	12.7	2.0
Bhopal	Tier I	1.4	4.2	7.9	13.5	2.2
Amritsar	Tier I	0.8	2.9	8.1	11.8	1.4
Rajkot	Tier I	0.5	1.7	8.7	10.9	1.6
Trivandrum	Tier I	0.4	2.9	4.3	7.6	0.9
Nashik	Tier II	0.8	1.8	11.5	14.1	1.8
Varanasi	Tier II	0.4	1.4	11.3	13.1	1.6
Goa	Tier II	0.8	4.7	15.8	21.3	1.0*

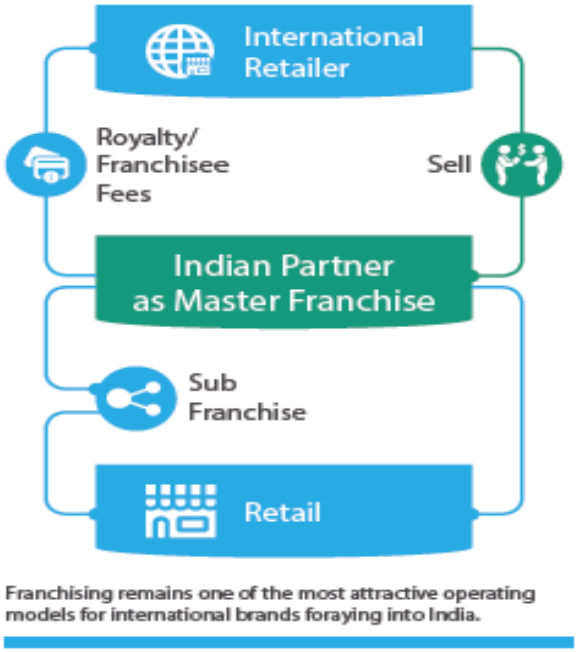
Source: Technopak Analysis

* Total Urban Population of Goa is 1.0 Mn.

Overview of operating models in the food services market in India

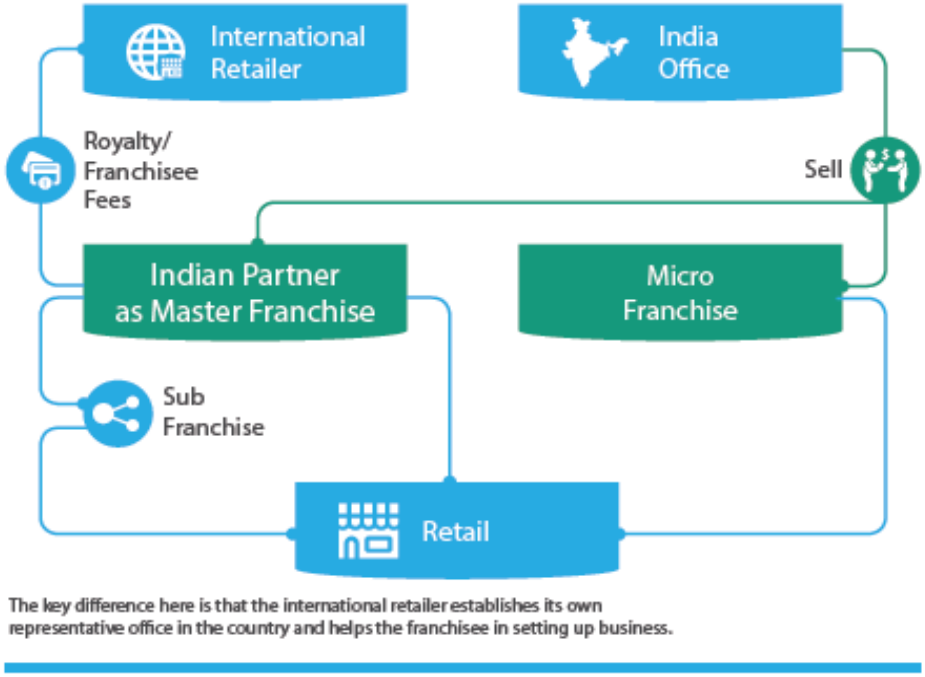
The food services market in India has evolved from home grown, standalone, family-run business ventures to international partnerships with multipolar and integrated business models. Players in the food services market in India currently operate under four key business models:

- *Master franchise*: the traditional franchising model remains one of the most attractive operating models for international brands entering the Indian market. Under this model, the international brand helps the franchisee set up the business by sharing its technical knowhow and lending the brand name. The investment is limited to pre-operative expenses such as supplier development, franchisee training, location assessment and consulting expenses. In return, the international brand charges a royalty fee from the franchisee. In certain instances, franchisees are allowed to operate a system of sub-franchises. The master franchisee is also allowed to make small alterations in the size of the format based on availability of real estate and for better unit economics in certain areas such as metro stations, tier II cities, highway locations, etc. Examples of companies operating under this business model in India include Domino's Pizza and Subway.



Source: Technopak BoK

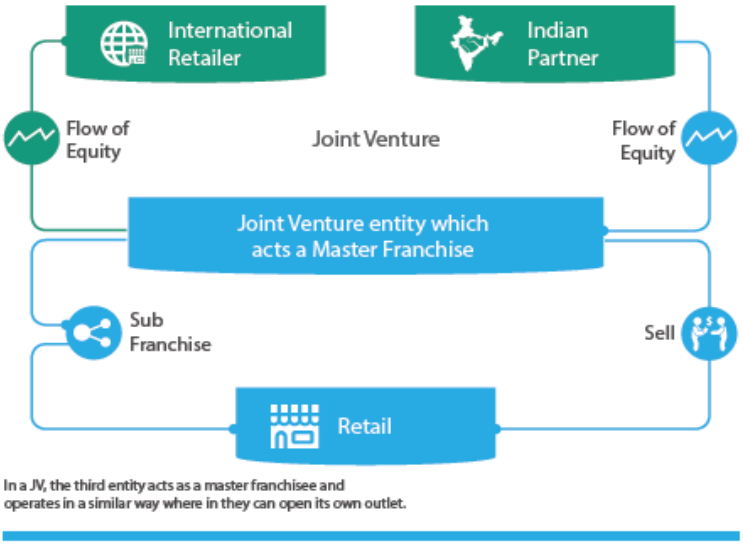
- *Company owned and franchise*: this model is very similar to the master franchise model. The key difference is that the international brand establishes its own representative office in the country and helps the franchisee in setting up its business. In addition to pre-operative expenses typically incurred in the master franchise, this model also requires the international brand to incur expenses related to setting up the representative office. The representative office has a team that is in close relationship with the franchisee and is responsible for creating and maintaining the brand image. Examples of companies operating under this model in India include Pizza Hut and Jumbo King.



Source: Technopak BoK

- *100% company owned*: under this model the brands set up their business with their own investment and, as a result, have full control of the operation of the business. The downside to this model is that it is capital intensive and, therefore, prone to high financial risk. The company is responsible for all operational aspects of running the business, including creating brand awareness, product development and quality control. This model tends to be more popular with brands that continue to be family run, business that operate under a niche concept or consider consistent service across outlets as a critical factor of operation. Examples of companies operating under this model in India include Café Coffee Day and Barbeque Nation. Some of the companies operating under this model are starting to create a hybrid between the 100% company owned and the franchise model, the franchisee owned company operated model, under which the franchisee develops an outlet which is then run by the brand in return for a percentage in the share of the overall revenue.

- *Joint venture*: under this model, the international brand enters into a joint venture agreement with a local entity to create a new entity which operates as master franchisee for the operation of the international brand in the country. The local partner has deep understanding of the consumer behavior in the country and provides real estate to the international brand, as well as setting up the supply chain, which allows the international brand for a faster scale in the country. Companies operating under the joint venture model are allowed to make small alterations in the size of the format based on availability of real estate and for better unit economics in certain areas such as metro stations, tier II cities, highway locations, etc. Examples of companies operating under this model in India include Starbucks, Burger King and TGI Friday's.



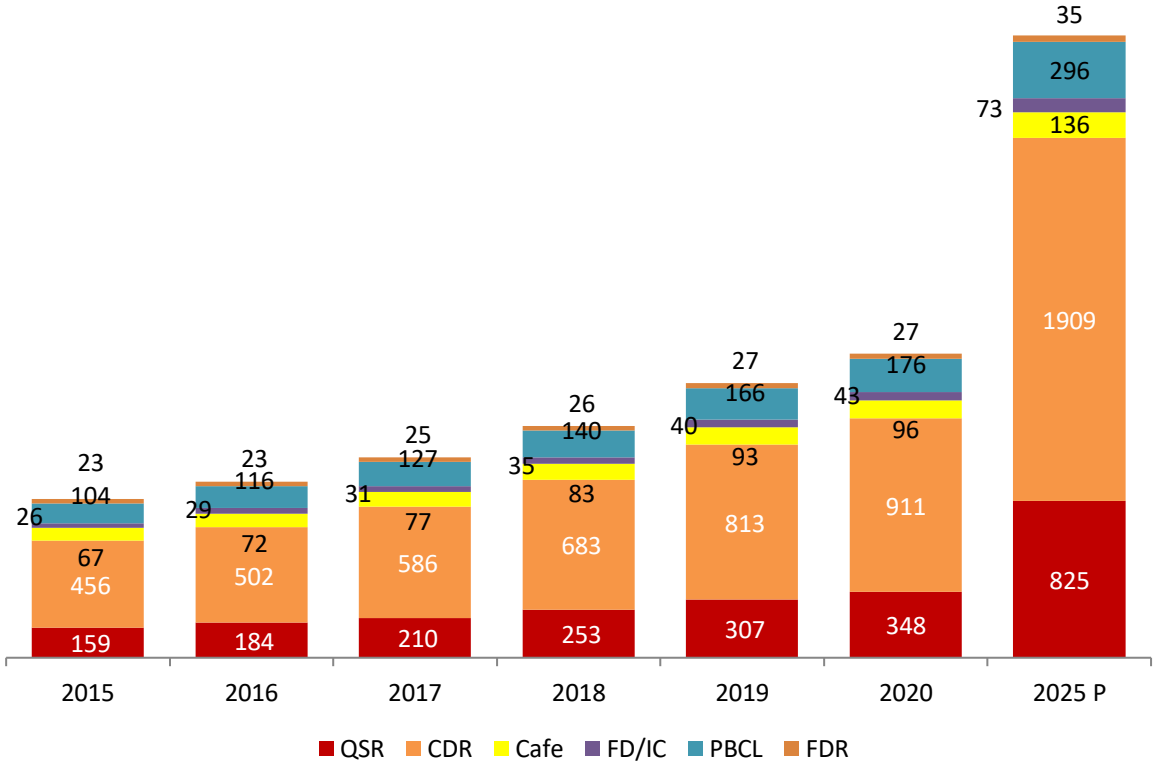
Source: Technopak BoK

Organized food services market overview

The organized food services market in India (chain and standalone outlets, excluding restaurants in hotels) was estimated at ₹1,600 billion in Fiscal 2020 and is projected to grow at a CAGR of 15.4% to ₹3,275 billion by Fiscal 2025, and is expected to increase its share of the total market from 37.8% in Fiscal 2020 to 50.3% by Fiscal 2025.

The table below sets out the Indian organized food services market size in INR billion:

FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2025P
835	926	1,056	1,220	1,446	1,600	3,275



Source: Technopak BoK

The table below sets out the CAGR of each of the organized food services sub-segments between Fiscal 2015 and Fiscal 2020, and their expected CAGR between Fiscal 2020 and Fiscal 2025:

Format	CAGR FY 2015-20	CAGR FY 2020-25
Quick Service Restaurants	17%	19%
Casual Dining Restaurants	15%	16%
Café	7%	7%
Frozen Dessert/ Ice Cream	11%	11%
PBCL	11%	11%
Fine Dining Restaurants	3%	5%

Source: Technopak BoK

The table below sets out the market share of each of the chain food services sub-segments in Fiscal 2015, Fiscal 2020 and the expected market share by Fiscal 2025:

Format	Market Share FY 2015	Market Share FY 2020	Market Share FY 2025P
Quick Service Restaurants	19% (159)	22% (348)	25% (825)
Casual Dining Restaurants	55% (456)	57% (911)	58% (1909)
Café	8% (67)	6% (96)	4% (136)
Frozen Dessert/ Ice Cream	3% (26)	3% (43)	2% (73)
PBCL	12% (104)	11% (176)	9% (296)
Fine Dining Restaurants	3% (23)	2% (27)	1% (35)

Source: Technopak BoK
( ) values in ₹ billion

Chain market

The chain market in India has evolved and witnessed a majority of changeover during the last three decades. The transition phase of the chain market can be divided into 3 stages as set out in the table below:



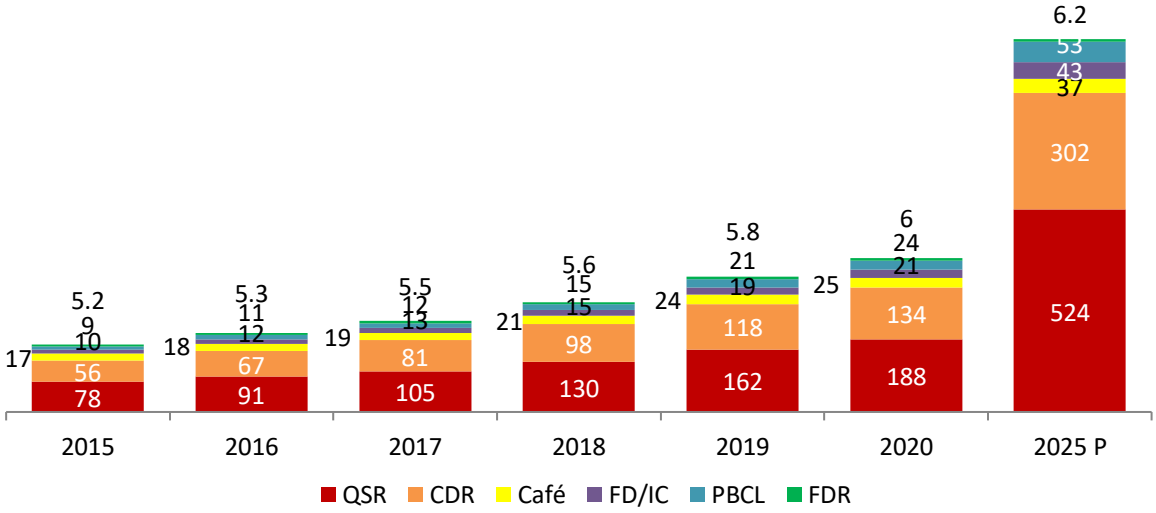
Phase I (1991-2001)	Phase II (2001-2010)	Phase III (2010 Onwards)
High focus on Metro & Mini Metros	Thin Penetration in Tier I & II Cities	Penetration in newer segments (Travel, Education, Medical) and increased penetration in Tier I & II cities
Ownership/ Franchise Model & Management contracts	Continuation with franchisee model & JV's	Emphasis on contracts more centred around revenue sharing
Funded by personal capital & conventional means	Partnerships/ JVs with related business interest, Initiation of PE funding	Expansions under brands & emergence of new brands/concept. PE driving expansion
Customer acquisition, sustainable revenue growth	New Opportunity areas with Focus on CRM, Expansion & extended capacity building	Customer engagement, format diversification & Product enhancement

Source: Technopak BoK

The chain market in India was estimated at ₹398 billion in Fiscal 2020 and is projected to grow at a CAGR of 19% to ₹965 billion by Fiscal 2025.

The table below sets out the Indian chain market size in INR billion:

FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2025P
175	204	236	285	350	398	965



Source: Technopak BoK

Growth in the chain market is expected to be driven in the next five years by an increase in presence of international brands, strengthening of back end infrastructure, acceptance of new cuisines, changing lifestyles and aspirations and the emergence of entrepreneurial ventures in these segments.

Due to COVID-19, consumers have become more cautious towards hygiene and safety issues, and the chain QSRs or CDRs positioned themselves to meet all the heightened requirements in relation to food quality, service standards, processes and delivery capabilities to capture the opportunities that arise due to the consumers more cautious dining habits, particularly as in the post-COVID-19 world, while some consumers are expected to go back to the unorganized sector, there will be others who permanently shift from the unorganized sector to the organized sector. This gap created by unorganized sector can be easily serviced by the chain QSR and CDRs.

The table below sets out the CAGR of each of the chain food services sub-segments between Fiscal 2015 and Fiscal 2020, and their expected CAGR between Fiscal 2020 and Fiscal 2025:

Format	CAGR FY 2015-20	CAGR FY 2020-25
Quick Service Restaurants	19%	23%
Casual Dining Restaurants	19%	18%
Café	8%	8%
Frozen Dessert/ Ice Cream	16%	15%
PBCL	22%	17%
Fine Dining Restaurants	3%	1%

Source: Technopak BoK

The QSR and CDR sub-segments had a combined market share of the total chain market of 76% and 81% in Fiscal 2015 and Fiscal 2020, respectively, and are expected to have a combined market share of 86% by Fiscal 2025. The QSR sub-segment is expected to grow driven by economic growth, demographic, cultural and lifestyle changes and increased penetration in Tier II and Tier III cities, which is expected to be facilitated by improved supply chains, innovation and customisation in operating models and store sizes.

The table below sets out the market share of each of the chain food services sub-segments in Fiscal 2015, Fiscal 2020 and the expected market share by Fiscal 2025:

Format	Market Share FY 2015	Market Share FY 2020	Market Share FY 2025P
Quick Service Restaurants	45% (78)	47% (188)	54% (524)
Casual Dining Restaurants	32% (56)	34% (134)	31% (302)
Café	10% (17)	6% (25)	4% (37)
Frozen Dessert/ Ice Cream	6% (10)	5% (21)	4% (43)
PBCL	5% (9)	6% (24)	5% (53)
Fine Dining Restaurants	3% (5.2)	2% (6)	1% (6.2)

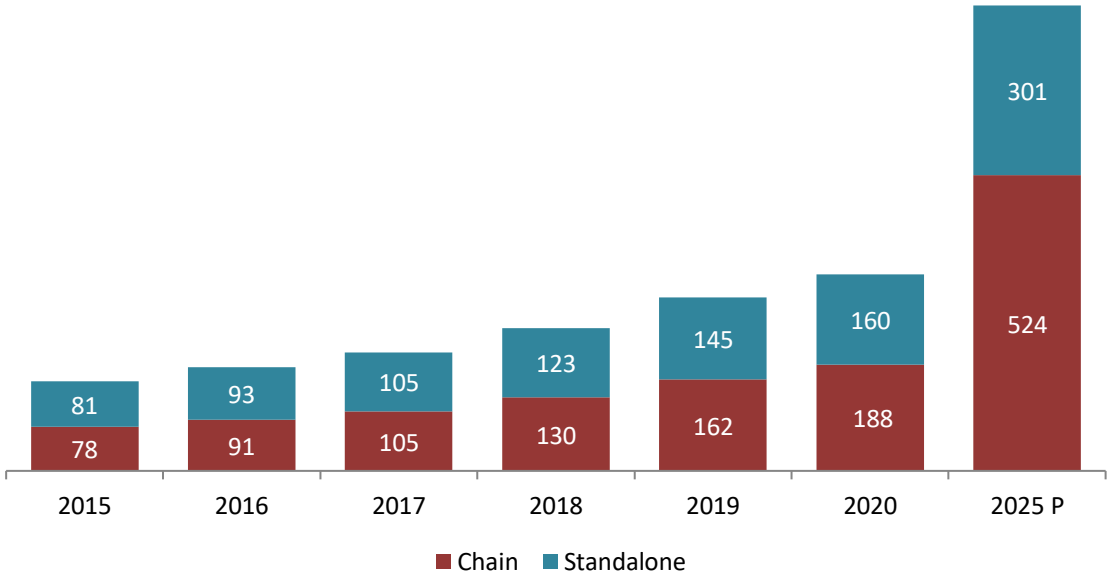
Source: Technopak BoK
( ) values in ₹ billion

Indian organized QSR sub-segment

The organized QSR sub-segment in India was estimated at ₹348 billion in Fiscal 2020 and is projected to grow at a CAGR of 19% to ₹825 billion by Fiscal 2025. Growth in the QSR sub-segment is expected to be driven by the chain QSR market, which was approximately 54% of the total QSR sub-segment in Fiscal 2020 and is estimated to be approximately 64% of the total QSR sub-segment by Fiscal 2025. The historical growth of chain QSR has primarily been driven by international brands such as Domino's Pizza, McDonald's, Burger King, KFC and Subway, which combined account for approximately 44% of the total chain outlets in India as of Fiscal 2020.

The table below sets out the Indian Organized QSR sub-segment size in INR billion:

FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2025 P
159	184	210	253	307	348	825



Source: Technopak BoK

The chain QSRs grew at a CAGR of 19% between Fiscal 2015 and Fiscal 2020, and are expected to grow at a CAGR of 23% between Fiscal 2020 and Fiscal 2025. Standalone QSRs grew at a CAGR of 15% between Fiscal 2015 and Fiscal 2020, and are expected to grow at a CAGR of 14% between Fiscal 2020 and Fiscal 2025. The table below sets out the CAGR of chain QSRs and standalone QSRs between Fiscal 2015 and Fiscal 2020, and their expected CAGRs between Fiscal 2020 and Fiscal 2025:

Format	CAGR FY 2015-20	CAGR FY 2020-25
Chain QSRs	19%	23%
Standalone QSRs	15%	14%

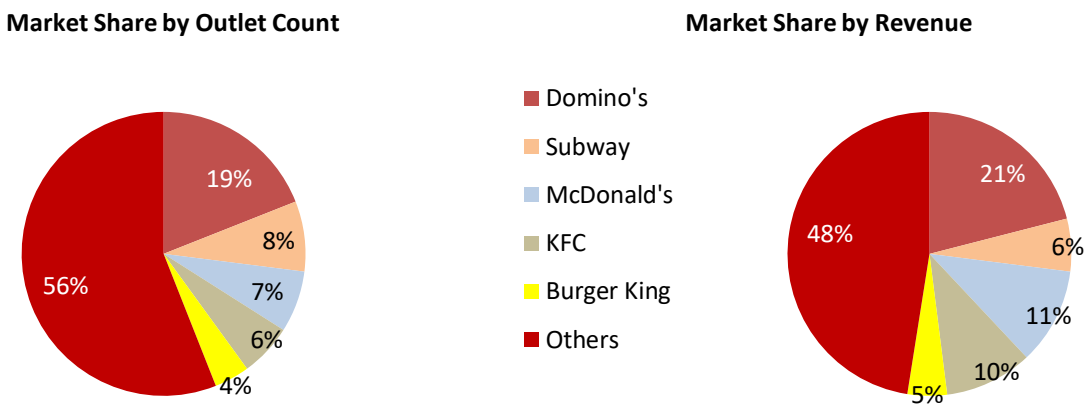
Source: Technopak BoK, NRAI India Food Services Report 2016

Chain QSR market

In order to remain competitive in a growing market, achieve scale and increase consumer acceptance, most of the QSR companies are adjusting their offerings (including flavours, pricing and services) to meet the demands of the Indian market. Amongst the initiatives to achieve these goals are the opening of vegetarian restaurants in certain parts of the country, the creation of non-beef and non-pork based menus, the separation of vegetarian and non-vegetarian cooking areas, the introduction of local flavors to the menu, the roll-out of home delivery services and the setting of India-centric pricing with affordable entry level products in the menu.

Domino's Pizza has achieved the largest market share of the chain QSR sub-segment by number of outlets (19% in Fiscal 2020) due to aggressive marketing, an attractive value proposition and a strong home delivery network. They are followed by Subway (8% in Fiscal 2020), McDonald's (7% in Fiscal 2020), KFC (6% in Fiscal 2020) and Burger King (4% in Fiscal 2020), a relatively new entrant that has increased its count in the shortest span of time as compared to other international QSR companies and has become a prominent player in the QSR sub-segment. In terms of sales, Domino's Pizza has the largest market share of the chain QSR sub-segment by revenue (21% in Fiscal 2020) followed by McDonald's (11% in Fiscal 2020), KFC (10% in Fiscal 2020), Subway (6% in Fiscal 2020) and Burger King (5% in Fiscal 2020).

The following charts set out the market share by outlet count and by revenue in the chain QSR sub-segment in Fiscal 2020:



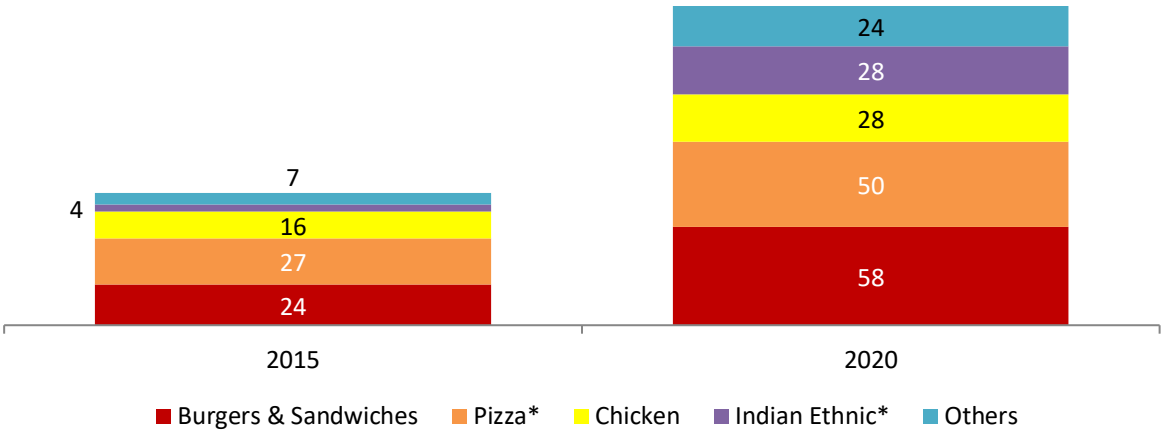
Source: Technopak Research & Analysis

Key formats in chain QSR

The Indian chain QSR sub-segment is dominated by burgers and sandwiches, with a market share of 31% in Fiscal 2020, followed by pizza, with a market share of 26% in Fiscal 2020 and chicken, with a market share of 15% in Fiscal 2020. The majority of companies within these formats are international brands. The remaining 25% of the market share in the chain QSR sub-segment is split between small national and regional companies offering Indian ethnic cuisine, Chinese cuisine and other types of cuisine.

The chart below sets out the Indian chain QSR sub-segment size in INR billion:

FY 2015	FY 2020
78	188



Source: Technopak Research & Analysis
* Does not include companies operating in CDR and other segments

Within the chain QSR sub-segment, the burgers and sandwiches format grew at a CAGR of 19% between Fiscal 2015 and Fiscal 2020, the pizza format grew at a CAGR of 13% during the same period, the chicken format grew at a CAGR of 12% during the same period, and the Indian ethnic format grew at a CAGR of 48% during the same period.

Growth drivers and trends in the food services market

Industry drivers

Increasing availability of retail space leading to food services market expansion

Companies in the food services market operate in a variety of locations, including malls, high streets, office complexes, highways, hospitals, airports, etc. Malls and high streets have traditionally been the preferred locations for the food services market. The sustained growth of online shopping has resulted in brick and mortar retailers rationalizing their retail space, thereby increasing availability for food and services market companies in the organized retail environment. This has resulted in food services market to emerge as a key sector driving the retail space and being a leading segment to increase footfalls in malls or high streets. Malls are leasing prime floor space to increase the number of food and services companies in their buildings due to the high revenues generated form the food services market. It is estimated that during Fiscal 2018

approximately 20% to 25% of total mall space was leased to food and services market outlets. In addition, the concept of food courts inside mall spaces has historically been successful and is expected to continue to attract large numbers of people.

Before the COVID-19 pandemic, it was estimated that by the end of Fiscal 2021 there will be an increase in available space of approximately 2 million square feet for expansion of the food services market in malls in the top seven largest cities in India. However, as a result of the COVID-19 crisis, future supply of available spaces has been disrupted due to the shortage of the required labor force and financial means, and the estimated approximately 2 million square feet of available space are now expected to come through by the end of Fiscal 2023.

The table below shows the mall stock and future supply, including the expected available space for food services in the seven largest cities in India:

City	Mall Stock (Mn. Sq. Ft.)	Future Supply (2019-21) (Mn. Sq. Ft.)	Additional Space Available for Food Services
Delhi NCR	25.5	1.8	0.4
Mumbai	17.4	2.5	0.6
Bengaluru	10.3	2.6	0.6
Chennai	4.5	0.2	0.1
Pune	6.1	0.9	0.2
Hyderabad	4.6	1.3	0.3
Kolkata	5.9	-	-

Source: ANAROCK Report- Rebirth of Retail Malls 2018, Cushman & Wakefield

There is a growing trend to increase the presence of food services market outlets in highways, railway stations, metro rail stations and airports driven partly by an increase in the trend of the mini-vacation to nearby destinations within 200 to 300 kilometers for weekend getaways. Highways have seen rapid growth in passenger traffic with improvement in infrastructure resulting in increased penetration of food and services market outlets at strategic locations. Highways are preferred by companies in the QSR sub-segment compared to companies in the CDR sub-segment due to ease of operations and setting-up outlets as well as the ability to dispense food at a faster pace to customers who do not wish to spend a long time at a spot in the middle of their journey. In addition, companies in the QSR sub-segment leverage their presence on highways to increase brand visibility with the aim to increase penetration into Tier II and Tier III cities. The National Highway Authority of India has developed a scheme called WASA (wayside amenities), which will be leased for development with a particular focus on the food services market, in order to benefit from increasing traffic in highways across the country.

The table below sets out the key highways for development of WASAs:

Highway	Location 1	Location 2	Distance Between Locations (Kms)
Yamuna Expressway	Noida	Agra	188
Taj Expressway	Agra	Lucknow	336
NH 28	Lucknow	Bihar Border	311
NH 56	Lucknow	Varanasi	285
NH 93	Agra	Moradabad	220
NH 21 (New)	Agra	Bareilly	214
NH 57	Muzzafarpur	Purnia	310
NH 83	Patna	Gaya	125
NH 58	UP Border	Badrinath	380
NH 2	Dalkola	Kolkata	343
NH 44	Delhi	Dalhousie	559
NH 16	Puri	Kolkata	496
NH 44	Delhi	Amritsar	450
NH 44 & NH 5	Delhi	Shimla	343
NH 48	Delhi	Ajmer via Jaipur	405
NH 48/ 58	Jaipur	Udaipur	393

Source: Ministry of Road Transport & Highways, Indian Government.

In addition, fuel stations have potential to be utilized by food services market companies as drive-through locations. The table below sets out the key players in fuel retailing:

Player	Gas Stations
Indian Oil	28,059
Hindustan Petroleum	16,476
Bharat Petroleum	16,234
Nayara Energy (Essar Oil)	5,702
Reliance Retail (Fuel Stations)	1,398

Source: Annual Report (FY 2018-19) of the brands.

Air and rail transportation has registered a continuous growth in India, which is driving an increase in food services market outlets in stations and airports, with companies developing new concepts, menus, service style and use of technology to cater to consumers with limited time availability. Various schemes have been put in place by the government to encourage travel growth, including the Railway Ministry's plan to redevelop 90 railway stations across the country to transform them into world-class transit hubs; a programme to connect regional cities by way of a low-cost airline services, which already operates 325 routes in 19 states; and the approval of 15 new airports to release congestion on existing airports.

Increasing eating-out and ordering-in behavior

There is an increasing trend in urban cities in India, across all economic classes, to eat out without the need for a special occasion but rather as part of a shopping experience or a leisure outing. Indians are expecting not only to enjoy a meal but also to socialize and experiment various cuisines. This trend is particularly strong with population in the millennial age group of 15 to 34 years of age, which during Fiscal 2020 ate out approximately twice per month and ordered in approximately once per month. India has the highest number of millennials in the world, and the millennial population of India is expected to grow at a faster rate than other groups, which is likely to drive further growth in eating out behavior among Indian consumers. The table below shows the average eating-out and ordering-in frequency and expenditure in various age groups during Fiscal 2020:

Age Group	Eating-out Frequency/ Month	Ordering-in Frequency/ Month	Average Spend per Outing (₹)	Average Spend per Order (₹)
15-24 yrs.	2.3	0.9	230	124
25-34 yrs.	1.9	0.7	225	118
> 35 yrs.	1.5	0.3	303	107

Source: Technopak Research & Analysis

Format-wise spend

During Fiscal 2020, the split of expenditure by sub-segment on eating out was 38% in QSR, 31% in CDR and 14% in Café. Easy access, competitive pricing, availability of combos and meal packages drive QSR's preference between the younger population and professionals working in office environments. The table below shows the average monthly spend on eating out per household during Fiscal 2016 and Fiscal 2020, as well as the CAGR between those periods:

Format	Avg. Monthly Spend Per Household* (₹)		
	FY 2016	FY 2020	CAGR FY 2016-20
Quick Service Restaurants	1,573	1,779	4.2%
Casual Dine Restaurants	1,276	1,452	4.4%
Café	638	656	0.9%
Frozen Dessert/ Ice Cream	383	375	-0.7%
PBCL	340	375	3.3%
Fine Dining Restaurants	43	47	3.3%
Total	4,252	4,683	3.3%

Source: Technopak Research & Analysis
* Avg. Household size was 4.02 during the course of research

The table below sets out the out of home food expenditure by household in Fiscals 2014, 2017 and 2020 by type of city:

City Type	Eating-out Frequency per Month			Average Spend per Outing (INR)			Ordering-in Frequency per Month			Average Spend per Ordering-in (INR)		
	FY 2014	FY 2017	FY 2020	FY 2014	FY 2017	FY 2020	FY 2014	FY 2017	FY 2020	FY 2014	FY 2017	FY 2020
Mega Metros	5.7	6.1	6.3	902	998	1,039	1.0	1.7	2.1	410	466	495
Mini Metros	5.0	5.3	5.5	752	829	861	0.9	1.4	1.9	360	410	433
Tier I & II	4.3	4.6	4.8	612	674	706	0.6	0.9	1.1	263	299	316

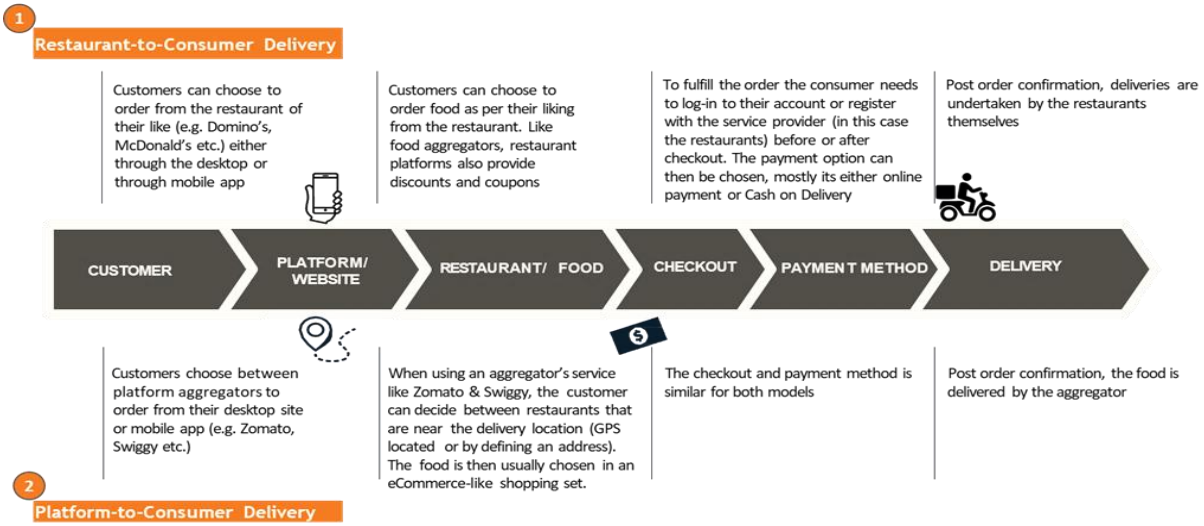
Source: Technopak BoK, NRAI India Food Services Report 2013 & 2016.
Mega Metros include cities such as Delhi NCR and Mumbai.
Mini Metros include cities such as Ahmedabad, Pune, Kolkata, Hyderabad, Bangalore and Chennai.
Tier I includes cities such as Jaipur, Lucknow, Surat, Nagpur, etc.
Tier II includes cities such as Nashik, Varanasi, Goa, etc.

Growth of online food delivery and food tech

The Restaurant-to-Consumer Delivery segment includes the delivery of meals carried out directly by the restaurants. The order may be made via platforms or directly through a restaurant website or app (e.g., Burger King).

The Platform-to-Consumer Delivery segment focuses on online delivery services that provide customers with meals from partner restaurants that do not necessarily have to offer food delivery themselves. In this case, the platforms (e.g., Zomato, Swiggy, etc.) handle the delivery process.

The table below shows the different business models for online delivery in India:



Source: Statista, Technopak Research & Analysis

The overall delivery market in India is expected to grow at a CAGR of 12.2% to reach US$18.1 billion by Fiscal 2025 from US$10.2 billion in Fiscal 2020, which as up from US$4.7 billion in Fiscal 2016, representing a CAGR of 21.4% between FY 2016 and 2020.

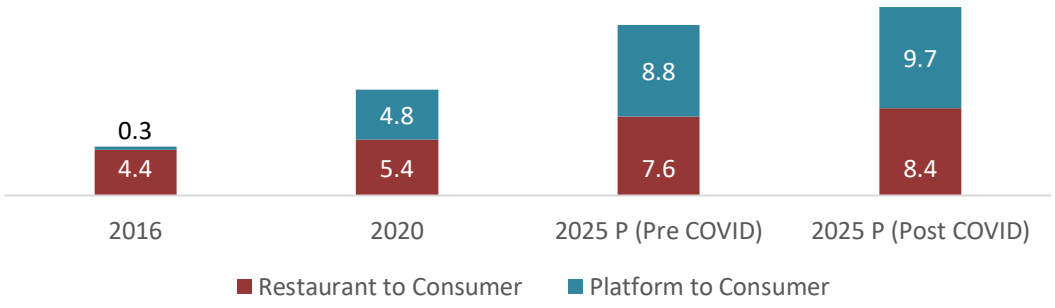
Platform-to-Cosumer Delivery segment has shown the strongest growth between both delivery business models, growing at a CAGR of 100% between Fiscal 2016 and Fiscal 2020, a trend that is expected to continue at a CAGR of 15.1% to reach US$9.7 billion by Fiscal 2025 from US$4.8 billion in Fiscal 2020.

Prior to the COVID-19 pandemic, the growth of the Platform-to-Consumer Delivery segment between 2020 and 2025 was estimated to be 13%, but the projected growth rate has increased to 15.1% following the pandemic primarily due to consumers' preference for food delivery over dine-in during this period.

Similarly, prior to the COVID-19 pandemic, the growth of the the Restaurant-to-Consumer Delivery segment between 2020 and 2025 was estimated to be 7%, but the projected growth rate has increased to 9.2% following the pandemic, which is primarily attributable to the restaurants increased focus on hygienic and safe delivery, which motivated a lot of consumers to order directly from restaurants through their websites and/or apps.

The table below sets out the split between the online delivery business models in Fiscal 2016, Fiscal 2020 and Fiscal 2025 (pre- and post-COVID scenarios) in US$ billion:

FY 2016	FY 2020	FY 2025P (Pre COVID Scenario)	FY 2025P (Post COVID Scenario)
4.7	10.2	16.4	18.1



Source: Statista, Technopak Research & Analysis

In addition to factors such as busy lifestyle and increase of disposable income, a rise in the use of smart phones and higher internet penetration in India are expected to continue to drive growth in the Indian food services market. Internet in India had a reach of over 535 million users in Fiscal 2018 and is expected to exceed 700 million users by Fiscal 2020. Smartphone penetration is growing at a similar pace, with an estimated 340 million users in Fiscal 2018 and expected to exceed 490 million users by Fiscal 2020. The table below sets out internet and smartphone penetration in India in Fiscals 2017, 2018 and 2019:

Category	FY 2017	FY 2018	FY 2019
Internet Users (in Mn.)	455	535	627
Smartphone Users (in Mn.)	100	340	408

Source: Secondary Research.

Internet penetration and increased smartphone usage paired with demonetization implemented in November 2016 boosted an increase in digital payments. Digital wallets like Paytm, Mobikwik and PhonePe fuelled the growth of digital transactions across different sectors. The rise of digital commerce, innovation in payments, real time payment and mobile point of sale have contributed to growth of digital payment across the food services market. According to a study by Assocham-PWC India, digital payments in India will more than double to reach US$135.2 Bn. by Fiscal 2023 from US$64.8 Bn in Fiscal 2019. The chart below sets out digital transactions per capita in India in 2017, which are low compared to other key economies:

Country	Transactions per capita
Singapore	782
USA	474
Russia	179
Brazil	149
China	97
South Africa	79
Indonesia	34
India*	22

Source: Report of India's High Level Committee on Deepening of Digital Payments
* Indicates Fiscal 2019

The impact of technology in the food services market is not limited to a shift in the online delivery business models, but has driven the emergence of new businesses such as restaurant discovery platforms (directories, business reviews and opinions available through online platforms), cloud-based kitchens (delivery-only kitchens that focus their offering on a health-aware, younger, more sophisticated population providing better quality meals at affordable prices, without the need to pay high rental and capital expenditures required for dine-in restaurants) and online table reservation (platforms that allow users to book tables in restaurants online).

Food trends

Larger focus on value meals

Indian consumers, irrespective of socioeconomic class or type of city, are eating-out and ordering-in at a per-household average of six to seven times per month with a view to experiment and socialize over food. Whilst there is a willingness to spend more on these type of experiences, Indian consumers continue to be cost-conscious and look at value for money options when eating out and cost efficient functions when ordering in. Given the COVID-19 pandemic, consumers are also moving away from experimental eating and more inclined to opt for low-cost meals.

Contemporization of Indian cuisine

The contemporization of Indian cuisine allows consumers to experience tranditional flavors and regional specialties of Indian cuisine prepared using differentiated techinques and new world presentations.

Cloud-based kitchens

Cloud-based kitchens are emerging as an alternative channel for food delivery. Cloud-based kitchens are players in the food services market that, due to high rental prices and capex required for in-dining restaurants have focused on becoming delivery-only kitchens thus removing pressures from the bottom line of companies due to lower rentals, manpower cost and reduced cost of utilities.

These delivery-only kitchens aim to provide better quality meals at affordable prices to consumers and are largely targetting consumers who demand a healthy food offering. Due to a significant rise in awareness of healthy-eating habits among consumers, urban consumers in particular are putting emphasis on health and wellbeing, and as consumer health awareness becomes more sophisticated, particularly among younger demographic groups, players targeting health issues are expected to become more refined in their offering, focusing on particular conditions and nutritional requirements. In addition, internet and smartphone penetration in India have further helped the growth of cloud-based kitchens.

However, cloud-based kitchen lack brand recognition and awareness due to a lack of physical presence, and the loyalty of its customers tends to be more floating than that of companies with strong brand recognition such as Domino's Pizza, McDonalds, Burger King, etc. Cloud-based kitchens will be able to further disrupt the market only to the extent that they manage to create a strong and loyal consumer base and are able to create brands that are scalable and accepted across consumer groups in different cities.

During the lockdown due to COVID-19 when only delivery from restuarants was allowed, cloud-based kitchen played an important role in providing safe and hygenic food to consumers at home. As a result, cloud-based kitchens demonstrated growth in sales even during Q2 of Fiscal 2020, and the trend is expected to continue as an increased number of consumers are likely to opt for delivery and takeaway over dine-in services post-COVID-19.

Strengthening back-end

Agriculture and food processing

The food processing sector accounts for between 30% and 32% of the total Indian food industry and was estimated to be between US$ 120 and 130 billion in Fiscal 2019, having grown at a CAGR of between 8% to 9% over last 3 to 4 years. The output of the food processing sector (such as breads, buns, jams, meat and poultry, processed dairy and beverages) form direct inputs of the food services sector. Fresh produce (such as fruits and vegetables) form direct agricultural inputs. The food services market accounted for 7% to 8% of food processing output and approximately 0.8% of agricultural output in Fiscal 2019.

Supply chain and logistics

The Indian supply chain and logistics market was estimated at US$470 to 490 billion in Fiscal 2019 and is one of the most fragmented markets in the world. The food services market was estimated to contribute US$700 to 750 million in the same period, and growth of the chain market is expected to have a proportionately positive impace in the creation of an efficient supply chain. The key players in the supply chain market in India are Snowman Logistics, ColdEx, RK Foodland, Coldman and Future Supply Chain, as set out on the table below:

Company	Geographic Reach (No. of Cities)	Cold Storage Capacity (in 000' Pallets; Oct. 2020)	Owned Fleet Size	Distribution Centres
Snowman	400+	107	293	33
ColdEx	210	12*	594	5
RK Foodland	66	6	350	18
Coldman	NA	120	105	20
Future Supply Chain	NA	13	101	8

Source: News articles, ColdeX DRHP, company websites.
* Indicates total capacity (7,000 owned and 5,000 leased).

The Indian supply chain and logistics market is at a nascent stage and has witnessed a high growth rate in the last few years. Within the supply chain and logistics market, the cold chain segment in India is expected to grow at a CAGR of 19% between Fiscal 2019 and Fiscal 2024. Integrated supply chain logistics is expected to grow at a CAGR of 20% to 25% in the same period. Private capital is playing a key role in the growth of this market, as it eliminates some of the challenges related to price and procurement and increases transparency from farm to fork by tracking every stage of the process.

Packaging

The Indian packaging industry has benefited from an increased demand for quality packaging materials driven by the increase of food-tech delivery focused start-ups and home delivery and takeaway gaining traction, with brands focusing on packaging as a key differentiator. The Indian packaging industry was estimated to be bewteen US$ 55 and 60 billion in Fiscal 2019, and is expected to grow at a CAGR of 18% over the next five years. The total contribution from packaged food and beverages in this segment was approximately US$ 26 billion (46%) and the contribution of food services to packaged food and beverages was approximately US$650 to 700 million during the same period.

QSR trends

India-centric offerings

Big international brands such as Domino's Pizza, Subway, McDonald's and Burger King have incorporated to their menus a large range of products that are created to target the Indian taste palate. In addition, none of these companies offer beef or pork in their Indian menus. Reacting to the demands of the Indian consumer for change and variety in menu options, companies like Domino's Pizza, McDonald's and Burger King change their menus at regular intervals.

Younger demographics fuelling growth of QSR

Internet and smartphone penetration has also led to increased exposure of the young Indian consumers to global frood trends in terms of newer cuisines and offering formats. These young consumers are likely to be aware of the offering of an outlet before their visit through restaurant rating and discovery platforms leading to an informed decision to visit a particular outlet or prefer a particular format.

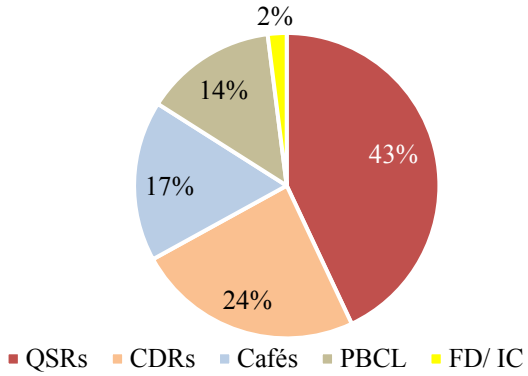
Population in the millennial age group of 15 to 34 years of age constituted approximately 34% of the total Indian population in Fiscal 2020 (approximately 447 million) have a higher tendency to eat out than the rest of the population, and during Fiscal

2020 ate out approximately twice per month and ordered in approximately once per month. The table below shows the average eating-out and ordering-in frequency and expenditure in various age groups during Fiscal 2020:

Age Group	Eating-out Frequency/ Month	Ordering-in Frequency/ Month	Average Spend per Outing (₹)	Average Spend per Order (₹)
15-24 yrs.	2.3	0.9	230	124
25-34 yrs.	1.9	0.7	225	118
> 35 yrs.	1.5	0.3	303	107

Source: Technopak Research & Analysis

These younger demographic groups are generally characterized by good taste and a high demand for quality, variety and value for money. They are more likely to be open to experimenting new cuisines, format offerings and brands and, whilst the frequency with which they eat out is the highest across all age groups, they are price conscious and likely to prefer eating with family and friends. As a result, in Fiscal 2019, 47% of consumers in the age group of 15 to 24 years, and 41% of consumers in the age group of 25 to 34 years, respectively, preferred the QSR sub-segment. The chart below sets out the sub segment preference in the age group of 15 to 34 years during Fiscal 2019:



Sources: Technopak Research & Analysis

Premiumization within international chain QSR

The demanding nature of Indian customers is driving companies in the QSR sub-segment to introduce product offerings that go beyond the basic products in the menus. Whether by introducing products that are differentiated by their raw materials or by their innovative cooking style (for example, Burger King's "Flame Grill" products, which are cooked on open flame/fire rather than using pan-grilling or frying techinques, or Carls Jr's "Char Gilled" products which are cooked over live charcoal), companies in the QSR sub-segment are expected by consumers to have an offering of premium products to cater to their changing demands. These premium products usually have higher price points than the basic offerings (e.g., Burger King's chicken Whopper is priced twice as high as the regular non-vegetarian burgers).

Discounts offered in food combos, meals and other offers

Indian customers, who are very cost conscious, have found appeal in combos and value meals that provide them with a discount ranging from 12% to 25%, and which allow the companies in the QSR sub-segment who offer these offers to increase the value of their tickets. Examples of these offers include Burger King's The King Deals and 2 Good Menu, the McSaver from McDonald's, KFC's Favourites and Box Meals and Subway's combos.

The table below sets out examples of combos offered by key brands:

Brand	Product Price	Combo Price	Discount Realised by Customer
McDonalds (Veg.- McAloo Tikki, Medium Cola and Medium fries)	C: 55 B: 65 S: 75	149	24%
Dominos (Veg. (Regular)- Pizza Margherita and Cola PET bottle)	C:165 B: 60	199	12%
Burger King (Veg.- Crispy Veggie, Regular Cola and Regular fries)	C: 45 B: 59 S: 69	145	16%
KFC (Veg – Zinger Burger, Regular Cola and Small Fries)	C: 130 B: 70 S: 75	220	20%

Source: Restaurant physical stores. Menus were accessed on November 2, 2020 from the physical stores. The prices listed above are exclusive of taxes.
C: Core Product, B: Beverage, S: Sides

Beverage trends

Indian consumers, who are continuously looking for new ingredients, flavors and techniques to enhance their experience have shown an increasing trend towards higher beverage consumption. Indian QSR and CDR companies are catering to this trend and getting inspiration from their western counterparts to revamp their beverage offerings and introducing exotic and differentiated beverages for consumers. Major international beverage brands such as PepsiCo and Coca Cola consider eating out trends as a major channel of growth, and have partnered with key food services market companies in India. Pepsico has partnered with Domino's Pizza, Burger King, KFC, Subway and Pizza Hut, whilst Coca Cola has partnered with McDonald's. These partnerships are important for the beverage brands because they increase visibility and are able to achieve a captive consumer base, and for the QSR companies because they have low cost of goods sold (around 15% to 20%) compared to the costs of goods sold of other food items in their menus (around 25% to 30% in most cases and up to 35% to 40% in certain cases) and contribute around 18% to 20% in the overall sales mix, resulting in better margins.

Online food ordering and food delivery

The rise of digital technology, with increased penetration of internet and smartphone use are driving major changes in the online delivery market in India, allowing online foor delivery platforms to capture market by offering a wide range of food products. In August 2020, Jubilant FoodWorks experienced a growth of 10% in delivery and 55% in takwaway as compare to its sales figures in August 2019. However, sales through dine-in were down by 84% during the same period. Similarly, from April to May 2020, McDonald's overall sales were approximately 15% to 20% as compared to its pre-COVID-19 level (around February 2020), which increased to approxiamtely 65% to 70% between August to September 2020.

Demand for online delivery is significantly driven by platforms like Zomato and Swiggy, which offer discounts to increase the order volume. This has helped QSR companies increase their reach and has had a positive impact on their sales. However, discounts offered by these platforms are putting pressure in the overall profitability of the QSR companies.

During the COVID-19 pandemic, aggregator platforms such as Zomato and Swiggy played an important role in delivering food and keeping the food services industry afloat. As of mid-October 2020, both Zomato and Swiggy have generally recovered to reach nearly 100% of their pre-COVID-19 sales. In some parts of the country where there are less active COVID-19 cases, Zomato and Swiggy have recovered more than 100% of their sales.

Social media and tech-savvy consumers

The growth of social media has empowered consumers helping them inform their choices, leading companies in the food services market to establish a presence in social media platforms such as Facebook, Twitter and Instagram. Through these channels, companies are able to communicate directly with consumers providing them with interesting content and useful information (such as events, shows and latest offers) but also allows them to address consumers' concerns, complaints and reviews. Key international brands have adopted a mix of social media and traditional media to reach a broader group of potential consumers and are using 360º ecosystems, including search engine optimization, mobile apps, digital/social media in addition to traditional media channels.

Food review websites have also become an important source of information about restaurants for the tech-savvy consumers and, as a result, useful tools for companies in the food services market. These websites include menus, restaurant pictures, geographical location, reviews, ratings, contact details of outlets, etc. and allow consumers to explore the best dining options even before visiting an outlet.

The role of marketing in the food services market

The changing landscape of the digital consumption in India is driving a shift of perception of marketing activities for companies in the food services industry. In a tech-savvy world, visibility and relevance across the digital space is more important than ever with brands trying to reach out to a wider base of cosumers through online or digital marketing. On average, companies in the food services market invest 3% to 5% of their annual budget on marketing, out of which 65% to 70% is invested in mass media and television marketing and the remaining 30% to 35% is invested in online and digital media marketing, which provides a cost-effective way to reach larger audiences and delivering significant returns, particularly when paired with popular sporting events such as the Indian Premier League, the Cricket World Cup or international football leagues. However, as most companies in the food services market are targeting audiences in the digital space, the cost of consumer acquisition is also increasing at a considerable rate.

The table below sets out the marketing and advertising expense of key companies in chain QSR as a share of revenue during Fiscals 2015 to 2019:

Brands	FY 2020	FY 2019	FY 2018	FY 2017
Domino's	6.4%	4.7%	4.7%	5.5%
Westlife (McDonald's)	5.1%	5.4%	5.5%	5.9%
Burger King	5.8%	8.5%	14.3%	10.3%

Source: Annual report of brands

Challenges and opportunities in the Indian food services market

- *Fragmented market and increasing competition*: the Indian food market services is highly fragmented with many unorganized companies that contribute 62% of the total food services market by revenue. Customer loyalty is low for small and mid-sized restaurants due to a number of factors such as lack of best practices in maintaining adequate hygiene standards and an increase in consumers desiring to try new experiences. This market fragmentation has facilitated international and domestic chains to grow at a fast pace, growing their market share from 5% in Fiscal 2014 to 8% in Fiscal 2019 and expected to grow to 13% by Fiscal 2024. Players in the chain market with robust food safety and hygiene standards, strong operating procedures consistent taste and flavor and global best practices are winning consumer loyalty and have higher customer retention rates.

- *Shortage of skilled staff and high attrition*: the food services market is labor intensive, but has a shortage of trained manpower. Direct restaurant employment in India in Fiscal 2020 was estimated to be 8.4 million and is expected to reach 11.8 million by Fiscal 2025, a requirement of approximately 650,000 skilled workers in the market every year. However, it is estimated that only 50,000 to 60,000 of graduates focus their career in the hospitality sector every year. Within the hospitality sector, restaurants require the highest number of workers and this share is expected to increase by Fiscal 2022. This leaves an important gap requirement for talented manpower which is likely to be filled with unskilled workers, leading to a decrease in the quality of service provided to consumers. The shortage of skilled manpower paired with an attrition rate in the market of 35% to 40%, the cost of manpower is high. The international brands such as Domino's Pizza, Pizza Hut, McDonald's and Burger King have created strong in-house training programmes to address the demand and supply gap. These programmes focus on building efficiencies, customer satisfaction, developing interpersonal skills and cross-functional trainings, and have helped improve staff's motivation and loyalty to the brand. In-house training programmes also have the benefit of tackling attrition as attrition rate is low in staff that has undertaken a traning programme and has acquired new skill sets. During the lockdown due to COVID-19, there was a trend of both skilled and unskilled workers moving away from urban areas to rural areas due to loss of work, which caused pressure on the supply of manpower. But this is expected to be temporary as once the economy recovers, the workers will likely be moving back to the urban areas.

- *High real estate prices*: rentals are the second higest cost component after raw materials for most companies in the food services industry, accounting for approximately 12% to 15% and, occasionally, as high as 20% of total revenue. For over a decade, real estate prices in India have been increasing driven by higher demand and availability of easy credit. High real estate prices are exerting pressure on the profitability of companies in the food services market and deterring the growth of their outlets. Due to COVID-19, rental prices have come down for a number of malls and high street spaces and in some cases rent waivers were granted during the lockdown. As the lockdown restrictions ease and restaurants resume operation, some mall owners and landlords might look to a revenue-sharing model for rent payments. And it is expected that real estate prices will be lower than pre-COVID-19 levels.

- *Government and regulatory*:

    - Over-licensing: a player entering the Indian food services market requires 12 to 15 licenses from various authorities, a process that is not centralized and requires filing applications with individual stakeholders involving a lot of paperwork and time.

    - Food safety concerns: awareness about health and nutrition, as well as frequent cases of food posoning, food adulteration and compromised food quality have raised concerns about hygiene standards have driven the Food Safety and Standards Authority of India ("**FSSAI**") in 2018 to identify a list of 144 unorganized restaurants and street food stalls for audit on cleanliness and hygiene. In 2019, street food hubs in areas such as Telangana, Gurgaon (Haryana) and Varanasi, Lucknow (U.P.) were added to the list for audit. FSSAI is playing an active role in addressing food safety concerns by educating players in the food services market and has made it mandatory for restaurants to prominently display food safety boards, including dos and don'ts with respect to hygiene, sanitation and good manufacturing practices, in addition to employing a trained food safety supervisor in their premises. FSSAI is also accelerating the registration process for food business operators ("**FBOs**") to ensure compliance with its standards and guidelines. It is estimated that, of the 2.5 million FBOs in India, only approximately 0.5 million have a FSSAI license. Chain QSR players, particularly international brands, have stringent food safety compliance procedures and comply with all Indian rules and regulations, which has helped them build a strong brand loyalty. These brands, together with their supply chain partners, are continuously working towards farm-to-fork traceability to ensure delivering food that is fresh, safe, hygienic and traceable to its origin. The safety awareness generated by FSSAI has driven consumers to choose formats that comply with strict food safety norms. It is expected that this awareness will enable the organized food services market to grow at a faster pace compared to the unorganized market.

- Goods and Services Tax ("**GST**"): the tax regime for companies in the food services market in India has changed significantly in the last couple of years replacing a variety of taxes (such as VAT and service tax) and introducing a single GST for all restaurants, becoming a driver of growth in the food services market providing relief to customers and restaurant operators.

- Gap created by the unorganized market: during the COVID-19 pandemic, hygiene and safey in the food industry have become prime concerns for many people. Consumers are likely to be less willing to dine at restaurants in the unorganized segment as a result going forward. This gap in the market is expected to be filled by market participant in the organized segment such as the QSRs and ACDRs.

- Post-COVID-19 protocols: the govnerment is expected to impose hightened measures in relation to sanitization in kitchen spaces, dining facilities, delivery services and other related areas, which is expected to put pressure on operational costs on the market participants to ensure compliance.

Consistent growth of Indian and international brands

The growing Indian population provides untapped potential to international companies, which has encouraged them to move into the Indian food services market. These companies initially concentrated in the mega and mini metros and the Tier I cities, but over the past four to five years they have further expanded into Tier II and Tier III cities. The chain market is currently dominated by the QSR sub-segment, followed by the CDR and the Café sub-segments.

The QSR sub-segment is dominated by Domino's Pizza, which had approximately 19% of market share by number of outlets as of September 30, 2020. The Indian market has reacted positively to the entry of American cuisine restaurants, in particular burger, chicken and sandwich companies, such as McDonald's, Subway, Burger King and KFC. These large chains have successfully expanded into Tier II and Tier III cities, although there is a high concentration (approximately 50%) in mega and mini metros (across sub-segments and across companies).

The table below sets out the key QSR brands outlet presence as of September 30, 2020:

Brands	Total Outlet Count	Mega Metros (%)	Mini Metros (%)	Tier I (%)	Tier II & Others (%)
Domino's	1354	25%	32%	20%	23%
Subway	541	37%	43%	12%	8%
McDonald's	481	36%	35%	17%	12%
KFC	454	19%	37%	21%	23%
Wow! Momo	317	29%	59%	6%	6%
Burger King	261	41%	26%	11%	23%
Jumbo King	131	83%	11%	6%	
La Pino'z	134	27%	21%	33%	19%
Haldiram	80	79%	9%	7%	5%
Bikanervala	82	61%	9%	14%	16%
Smokin Joe's	50	58%	20%	4%	18%
Taco Bell	57	32%	54%	12%	2%
Street food by Punjab Grill	41	47%	34%	12%	7%

Source: Brands Website, Restaurant Discovery Platforms, Technopak BoK

Public listing has also had a positive effect in helping companies increase their footprint at a rapid scale. Outlet growth of Domino's Pizza and McDonald's following their initial public offerings grew at a CAGR of 16% and 10%, respectively, to December 31, 2019, and Café Coffee Day outlet count grew at a CAGR of 4% between its initial public offering and Fiscal 2019.

The table below shows post-IPO growth in outlet count of Domino's Pizza, McDonalds (through a reverse listing of Westlife Development) and Café Coffee Day since the time of their respective initial public offerings:

Brands	IPO Year	Outlet Count During IPO Fiscal	Outlet Count in September 30, 2020	CAGR
Domino's	2009-10	306	1,354	16%
Westlife (McDonald's)*	2012-13	161	311	10%
Cafe Coffee Day	2015-16	1,520	1,752	4%

Source: Brands Website, Technopak Research & Analysis

* Hardcastle Restaurants, a subsidiary of Westlife Developments, was reverse listed in 2012-2013

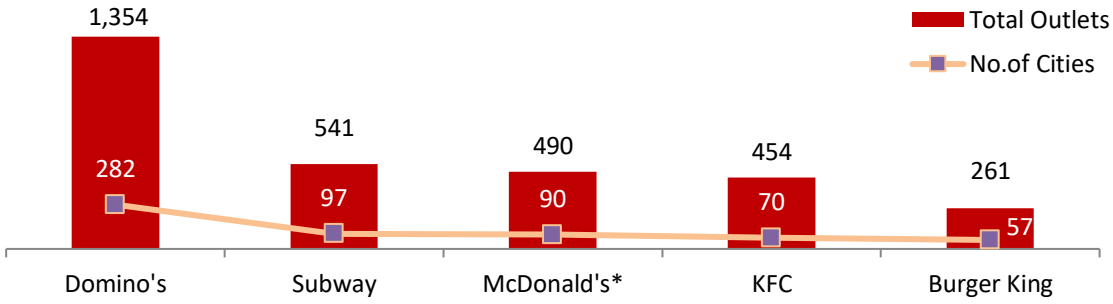
[#] Indicates Fiscal 2019 outlet number

QRS sub-segment landscape

Presence of key international brands

The organized chain market counts more than 100 brands with over 7,000 outlets spread across various cities in India. The international companies have been able to scale their operations across the country given their strong supply chain, established standard operating procedures, global best practices and product innovation and benefit from increased habits of eating out amongst the Indian consumers.

The table below sets out the presence of key international brands by outlet count in India as of September 30, 2020:



Source: Technopak Research & Analysis
* Consolidated outlet count of both McDonald's operators in India

International companies have experimented with mutliple formats and cuisine offerings, and have successfully introduced products that cater to the palate of Indian consumers (e.g., wraps by Domino's Pizza, Big Boss and Masala Whopper by Burger King, KFC Rice Bowl) allowing them to increase their presence across various high footfall destinations and to capture increased consumer traffic through different formats. The table below sets out the business model of the key brands in India:

Heads	Domino's	McDonald's*	KFC	Subway	Burger King	Pizza Hut	Chilli's	BBQ Nation	The Great Kebab Factory
Format	**QSR**	**QSR**	**QSR**	**QSR**	**QSR**	**CDR**	**CDR**	**CDR**	**FDR**
Business Model	**Master Franchisee**	**Master Franchisee**	**Multiple Franchisee**	**Micro Franchisee**	**Joint Venture**	**Multiple Franchisee**	**Regional Franchisee**	**Own + Franchisee**	**Own + Franchisee**
Outlet Count	1,354	311	454	541	261	431	21	147	23
APC* (INR)**	200-225	225-250	200-225	175-200	200-225	400-450	600-700	775-800	1,250-1,500
Average Ticket Value (INR)	500-550	550-600	500-550	250-300	500-550	1,450-1,550	2,750-3,000	3,500-3,750	6,000-6,500
COGS	22-23%	34-36%	34-36%	32-34%	35-36%	25-26%	29-30%	34-35%	31-32%
Gross Margins	77-78%	64-66%	64-66%	66-68%	64-65%	74-75%	70-71%	65-66%	68-69%
Advertisement	4-5%	5-6%	6-7%	4-5%	~5%	4-5%	3-4%	NA	5-6%
Royalty	3-4%	4-5%**	7-8%	7-8%	4-5%	7-8%	5-6%	NA	6-7%
Store EBITDA	21-23%	13-15%	14-16%	20-22%	12-14%	17-19%	20-21%	20-21%	16-18%
Capex for Initial Build and Opening	150-200 L	350-400 L	300-350 L	40-50 L	200-250 L	200-250 L	300-350 L	250-300 L	400-500 L
Avg. Store Size (in sq.ft.)	1400-1600	2600-3200	2500-3000	750-1000	1300-1400	2600-3200	3700-4300	4800-5400	4500-5000
Average sales /Day* **	0.75-0.80 L	1.2-1.3 L	1.2-1.3 L	0.30-0.35 L	1.1-1.2 L	0.7-0.8 L	1.4-1.5 L	1.5-1.6 L	1.9-2.1 L

Source: Technopak BoK, Primary Research, Secondary Research for outlet count and APC.
Store counts are for September 30, 2020.
* Outlets of McDonald's operated by South & West Franchisee (Westlife Development)
** The royalty fee of Westlife Development is 4 to 5% presently, but can contractually increase to 8% from Fiscal 2025
*** Pre-COVID-19 estimates

Growth of key brands in India

The number of oulets by established international brands has grown at a rate of 1.1 to 1.5 times between Fiscal 2015 and Fiscal 2020. During the same period, Burger King, a relatively new entrant in the Indian Market, has exponentially grown at a rate of 21.6 times. Compared to other international brands, Burger King is one of the fastest growing international chains in the QSR

sub-segment over the last five years and is the fastest Indian QSR player to reach 250 restaurants among international QSR brands in India during the first five years of operation.

Revenue growth of key brands

McDonald's is the category leader in Burger & Sandwiches with close to 42% market share in the category and the revenue of McDonald's has grown at a CAGR of 17% between 2016 and 2020. The category has outpaced the growth of market leader due to entry of newer players such as Burger King (revenue of Burger King has grown at a CAGR of 56.3% between 2016 and 2020), Wat-a-burger, etc. In the Pizza category in the chain QSR segment, the growth is driven by Domino's with a market share of approximately 80%. Domino's has outpaced the growth of category by filling in the void created by exit of other pizza brands such as Papa John's.

The following table sets out the growth of revenue of key international brands in India in the periods shown in INR billion:

Brands	FY 2010	FY 2011	FY 2012	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	CAGR FY 2016-2020
Domino's	4.2	6.8	10.2	14.2	17.3	20.9	24.4	25.6	30.4	36.1	38.8	12.0%
Westlife Development	2.8	3.8	5.4	6.8	7.4	7.6	8.3	9.3	11.3	14.0	15.4	17.0%
Burger King	-	-	-	-	-	NA	1.4	2.3	3.8	6.2	8.4	56.3%

Source: Annual Reports and Investor Presentations of Jubilant Foodworks and Westlife Development, Secondary Research.

The following table sets out the growth of key international brands by number of outlets in India between Fiscal 2010 and September 30, 2020:

Brands	Year of Market Entry (FY)	FY 2011	FY 2012	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	30th Sept. 2020	CAGR** FY 2015-2020
Domino's	1996	378	465	576	726	876	1,026	1,127	1,134	1,227	1,335	1,354	9.1%
Subway	2001	248	330	414	476	476	568	613	638	NA	671##	541	2.6%
McDonald's*	1996	250	282	316	369	369	393	424	447	464	489	481	5.4%
KFC	2004#	151	221	299	328	352	310	310	342	380	443##	454	5.2%
Burger King	2015	-	-	-	-	12	49	88	129	187	260	261	85.1%

Source: Technopak Research & Analysis
* Indicates consolidated outlet count of both McDonald's operators in India
** CAGR from Fiscal 2015 to September 30, 2020
\# KFC re-entered in India in the year 2004 post it's initial entry in 1996
Store count as on December 31, 2019

Same Store Sales Growth of key brands

The Same Store Sales Growth ("**SSSG**") was impacted due to policy reforms taken by the Indian government in Fiscal 2016 and Fiscal 2017. These policies had the aim of tackling the shadow economy and the use of counterfeit currency and the implementation of the GST. These measures have had a positive impact on economic activity and an increase in consumption, which have led to an increase in SSSG in Fiscal 2018 and Fiscal 2019. The following table sets out the SSSG of key brands between Fiscal 2015 and Fiscal 2020:

Year	Domino's	Westlife	Yum*	Burger King
FY 2020	3.2%	4.0%	NA	-0.3%
FY 2019	16.4%	17.4%	NA	29.2%
FY 2018	13.9%	15.7%	19.5%	12.2%
FY 2017	-2.4%	4%	9.5%	NA
FY 2016	3.2%	1.8%	-13%	NA
FY 2015	0.05%	-5.9%	-5%	NA

Source: Website of Jubilant Foodworks, Westlife, Specialty Restaurants, Coffee Day Group and Industry Sources
* Indicates system sales growth during calendar year.

Geographical penetration of chain brands

It is estimated that as of September 2019 the chain QSR sub-segment has around 7,000 outlets compared with approximately 3,000 to 3,500 in Fiscal 2016. Mini metros have the highest presence of chain QSR outlets (37% as of Fiscal 2019) followed by mega metros (34% as of the same period) and the remaining 29% market share in the same period is accounted for Tier I and Tier II cities. Approximately 65% of the outlets of the key brands are located in the northern (33%) and southern (31%) regions of the country, followed by the western region (28%), driven largely by higher disposable incomes, ease of accessibility, higher share of organized retail and aspirational demographics in these regions.

The following table sets out the geographical penetration of chain QSR brands as of September 30, 2020:

Brands	Total Outlet Count	North (%)	South (%)	East (%)	West (%)
Domino's	1,354	33%	28%	12%	27%
Subway	541	38%	27%	7%	28%
McDonald's*	481	32%	28%	2%	38%
KFC	454	29%	40%	17%	14%
Burger King	261	50%	21%	3%	26%

Source: Brands Website, Technopak Research & Analysis

* Indicates consolidated outlet count of both McDonald's operators in India

OUR BUSINESS

Overview

We are one of the fastest growing international QSR chains in India during the first five years of our operations based on number of restaurants. (Source: Technopak) As the national master franchisee of the BURGER KING® brand in India, we have exclusive rights to develop, establish, operate and franchise Burger King branded restaurants in India. Our master franchisee arrangement provides us with the ability to use Burger King's globally recognised brand name to grow our business in India, while leveraging the technical, marketing and operational expertise associated with the global Burger King brand.

The globally recognised Burger King brand, also known as the "HOME OF THE WHOPPER®", was founded in 1954 in the United States and is owned by Burger King Corporation, a subsidiary of Restaurant Brands International Inc., which holds a portfolio of fast food brands that are recognized around the world that include the BURGER KING®, POPEYES® and TIM HORTONS® brands. The Burger King brand is the second largest fast food burger brand globally as measured by the total number of restaurants, with a global network of 18,675 restaurants in more than 100 countries and U.S. territories as at September 30, 2020.

Our master franchisee arrangement provides us with flexibility to tailor our menu to Indian tastes and preferences, as well as our promotions and pricing. Our customer proposition focuses on value leadership, offering our customers variety through innovative new food offerings at different day parts, catering to the local Indian palate, offering a wide range of vegetarian meal options, and our taste advantage and flame grilling expertise. We believe that this enables us to grow our customer base by attracting customers looking for everyday value and giving them opportunities to access our brand for the first time. This also increases the frequency and occasions when customers can visit our restaurants, which drives footfalls and same-store sales. This has driven footfalls and same-store sales in our restaurants and enabled us to become one of the fastest growing QSR brands to reach 200 restaurants among international QSR brands in India during the first five years of our operations. (Source: Technopak)

Since opening our first restaurant in November 2014, we have used our well defined restaurant roll out and development process with the aim of growing quickly, consistently and efficiently into a pan-India QSR chain and capitalising on the growing market opportunity in India for QSR restaurants. Although the COVID-19 crisis has adversely affected our ability to open new restaurants and expand our restaurant network temporarily, we continue to evaluate the pace and quantity of new restaurant openings and the expansion of our restaurant network and aim to increase the pace of our growth when the COVID-19 crisis subsides and more of our restaurants become operational again. As of the date of this Prospectus, the majority of our restaurants have opened for dine-in guests and to support food delivery services; however, the capacity for dine-in guests may be limited, based on local regulations. As at September 30, 2020, we had 261 restaurants, including eight Sub-Franchised Burger King Restaurants, across 17 states and union territories and 57 cities across India. Of our 261 restaurants as of September 30, 2020, 226 were operational. As at the date of this Prospectus, we had 259 Company-owned Burger King Restaurants and nine Sub-Franchised Burger King Restaurants, of which 249 were operational, including two Sub-Franchised Burger King Restaurant. We plan to continue to build our restaurant network using a cluster approach and penetration strategy with the objective to provide greater convenience and accessibility for our customers across relevant geographies. We launch our brand from flagship locations in high traffic and high visibility locations in key metropolitan areas and cities across India and then develop new restaurants within that cluster. This approach also helps us to efficiently manage our vertically managed and scalable supply chain and drive down costs, due to the proximity of our restaurants to each other and to the distribution centres of our third-party distributor.

A key focus of our business is promoting and maintaining operational quality, a people-centric culture and effective technology systems that enable us to optimise the performance of our restaurants, enhance the customer experience we offer and contribute to our growth. We also believe that our right to use the Burger King brand exclusively on a national basis also provides us with substantial advantages with respect to operational efficiencies and the speed with which we are able to roll out our national advertising campaigns, manage our supply chain and tailor our menu architecture, promotions and pricing to our customers' tastes and preferences. Burger King Corporation awarded us the "*Global Master Franchisee of the Year"* in 2018 for our Company's strong business performance on sales, operations, development and profitability. Further, our Company has consistently won regional performance awards since 2015, including "*APAC Master Franchisee of the Year*" and "*APAC Operator of the Year*" in 2018 and 2019, as well as "*APAC Marketer of the Year*" in 2017 and 2018.

Our revenue from sale of food and beverages grew from ₹3,752.00 million in Fiscal 2018 to ₹8,353.23 million in Fiscal 2020. However, the COVID-19 crisis has had a significant impact on our results of operations at the end of Fiscal 2020 and in the six months ended September 30, 2020, resulting in a decrease of our revenue from sale of food and beverages to ₹1,346.93 million in the six months ended September 30, 2020, compared to ₹4,193.70 million in the six months ended September 30, 2019. In addition, although our same-store sales grew at 29.21% in Fiscal 2019 and 6.11% in the nine months ended December 31, 2019, our same-store sales decreased by 0.30% in Fiscal 2020 and by 56.9% in the six months ended September 30, 2020 primarily due to the impact of the COVID-19 crisis. Our gross margin grew from ₹2,322.07 million in Fiscal 2018 to ₹5,367.97 million in Fiscal 2020 and decreased to ₹859.53 million in the six months ended September 30, 2020 compared to ₹2,699.42 million in the six months ended September 30, 2019.

Key Strengths

The COVID-19 pandemic has had and may continue to have a significant impact on our business and results of operations. We cannot estimate the duration or future negative financial impact of the COVID-19 crisis will have on our business and sub-franchisees, but we are continuing to evaluate the manner in which we can best serve our customers and grow our business. In doing so, we believe we benefit from the following competitive strengths, which enabled us to become one of the fastest growing international QSR brands in India during the first five years of our operations based on number of restaurants (Source: Technopak), and we believe will enable us to continue growing our business while delivering value to our shareholders:

- Exclusive national master franchise rights in India
- Strong customer proposition
- Brand positioned for millennials
- Vertically managed and scalable supply chain
- Operational quality, a people-centric operating culture and effective technology systems
- Well defined restaurant roll out and development process
- Experienced, passionate and professional management team

Exclusive national master franchise rights in India

We are the national master franchisee of the Burger King brand in India, with exclusive rights to develop, establish, operate and franchise Burger King branded restaurants in India. The globally recognized BURGER KING® brand, also known as the "HOME OF THE WHOPPER®", was founded in 1954 in the United States and is owned by Burger King Corporation, a subsidiary of Restaurant Brands International Inc., which holds a portfolio of fast food brands that are recognized around the world that include the BURGER KING®, POPEYES® and TIM HORTONS® brands. The BURGER KING® brand is the second largest fast food burger brand globally as measured by the total number of restaurants, with a global network of 18,675 restaurants in more than 100 countries and U.S. territories as at September 30, 2020. Our master franchisee arrangement, which expires on December 31, 2039, provides us with the ability to use Burger King's globally recognised brand name to grow our business in India, while leveraging the technical, marketing and operational expertise associated with the global Burger King. Our master franchisee arrangement also provides us with flexibility to tailor our menu, promotions and pricing to the Indian tastes and preferences while meeting Burger King global quality assurance standards. It also provides us with flexibility over our vertically managed and scalable supply chain, and we receive the support of BK AsiaPac though its supplier approval process in selecting each of our suppliers. Our sub-franchise rights also provide us with the additional flexibility to sub-franchise restaurants in locations where access to direct ownership of restaurants may be restricted due to the type of location, such as in airports and certain shopping malls where one party directly owns all the outlets. We also benefit from Burger King's extensive global marketing and advertising concepts, product development capabilities and cooking techniques to drive sales and generate increased restaurant footfalls, while also being guided by Burger King Corporation restaurant development procedures and standards. We believe that our right to use the Burger King brand exclusively on a national basis also provides us with substantial advantages with respect to operational efficiencies and the speed with which we are able to roll out our national advertising campaigns, manage our supply chain and tailor our menu architecture, promotions and pricing to our customers' tastes and preferences. We also enjoy favourable royalty rates that are capped at 5% under our master franchisee arrangement, which together with the flexibility we enjoy under our master franchise arrangement and our leveraging of the globally recognised Burger King brand, has helped us to grow our business quickly and drive sales and profitability in our restaurants.

Strong customer proposition

We offer a customer proposition that we believe enables us to attract customers and drive footfalls at our restaurants. The key pillars of our customer proposition include our value leadership, variety, a wide range of vegetarian offerings, taste advantage and flame grilling expertise.

- *Value leadership.* Our focus on value leadership is a key driver of our business. Our aim has not only been to offer quality products that are tailored to Indian taste and preferences, but also to provide substantial value at attractive price points. The key driver of this strategy has been our "two good menu with variety", "2 for" promotions, such as our 2 Crispy Veg burgers for just ₹69 and our 2 Crispy Chicken burgers for just ₹89, as well as our launch of King Deals which include "3 for ₹99" and 3 for ₹129" with varied option promotion combining the burgers/wraps with fries and Pepsi. We have extended our WHOPPER® brand with the launch of our Lite WHOPPER® Jr. @ ₹99, which we believe helps us to drive footfalls into our restaurants. In addition to our "two good menu with variety", we have also created a wide entry level menu across our burgers, wraps, rice, sides and drinks that is available for under ₹100.

- *Variety.* We have a wide variety of 18 different vegetarian and non-vegetarian burgers covering both value and premium offerings. We price the majority of our burgers using incremental pricing, in which our burgers are priced at increments of ₹5 to ₹20, helping our customers to upgrade to higher value burgers more easily. While our core strength is burgers, we continuously strive to enhance our customer experience by providing variety across our food offerings, including burgers, wraps, rice, beverages, sides, snacks, shakes and desserts across different day parts, including breakfast, lunch and dinner, and snack times and late night. From time to time, we also create limited time offerings, such as our Boss WHOPPER®, which we believe drive excitement and appeal for our premium customers. As we continue to expand our restaurant footprint across India, we have also launched specific regional product innovations, such as our BK® Fried Chicken in the East and South regions of India, as well as in Punjab in January 2020. This wide choice and variety in our menu help us to drive the frequency with which customers visit our restaurants. We have also recently renovated our menu and introduced a range of taste-based burgers, as well as introduced new and additional sauces to complement our menu offering. These burgers include the Cheese Meltdown for cheese lovers, Paneer Overload for those who love paneer, and Fiery Chicken for those who love crispy spicy chicken.

- *Wide range of vegetarian offerings.* Our menu items are developed and made in India to cater to the local Indian palate and include a wide range of vegetarian meal options, which we believe attracts additional customers into our restaurants. We do not offer beef or pork products in our restaurants. Of the 18 burgers that we have developed specifically for the Indian market, seven are vegetarian burgers targeting customers who seek vegetarian food options. We have also separated the cooking and preparation of vegetarian, egg and non-vegetarian meals in our kitchens to build trust with our customers.

- *Taste advantage and flame grilling expertise.* Our menu is built through extensive taste testing in order to appeal to the Indian palate and the tastes of our customers. We also offer burgers made-to-order for our customers, which allow them to be tailored to their own taste preferences. We are selective in choosing where we purchase our ingredients and only purchase our ingredients from approved suppliers for quality purposes. In addition, we monitor and have instituted extensive standards and procedures with respect to quality assurance and food handling, consistent with Burger King global standards. We serve customers flame grilled patties for our various burgers, including our non-veg WHOPPER® and Chicken Tandoor Grill, which are not offered by any other QSR brands in India. The strength of the Burger King brand has been built in part on its flame grilling expertise, and each of our restaurants has this capability, for which we import specially designed patented broiler equipment.

Brand positioned for millennials

We have positioned our brand to target the large and growing millennial population in India. In Fiscal 2020, approximately 60% of Indians eating out are millennials, which represent the age group from 15 to 34 years old. (Source: Technopak) India has a large number of millennials, and the millennial population in India has grown from 418 million in Fiscal Year 2011 to 447 million in Fiscal 2020. (Source: Technopak) This trend is expected to continue as India's population continues to grow, the number of millennials that form part of India's working-age population increases. We connect with millennials, many of whom are just entering the workforce, through our value leadership and strong entry menu at attractive price points. We also connect with millennials through our advertising and marketing campaigns, both on television and social media, our in-restaurant design and messaging, and the packaging of our products. Our approach to advertising and marketing focuses on the millennial lifestyle and the way of life of this large and growing age group. Our recent advertising campaigns targeting millennials have included our "#Wraps Without Gaps" launch, the "#BK Mumbai Indians prank#" and our "#Flirty Whopper" and "#Twogoodmenu" campaigns, which focus on the Burger King brand being about self-expression and 'just being who you are', which we believe connects well with the millennials.

Vertically managed and scalable supply chain model

We benefit from a vertically managed and scalable supply chain model in which we individually negotiate with and actively manage our suppliers of ingredients and packaging materials. The exclusive national rights and flexibility that our master franchisee arrangement provides us means that we have significant control over the purchasing of our ingredients and packaging materials. Substantially all of the ingredients used in the preparation of the food we serve in our restaurants are purchased locally from known suppliers that comply with Burger King food quality standards. We also receive the support of BK AsiaPac through its globally defined and thorough approval process for suppliers for purposes of compliance with international audit norms and food quality standards when selecting each of our suppliers. We also have multiple suppliers for most of our key ingredients, enabling us to generate competitiveness among our suppliers with the aim of obtaining the best procurement price. We also benefit from certain of our suppliers being global suppliers that source large volumes of ingredients and packaging materials, which we believe helps us obtain more competitive pricing. We regularly review our supply contracts and negotiate individually with suppliers at each level of our supply chain. For a few select categories of ingredients, we also engage in strategic or long-term contracting, which helps us secure a pricing insulated from inflationary impacts. This helps us to procure low cost and high quality ingredients and packaging materials.

Except for where we are able to realise cost efficiencies and quality benefits of purchasing ingredients and packaging materials directly from suppliers, we purchase our ingredients and packaging materials through a single third-party distributor which in

turn procures from our approved suppliers. This arrangement gives us access to our third-party distributor's multiple warehousing space and extensive logistics network across the country, which provides us with reach to support our cluster approach and penetration strategy in a cost effective manner and helps us to lower costs and achieve further economies of scale through operational leverage. We have an extensive service level agreement in place for supply assurance and quality compliance with the aim of ensuring availability of our products at its various regional distribution centres. We directly manage our suppliers of ingredients and packaging materials which helps us to protect the quality of our products and drive down the costs embedded in our supply chain, while our relationship with our third-party distributor reduces our supply chain risk and distribution costs. Our arrangement with our third-party distributor also helps us to reduce our working capital requirements with respect to our supply chain since our third-party distributor purchases from suppliers and holds the ingredients and packaging materials we require as its own inventory until it delivers the product to our restaurants. During the COVID-19 crisis, we have continued to manage our supply chain and, in certain circumstances have negotiated payment extensions from suppliers.

Operational quality, a people-centric culture and effective technology systems

A key focus of our business is promoting and maintaining operational quality, a people-centric culture and effective technology systems that enable us to optimise the performance of our restaurants, enhance the customer experience we offer and contribute to our growth.

- *Operational quality*. We have made significant investments in our operations and are disciplined about maintaining well-defined and standardised processes in order to promote and maintain the quality of our operations across our business. We maintain system-wide operating procedures consistent with Burger King's global standards with respect to product quality, taste parameters, food preparation methods, food safety and cleanliness and customer service standards. We have multiple levels of supervision and quality control for both our restaurant operations and our supply chain, including a third-party expert company that specialises in quality control, processes and sanitation that is appointed by BK AsiaPac. We also have audit teams that conduct regular audits of our restaurants for purposes of compliance with standards and procedures, and designated third party auditors appointed by BK AsiaPac verify compliance to international audit norms and Burger King global standards. Our Company has consistently won regional performance awards since 2015, including "*APAC Master Franchisee of the Year*" and "*APAC Operator of the Year*" in 2018 and 2019, as well as "*APAC Marketer of the Year*" in 2017 and 2018.

- *People-centric culture.* Our operations are driven by our people-centric policies and practices, which we believe is a principal component of our ability to enhance customer experience at our restaurants. We believe that our people are our strongest brand attribute, and we strive to provide them a positive, friendly, safe and collaborative working environment, including, for example, through such measures as COVID-19 safety checks. We do this by hiring the right talent, implementing structured and on-the-job employee training programs that cover every aspect of a restaurant's operations, and by promoting a culture of meritocracy. We emphasize training our employees based on our belief that they are critical to providing excellence customer service. We have also made significant investments in the promotion and employment of women and diversity in our business, which we feel strengthens our workforce and enhances our ability to enhance customer experience.

- *Technology systems*. We utilise "360º technology" in our interactions with our customers and across our operations, including in the operations of our restaurants, our supply chain and in the management of our business. We equip all of our restaurants with technology such as our centrally controlled digital menu board, which provides us with the flexibility to alter menu placement of our products and match customer preferences. We vary our menu displays utilizing real-time data based on time of day and restaurant location, which enables us to drive demand to match the needs of our business. Similarly, we utilise self-ordering kiosks and handheld POS systems to facilitate the customer experience through convenience and increase sales. Our technology also enables us to integrate our customer platforms with our delivery aggregators, payment gateways and wallets. We have also launched an improved version of our BK mobile app, which has been an important focus of our business due to the challenges posed by COVID-19. The new version of our BK mobile app features: (i) the Omni Channel experience in ordering for dine-in, takeaway and delivery (ii) the BK Crown loyalty program, and (iii) exclusive offers through digital coupons. The BK mobile app also features electronic paper-less billing and permits contactless ordering and payment for both takeout and dine-in through a QR code on the app. For purposes of our operations, we use a POS cash register software system to record all sales transactions at our restaurants and verify sales data. In addition, we utilise an integrated planning and invoicing system with our third-party distributor for purposes of planning, invoicing and automated inventory replenishment. We also use biometric attendance tools to manage our employees at our restaurants. For purposes of managing our business, our management team has access to key metrics to measure and monitor operational performance, sales and profitability, leverage best practices across our organization in order to drive efficiencies.

Our focus on the quality of our operations, our people-centric culture and our effective technology systems allows us to optimise the performance of our business, resulting in improvements in our margins and overall financial results.

Well defined restaurant development process

We have a well-defined new-restaurant roll out process that enables us to identify locations and build out restaurants quickly, consistently and efficiently. We build our restaurant network using a cluster approach and penetration strategy with the objective to provide greater convenience and accessibility for our customers across relevant geographies. We launch our brand from flagship locations in high traffic and high visibility locations in key metropolitan areas and cities across India and then develop new restaurants within that cluster. This approach also helps us to efficiently manage our vertically managed and scalable supply chain and drive down costs, due to the proximity of our restaurants to each other and to the distribution centres of our third-party distributor.

In identifying and selecting new restaurant locations, we undertake detailed analyses of the trade area quality of the location, which focuses on the demographics of the location and the businesses in the surrounding areas; the site quality, which focuses on site visibility, footfall generation, accessibility and parking; and the feasibility of the site, which focuses on whether there is enough space for our restaurant layout and operations at the site. We aim to achieve an optimal mix across our different types of restaurant formats, which include high street locations, shopping malls and food courts, drive thrus and transit locations, and look at factors that will drive footfalls. For example, for our high street locations, we look at similar brands in the vicinity; for our shopping mall and food court locations, we look for the presence of 'big box' department restaurants, movie theatres and supermarkets; for our drive thrus, we focus on areas that meet minimum vehicles-per-day traffic flow targets based on the location; and we also target transit locations in order to capitalise on the growing number of infrastructure projects across India.

Each new restaurant location requires the approval of our senior management and BK AsiaPac, and our restaurant roll-out process is managed by experienced development teams, dedicated project teams and multiple empanelled contractors. We also utilize well-defined restaurant architecture that includes pre-defined restaurant layouts and pre-approved standardised equipment, which allows us to achieve roll out efficiently and gives us the flexibility to tailor our restaurants to different sized premises. Except for certain specialised equipment, we source the materials for the construction of our restaurants locally and keep inventories of the materials we need to roll out our restaurants. This reduces the time required to build out our restaurants. Our well defined restaurant development contributed to us becoming one of the fastest growing QSR brands to reach 200 restaurants among international QSR brands in India during the first five years of our operations. (Source: Technopak)

Although the COVID-19 crisis has adversely affected our ability to open new restaurants and expand our restaurant network temporarily, we continue to evaluate the pace and quantity of new restaurant openings and the expansion of our restaurant network and aim to increase the pace of our growth when the COVID-19 crisis subsides and more of our restaurants become operational again. As of the date of this Prospectus, the majority of our restaurants have opened for dine-in guests and to support food delivery services; however, the capacity for dine-in guests may be limited, based on local regulations. The following table sets forth the total number of Company-owned Burger King Restaurants and Sub-Franchised Burger King Restaurants by operating structure and the total number of operational restaurants as at March 31, 2015, 2016, 2017, 2018 and 2019 and as at December 31, 2019, March 31, 2020, June 30, 2020, September 30, 2020 and the date of the Prospectus:

Growth in Our Restaurants Since March 31, 2015										
	As at March 31,					**As at December 31,**	**As at March 31,**	**As at June 30,**	**As at September 30,**	**As at the date of the Prospectus**
	2015	**2016**	**2017**	**2018**	**2019**	**2019**	**2020**			
	Number of Restaurants									
Company-owned[(1)]	12	48	85	123	181	247	252	253	253	259
Sub-franchised[(2)]	0	1	3	6	6	8	8	8	8	9
Total	**12**	**49**	**88**	**129**	**187**	**255**	**260**	**259**	**261**	**268**
Net additions during the period[(3)]	**12**	**37**	**39**	**41**	**58**	**53**	**6**	**(1)**	**2**	**7**
Total number of operational restaurants	**12**	**49**	**88**	**129**	**187**	**255**	**59**	**189**	**226**	**249**

(1) Since opening our first restaurant in November 2014, we have had seven permanent restaurant closures (excluding relocations), which took place due to business viability and decreased footfalls, as well as the non-fulfillment of obligations by the landlord. Of those closures, five occurred during the six months ended September 30, 2020, which were directly related to the impact of COVID-19 on our business.

(2) As at March 31, 2020, June 30, 2020 and September 30, 2020, all of our Sub-Franchised Burger King Restaurants were temporarily closed. As at the date of this Prospectus, 2020, one of our Sub-Franchised Burger King Restaurants had reopened and one new Sub-Franchised Burger King Restaurant was opened.

(3) Net additions as at March 31, 2015, 2016, 2017, 2018 and 2019 relate to the total number of net additions during the relevant fiscal year, whereas net additions as at December 31, 2019, March 31, 2020, June 30, 2020 and September 30, 2020 relate to the total number of net additions during the relevant fiscal quarter and net additions as at the date of this Prospectus relate to the total number of net additions since September 30, 2020.

As at the date of this Prospectus, we had 259 Company-owned Burger King Restaurants and nine Sub-Franchised Burger King Restaurants. We currently plan to have approximately 300 restaurants, including Sub-Franchised Burger King Restaurants, open by December 31, 2021.

Experienced, passionate and professional management team

Our management team also includes former senior employees who have significant work experience in the food and beverage industry, retail and major fast moving consumer goods brands, including Sumit P. Zaveri, our Chief Financial Officer, who was associated with Natures Basket Limited and Tata Starbucks Private Limited (formerly known as Tata Starbucks Limited); Srinivas Adapa, our Marketing Officer, who was associated with Kellogg India Private Limited; Abhishek Gupta, our Chief of Business Development and Operations Support Officer, who was associated with Tata Starbucks Limited; Namrata Tiwari, our Chief People Officer, who was associated with Kaya Limited; Sandeep Dey, our Supply Chain Officer, who was associated with Yum! Restaurants (India) Private Limited; Prashant Desai, our Strategy and Investor Relations Officer, who was associated with Financial Technologies (India) Limited; Dr. Sudhir Tamne, our Quality and Regulatory Officer, who was associated with Yum! Restaurants (India) Private Limited; Cicily Thomas, our Operations Officer, who was associated with Reliance Brands Limited; and Madhuri Shenoy, our Training & Brand Standard Officer, who was associated with Kaya Limited. In addition, eight of our management team members have been associated with our Company since the start of our operations in November 2014.

Key Strategies

Our strategy is to leverage our competitive strengths to continue to grow our business while delivering value to our shareholders. We will seek to achieve this by:

- Increase the pace of expansion of our restaurant network
- Continue to build on our value leadership
- Continue to grow our brand awareness and loyalty
- Actively manage unit economics and achieve economies of scale through operational leverage
- Leverage technologies across our business

Increase the pace of expansion of our restaurant network

Although the COVID-19 crisis has adversely affected our ability to open new restaurants and expand our restaurant network temporarily, we continue to evaluate the pace and quantity of new restaurant openings and the expansion of our restaurant network and aim to increase the pace of our growth when the COVID-19 crisis subsides and more of our restaurants become operational again. We intend to continue to grow our restaurant network in a disciplined manner by continuing to identify new locations in key metropolitan areas and cities across India in order and build out restaurants quickly, consistently and efficiently to capitalise on the growing market opportunity in India for QSR restaurants. Prior to the COVID-19 crisis, we expanded our number of restaurants from 12 restaurants as at March 31, 2015 to 260 restaurants, including eight Sub-Franchised Burger King Restaurants, as at March 31, 2020. As at the date of this Prospectus, we had 268 restaurants, including nine Sub-Franchised Burger King Restaurants. Our management believes that when the COVID-19 crisis subsides we will be able to increase the pace of growth of our restaurant network. We believe this will enable us to achieve further economies of scale through operational leverage and drive further cost efficiencies to expand our margins and drive profitability in our restaurants, such as by leveraging our vertically managed and scalable shared supply chain infrastructure, increasing our bargaining power with our suppliers and spreading our corporate-level costs across a larger number of restaurants. We intend to increase the pace of expansion of our restaurant network by using our well-defined new-restaurant roll out process and our cluster approach and penetration strategy with respect to restaurant location, while aiming to achieve an optimal mix across our different types of restaurant formats in order to drive footfalls and compete effectively with other international QSR brands in India. We plan to continue to build our restaurant network using our cluster approach and penetration strategy with the objective to provide greater convenience and accessibility for our customers across relevant geographies. Prior to the impact of COVID-19 crisis on our financial results towards the end of Fiscal 2020 and in the six months ended September 30, 2020, we saw stronger same-store sales even as we continued to open new restaurants in India, which we believe indicated at that time that we had not yet reached our potential in terms of penetration of the market. As we expand our restaurant network in the future, we also intend to open restaurants in new areas and markets where we believe there is strong potential for growth and in addition to taking advantage of the growing online delivery market, including through engagement with delivery aggregators. Delivery and our collaboration with delivery aggregators also now represents a larger portion of our sales compared to the pre-COVID-19 period. Our different types of restaurant formats also provide us with the flexibility to tailor our restaurants to different types and sized premises. Our flexibility with respect to our restaurant formats also enabled us to undertake certain temporary changes to our store formats during the COVID-19 crisis, such as moving cash registers and service counters closer to the restaurant entrance to facilitate take away and delivery. We believe that using our cluster approach and penetration strategy will also help us to efficiently manage our supply chain due to the increased reach and density of our network and the proximity of our restaurants to each other and to the distribution centres of our third-party distributor. Our well defined restaurant development process has contributed to us becoming one of the fastest growing QSR brands to reach 200 restaurants among international QSR brands in India during the first five years of our operations. (Source: Technopak). We currently plan to have approximately 300 restaurants, including Sub-Franchised Burger King Restaurants, open by December 31, 2021.

Continue to build on our value leadership

We intend to continue to build on our value leadership in order to drive footfalls and increase same-store sales in our restaurants. We plan to do this by continuing to drive menu architecture to offer quality products that are not only tailored to Indian taste and preferences, but also to provide substantial value at attractive price points. Our menu architecture provides us with the ability to offer a number of different value meal options and cater to customers looking for value, such as our "two good menu with variety", "2 for" promotions, as well as our "3 for ₹99" and 3 for ₹129" with varied option promotion and the extension of our WHOPPER® brand through our new Lite WHOPPER® Jr. @ ₹99 offering. We also intend to continue to offer customers our wide entry level menu across our burgers, wraps, rice, sides and drinks that is available for under ₹100, which gives new customers opportunities to access our brand for the first time. In addition, we plan to drive footfalls in our restaurants by continuing to offer a number of promotional offerings at attractive price points, such as our entire meal and two burgers and a drink offers. We also intend to continue to create accessible meal conversion options for guests, which help improve our average ticket price and also provides our customers with a full meal experience. We introduce new products from time to time that are designed to attract customers looking for everyday value and intend to continue to strive to enhance our customer experience by providing variety across our food offerings and across different day parts. We believe this will enable us to extend our value leadership and believe there will be further opportunities to develop innovative offerings to cater to an even wider market in the future, including by leveraging different parts of our menu offering on a regional or national basis. While we build on our value leadership, we also intend to continue to focus on our premium offerings, snacks and add-ons and accessible meal conversion options for customers, which provide our customers with more menu options and enable us upsell to higher price points and enhance our average ticket price. We believe this strategy will enable us to precisely target different market segments and increase footfalls at our restaurants by catering to our customers' choice of flavours and price points.

Continue to grow our brand awareness and loyalty

Our vision is to make the Burger King brand the most loved QSR brand in India. We believe that brand awareness and loyalty to the Burger King brand in India has increased since its launch in November 2014 and that there is significant opportunity to continue to grow our brand in India as our restaurant network grows and we penetrate further into existing and new markets. As a result of COVID-19, our marketing and advertising has been more subdued due to the decrease in business activity generally, but once the COVID-19 crisis subsides, we intend to increase awareness and consideration of our brand amongst Indian consumers by using our integrated marketing approach to target a broad consumer base with frequent and inclusive messaging and engage consumers at multiple touch points, including through sustained investment in social media and mass media channels, such as regular TV commercials, big ticket and high impact media properties, as we had done prior to the COVID-19 crisis. We intend to continue to leverage Burger King's globally recognised brand name and marketing initiatives, which are targeted at driving footfalls and supporting same-store sales. In particular, we intend to continue targeting the large and growing millennial population in India. We intend to continue to connect with millennials through our advertising and marketing campaigns, both on television and social media, our in-restaurant design and messaging, and the packaging of our products, focusing on the millennial lifestyle and way of life of this large and growing age group. In addition, we intend to continue promoting our BK Crown loyalty program in order to engage with our customers and drive customer loyalty. We also intend to continue striving to provide customers with a best in class restaurant experience with our customer proposition, menu architecture and our restaurant service, such as by leveraging our value leadership and offering strong entry menu at attractive price points to millennials, many of whom are just entering the workforce and seek everyday value. We believe this is key to bringing new and returning customers into our restaurants to purchase our products, driving the number of footfalls and same-store sales in our restaurants and increasing loyalty to our brand in line with our vision to make our brand the most loved QSR brand in India.

Actively manage unit economics and achieve economies of scale through operational leverage

We intend to continue to actively manage the unit economics of our business and achieve economies of scale through operational leverage in order to drive further cost efficiencies and expand our margins. As we continue to grow the number of restaurants, we intend to continue spreading corporate-level fixed costs, in particular our brand building and launch expenses and our corporate-level administrative expenses, across a larger restaurant network. We also intend to realise further cost efficiencies and benefit economies of scale by leveraging our vertically managed and scalable shared supply chain infrastructure with our third-party distributor, which we believe will drive our gross margins. As our number of restaurants grows using our cluster approach and penetration strategy, we also intend to continue to drive down our transportation costs, which are embedded in our cost of material consumed, since this will enable us to supply multiple restaurants at lower per unit costs due to their proximity to each other and the distribution centres of our third-party distributor. We also intend to continue to optimize spending on ingredients, reduce our exposure to price fluctuations and target best procurement prices by maintaining multiple suppliers for most of our key products, which enhances our buying power and enables us to generate competitiveness. We believe these advantages will drive cost efficiencies and expand our gross margins as our business grows.

Leverage technologies across our business

We intend to leverage our investments in the "360º technology" that we have invested in and deployed across our business of the past several years, such as our centrally controlled digital menu board, self-ordering kiosks, the new version of our BK

mobile app, handheld POS systems, the integration of our customer platforms with delivery aggregators and the integration of our systems with our third-party distributor.

We intend to continue to invest in technology. Our technology roadmap covers:

- *Customer engagement.* We intend to invest in technology in our interactions with our customers to further enhance our customer experience through convenience. In particular, we intend to use digital and social media platforms to draw our customers to our Burger King app, utilise a user friendly interface and online aggregator apps, and collect customer information and experience data, which we will then utilise for continuous customer relationship management.

- *Delivery.* We plan to continue to invest in the further integration of our systems with delivery aggregators, as well in our own delivery and online presence. We aim to create an end-to-end online Burger King experience for millennials and other customers through digital touchpoints at every point of the online consumer path to purchase.

- *Business process.* We also intend to invest in technology across our operations, including in the operations of our restaurants and our supply chain. In particular, we plan to continue to leverage and invest further in the integration of our systems with our third-party distributor to drive efficiencies in our supply chain management. In addition, we intend to continue to increase the use of technology by our management in measuring and monitoring key metrics for operational performance, leveraging best practices on business intelligence across our organization and driving efficiencies.

Our Business Operations

Our Master Franchise and Development Agreement and our Company Franchise Agreement, each dated November 19, 2013 and each as amended, with BK AsiaPac and QSR, together with the unit addendum that we enter into for each restaurant we open, govern our exclusive rights to develop, establish, operate and franchise Burger King branded restaurants in India. Under our Master Franchise and Development Agreement and Company Franchise Agreement, we are permitted to use and permit franchisees to use the Burger King restaurant formats, operating system and various standards, specifications, trademarks, copyrights, patents and other intellectual property under the Burger King brand that we use to operate our restaurants in India. The Master Franchise and Development Agreement and Company Franchise Agreement provide us with flexibility over our operations with respect to product innovation and development, menu architecture, product and services pricing, marketing initiatives, supplier selection and management of our supply chain, and we receive the support of BK AsiaPac through its approval process of our menu items, ingredients, suppliers and distributors. We have used Burger King's globally recognised brand name to grow our business, while leveraging the technical, marketing and operational expertise associated with the global Burger King brand. For further information on our Master Franchise and Development Agreement and Company Franchise Agreement, see "*– Master Franchise and Development Agreement"* and *"– Company Franchise Agreement"* on page 139 and 141, respectively.

The outbreak of the COVID-19 pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations across India since last week of March 2020, and the timing of how long the COVID-19 pandemic and the related GoI measures will last is still uncertain. In addition, our restaurants in different states and regions in India have been disproportionately affected by COVID-19 and the measures implemented in each state have varied due to regional and regulatory differences in each state in India. As a result of COVID-19, we and our sub-franchisees have had to close temporarily a number of restaurants across India commencing from March 2020 and have experienced reduced store-level operations, including reduced operating hours and dining-room closures. By the end of March 2020, 201 of our restaurants had closed their operations temporarily due to the COVID-19 lockdown in India, meaning only 59 of our restaurants remained operational as of March 31, 2020. From April 1, 2020 to June 30, 2020, 130 restaurants had reopened for operations over the course of the period for either dine-in or food delivery, with a further 37 restaurants reopening between July 1, 2020 and September 30, 2020, meaning we had a total of 226 operational restaurants as of September 30, 2020. As of the date of filing of this Prospectus, we had a total of 249 operational restaurants, often with limited operations or limitations on capacity for dine-in guests, depending on local regulations. Of our nine Sub-Franchised Burger King Restaurants, seven remain temporarily closed as of the date of this Prospectus. During the COVID-19 crisis, to the extent our restaurants were not permitted to provide dine-in services but were allowed to remain open, we have focused our business on drive-thru, takeaway and delivery (as applicable). In certain circumstances, we have undertaken certain temporary changes to our store formats, such as moving cash registers and service counters closer to the restaurant entrance to facilitate take away and delivery. We have also implemented high standards of safety and hygiene protocols across our restaurants covering guest safety, crew safety, sanitisation, social distancing, temperature checks and safe deliveries.

New restaurant roll out

Since opening our first restaurant in November 2014, we have grown into a pan-India QSR chain with 261 restaurants, including eight Sub-Franchised Burger King Restaurants, across 17 states and union territories and 57 cities across India as at September 30, 2020. As at the date of this Prospectus, we had 259 Company-owned Burger King Restaurants and nine Sub-Franchised

Burger King Restaurants. Our growth has been facilitated by a well-defined new-restaurant roll out process that enables us to identify locations and build out restaurants quickly, consistently and efficiently.

We have built our restaurant network using a cluster approach and penetration strategy with the objective to provide greater convenience and accessibility for our customers across the relevant geography. We launch our brand from flagship locations in high traffic and high visibility locations in key metropolitan areas and cities across India and then develop new restaurants within that cluster. Our restaurants operate primarily in four different formats, which include high street locations, which typically have high impact and high visibility locations for brand awareness; shopping malls and food courts, which are both ready catchments to drive footfalls; drive thrus, which have high affinity with customers due to convenience; and transit locations, which we believe presents a significant opportunity given India's current promotion of infrastructure projects across the country.

Although the COVID-19 crisis has adversely affected our ability to open new restaurants and expand our restaurant network temporarily, we continue to evaluate the pace and quantity of new restaurant openings and the expansion of our restaurant network and aim to increase the pace of our growth when the COVID-19 crisis subsides and more of our restaurants become operational again. As of the date of this Prospectus, the majority of our restaurants have opened for dine-in guests and to support food delivery services; however, the capacity for dine-in guests may be limited, based on local regulations. The following table sets forth the total number of Company-owned Burger King Restaurants and Sub-Franchised Burger King Restaurants by region and operating structure and the total number of operational restaurants as at March 31, 2016, 2017, 2018 and 2019 and as at December 31, 2019, March 31, 2020, June 30, 2020, September 30, 2020 and the date of the Prospectus:

Growth in Our Restaurants Since March 31, 2016									
	As at March 31,				**As at December 31,**	**As at March 31,**	**As at June 30,**	**As at September 30,**	**As at the date of the Prospectus**
	2016	**2017**	**2018**	**2019**	**2019**	**2020**			
	Number of Restaurants								
By region									
North	21	37	55	86	124	129	129	131	137
West	14	29	40	55	69	68	66	66	66
South	14	22	34	43	53	54	55	55	56
East	0	0	0	3	9	9	9	9	9
Total	**49**	**88**	**129**	**187**	**255**	**260**	**259**	**261**	**268**
By operating structure									
Company-owned[(1)]	48	85	123	181	247	252	253	253	259
Sub-franchised[(2)]	1	3	6	6	8	8	8	8	9
Total	**49**	**88**	**129**	**187**	**255**	**260**	**259**	**261**	**268**
Net additions during the period	**37**	**39**	**41**	**58**	**53**	**6**	**(1)**	**2**	7
Total number of operational restaurants	**49**	**88**	**129**	**187**	**255**	**59**	**189**	**226**	249

(1) As at March 31, 2020, June 30, 2020 and September 30, 2020, all of our sub-franchised restaurants were temporarily closed. As at the date of this Prospectus, one of our sub-franchised restaurants had reopened and one new sub-franchised restaurant was opened.

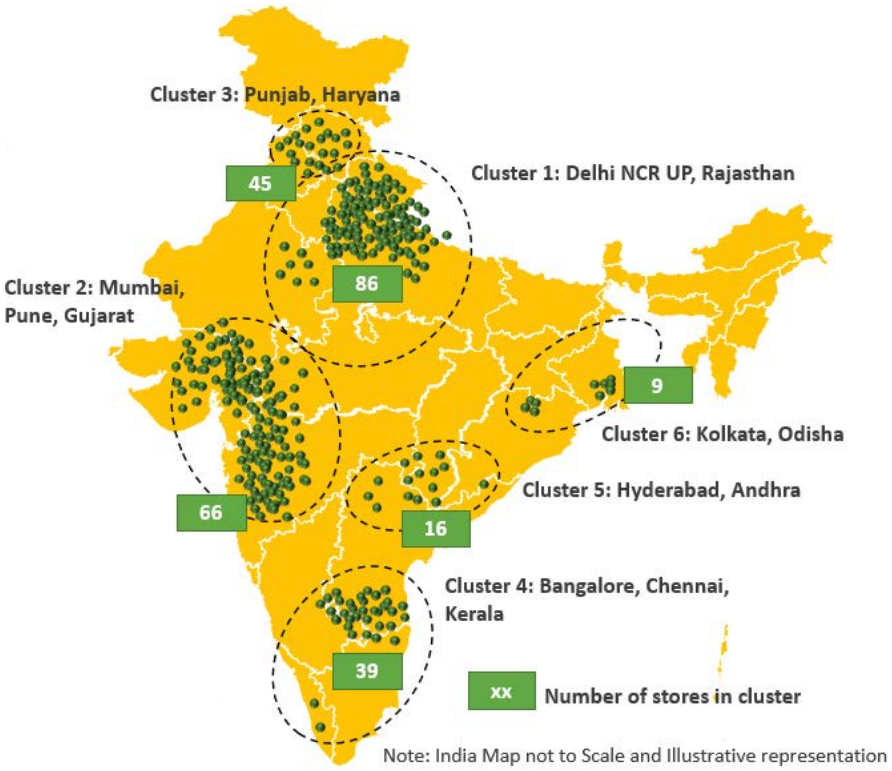
(2) Net additions as at March 31, 2016, 2017, 2018 and 2019 relate to the total number of net additions during the relevant fiscal year, whereas net additions as at December 31, 2019, March 31, 2020, June 30, 2020 and September 30, 2020 relate to the total number of net additions during the relevant fiscal quarter and net additions as at the date of this Prospectus relate to the total number of net additions since September 30, 2020.

As a result of differences in the number of active COVID-19 cases and governmental lockdown restrictions, the extent to which our restaurants have been impacted has depended on which part of India they are in, as well as the type of location they are in. For example, states like Maharashtra and Andhra Pradesh have consistently recorded two of the highest numbers of confirmed COVID-19 cases in India. Consequently, our business and the restaurant industry as a whole has been most affected in these states and the recovery in those states has been slower, with delivery and dine-in services starting later, compared to other states in India. Moreover, within any particular city, certain restaurants were allowed to start services due to their location, while others had to suspend operations due to containment zones related restrictions, such as those that apply in transit locations or locations where there are large gatherings of people.

Since opening our first restaurant in November 2014, we have had seven permanent restaurant closures (excluding relocations), which took place due to business viability and decreased footfalls, as well as the non-fulfillment of obligations by the landlord. Of those closures, five occurred during the six months ended September 30, 2020, which were directly related to the impact of COVID-19 on our business.

We currently plan to have approximately 300 restaurants, including Sub-Franchised Burger King Restaurants, open by December 31, 2021.

The following map sets out an illustrative representation of the locations of our restaurants and clusters across India as at September 30, 2020:



Our new restaurant roll-out process involves the following three phases:

Phase 1: Site identification, evaluation and finalisation.

- *Site identification*. We initially identify the new restaurant location by engaging real estate agents to scout new locations and undertaking a detailed evaluation of each location utilising pre-defined criteria that are tailored for each of our four formats and aim to achieve an optimal mix across our different types of restaurant formats:
    - *High street locations:* We evaluate footfalls and surrounding populations and determine if there are like minded retail brands in the vicinity;
    - *Shopping malls and food courts:* We focus on the presence of 'big box' department restaurants, movie theatres and supermarkets;
    - *Drive thrus*: We focus on areas that meet minimum vehicles-per-day traffic flow targets based on the location; and
    - *Transit locations*: We focus on high footfall areas, such as metro stations, in order to capitalise on the growing number of infrastructure projects across India.
- *Site evaluation*. We then conduct a site quality evaluation, which focuses on a number of critical factors, including the trade area quality of the location, which focuses on the demographics of the location and the businesses in the surrounding areas, including the visibility of the location, the presence of competition, the number of households within the location's addressable market, the location's consumer classification and the presence of corporate and other institutions, footfall generation, accessibility and parking, as well as a feasibility analysis of the site, which focuses on whether there is enough space for our restaurant layout and operations at the site. We also undertake a business plan and return on investment analysis, which involves an assessment of the site's commercial viability, including with respect to rental payments.
- *Site finalisation*. Once a location is identified and evaluated for roll out, we undertake initial due diligence of the site, secure a lease for the site utilising our network of real estate agents and seek to finalise commercial negotiations and documentation swiftly. Each new restaurant location requires the approval of our senior management and BK AsiaPac.

Phase 2: Site development

Our restaurant roll-out process is managed by experienced development teams, dedicated project teams and empanelled contractors through which we deploy our well-defined restaurant architecture that includes pre-defined restaurant layouts and

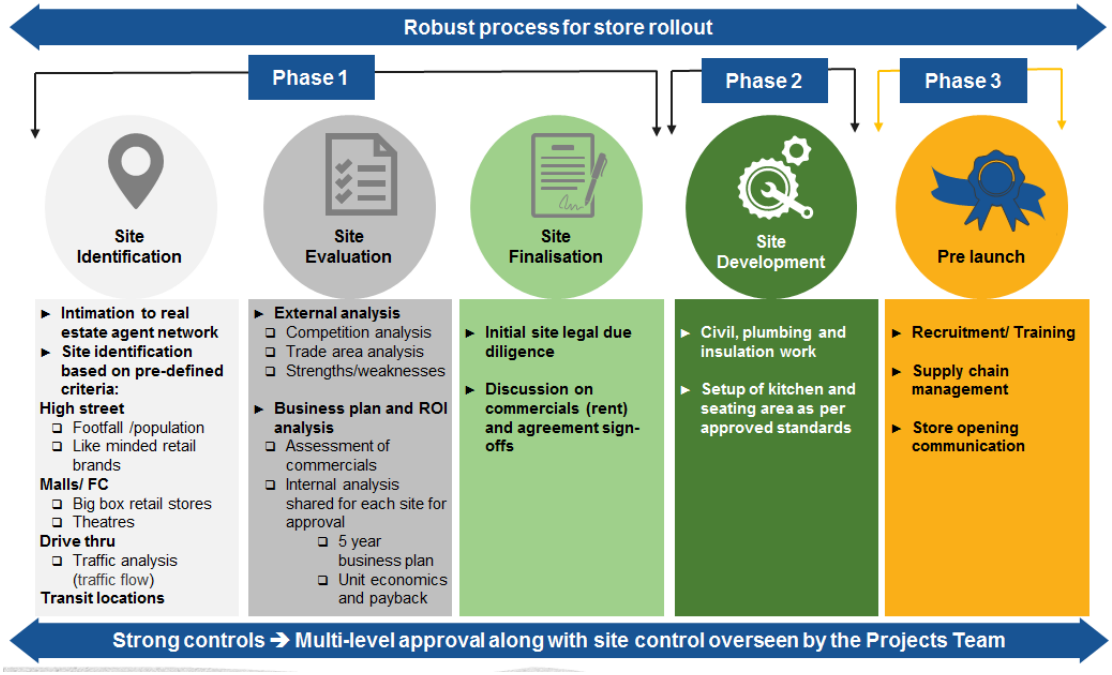
pre-approved standardised equipment in order to achieve rollout efficiently. Once the site is handed over to us, we engage contractors to commence civil, plumbing and insulation work, and establish the restaurant's kitchen and seating area in a manner consistent with Burger King's global standards.

A critical aspect to our roll-out process is our ability to source the materials necessary for our new restaurants locally in order to reduce new restaurant costs and taxes and better manage and control our rollout timelines. Since the opening of our first restaurant, most of the construction materials have been identified and developed locally with the assistance and approvals of BK AsiaPac's design team. For most of the items that we use in the construction of our restaurants, we have developed multiple vendor partners to keep the pricing competitive. In addition, our project teams actively manage our suppliers in order to manage construction volumes for upcoming restaurants. Except for certain approved kitchen equipment that are only manufactured in other countries, such as the specially designed patented broiler equipment we import for flame grilling, all our sourcing of equipment is done from within India.

Phase 3: Pre-launch

Prior to the launch of a new restaurant, we undertake recruitment and training of employees and commence management of the restaurant's supply chain requirements and then commence restaurant opening communications.

The following chart sets out the phases of our new restaurant roll-out process:



Flexible Restaurant Design

We believe our design expertise also provides us with flexibility in site selection and enables us to implement new restaurant development in different sized premises. Our restaurant layouts vary across sizes from 400 square feet to 4,000 square feet. Our standard restaurant template size is from 1,300 to 1,400 square feet, but the templates we use for smaller sized restaurant has opened up new opportunities to grow our business, particularly in locations where the availability of space is a constraint. Our flexibility with respect to our restaurant formats also enabled us to undertake certain temporary changes to our store formats during the COVID-19 crisis, such as moving cash registers and service counters closer to the restaurant entrance to facilitate take away and delivery. We believe that the India QSR market continues to present us with substantial opportunity to utilize our strong restaurant roll out process to grow our business.

Monitoring our restaurant operations

We implement the well-defined standardised internal processes associated with the global Burger King brand in a disciplined manner across our business, including system-wide operating procedures with respect to product quality, taste parameters, food preparation methods, food safety and cleanliness, customer service standards, fire safety drills, inventory and cash management and financial audits. We monitor our operations through restaurant excellence visit ("**REV**") scores and overall guest satisfaction ("**OSAT**") scores, which are components of Operations Performance Index ("**OPI**") key performance indicator that we use to identify and recognize our top restaurants and better understand challenges that they face in order to enhance brand improvement. REV reviews are conducted periodically by NSF Safety and Certifications India Private Limited ("**NSF**") and Service Management Group, LLC ("**SMG**") and include detailed quality checks based on various parameters, such as compliance with product quality, training of our employees, restaurant branding, safety and security, sanitation, brand standards

and specifications. We also monitor our OSAT scores, which are based on customer feedback on performance that is collected and compared to previous performance, on a month-on-month basis to gauge customer feedback and take appropriate corrective actions when required. OPI allows us to identify and recognize our top restaurants and better understand challenges that our overall restaurant network faces in order to enhance brand improvement. Burger King Corporation awarded us the "*Best in Operations in the Year*" and "*Global Master Franchisee of the Year"* in 2018 for our Company's strong business performance on sales, operations, development and profitability. Further, our Company has consistently won regional performance awards since 2015, including '*APAC Master Franchisee of the Year*' and '*APAC Operator of the Year*' in 2018 and 2019, as well as '*APAC Marketer of the Year*' in 2017 and 2018.

Customer proposition

The key pillars of our customer proposition include our value leadership, variety, strong vegetarian menu, taste advantage and flame grilling expertise. Our aim is to offer quality products that are tailored to Indian taste and preferences and provide substantial value at attractive price points. The key driver of our value leadership has been our "two good menu with variety" and "2 for" promotions, such as our 2 Crispy Veg burgers for just ₹69 and our 2 Crispy Chicken burgers for just ₹89, "3 for ₹99" and 3 for ₹129" with varied option promotions and the extension of our WHOPPER® brand with the launch of our Lite WHOPPER® Jr. @ ₹99 promotion, which we believe helps us to drive footfalls into our restaurants. In addition to these promotions, we have also created a wide entry level menu across our burgers, wraps, rice, sides and drinks that is available for under ₹100. We also intend to continue to create accessible meal conversion options for our customers, which help improve our average ticket price and also provides our customers with a full meal experience. We also price the majority of our burgers using incremental pricing, in which our burgers are priced at increments of ₹5 to ₹20, helping our customers to upgrade to higher value burgers more easily.

While we build on our value leadership, we also intend to continue to focus on our premium offerings, snacks and add-ons and accessible meal conversion options for customers, which provide our customers with more menu options and enable us upsell to higher price points and enhance our average ticket price. We believe this strategy will enable us to precisely target different market segments and increase footfalls at our restaurants by catering to our customers' choice of flavours and price points.

We have a wide variety of 18 different vegetarian and non-vegetarian burgers covering both value and premium offerings. While our core strength is burgers, we continuously strive to enhance our customer experience by providing variety across our food offerings, including burgers, wraps, rice, beverages, sides, snacks, shakes and desserts across different day parts, including breakfast, lunch and dinner, and snack times and late night. Further, our relationship with PepsiCo also allows us to offer our customers a variety of beverages. From time to time, we also create limited time offerings, such as our Boss WHOPPER®, which we believe drive excitement and appeal for our premium customers. As we continue to expand our restaurant footprint across India, we are also launching specific regional product innovations, such as our BK® Fried Chicken in the East and South regions of India, as well as in Punjab in January 2020. We have also recently renovated our menu and introduced a range of taste-based burgers, as well as introduced new and additional sauces to complement our menu offering. These burgers include the Cheese Meltdown for cheese lovers, Paneer Overload for those who love paneer, and Fiery Chicken for those who love crispy spicy chicken. This wide choice and variety in our menu help us to drive the frequency with which customers visit our restaurants. We also offer a wide variety of vegetarian meal options, which we believe attracts additional customers into our restaurants. We do not offer beef or pork products in our restaurants and have also separated the cooking and preparation of vegetarian, egg and non-vegetarian meals in our kitchens to build trust with our customers.

Our menu is built through extensive taste testing in order to appeal to the Indian palate and the tastes of our customers. We also offer burgers made-to-order for our customers, which allow them to be tailored to their own taste preferences. We are selective in choosing where we purchase our ingredients and only purchase our ingredients from approved suppliers for quality purposes. In addition, we monitor and have instituted extensive standards and procedures with respect to quality assurance and food handling, consistent with Burger King global standards. We serve customers flame grilled patties for our various burgers, including our non-veg WHOPPER® and Chicken Tandoor Grill, which is not offered by any other QSR brands in India. The strength of the Burger King brand has been built in part on its flame grilling expertise, and each of our restaurants has this capability, for which we import specially designed patented broiler equipment.

Delivery

The access to QSRs through delivery aggregators is increasing, which has led to an increase in the overall food delivery market from US$ 4.7 billion in Fiscal 2016 to US$ 10.2 billion in Fiscal 2020. The impact of the COVID-19 crisis has increased this trend even more; before the pandemic, the overall food delivery market was expected to reach US$16.4 billion in Fiscal 2025, but it is now projected to reach US$18.1 billion. Sales for QSRs from delivery have grown much faster as compared to dine-in during the COVID-19 crisis, and delivery has been contributing an increasingly larger share of revenue for us and other international QSR brands such as Domino's and McDonald's during the pandemic. (Source: Technopak) In order to respond to the growing opportunity of rising demand for food delivery services, we have extended our food services to home delivery at our restaurants through our website and our improved BK mobile app and have increased our collaboration with delivery aggregators, such as Zomato and Swiggy, online and through mobile apps. Delivery and our collaboration with delivery aggregators also now represents a larger portion of our sales compared to the pre-COVID-19 period. We have integrated our

customer platforms with our delivery aggregators and developed innovative packaging for delivery to increase the efficiency of our delivery platform and convenience for our customers. This has also broadened accessibility to our restaurants and enabled us to extend our brand to new and existing customers who choose to use online delivery services.

We believe the increased presence of delivery aggregators in India will have a significant impact on our business going forward. Delivery aggregators have increased and facilitated access to international QSR brands like us to more households across India, which has helped us to increase daily sales and same store sales at our restaurants. Through delivery aggregators and our own delivery platform, we have been able to leverage the fixed costs we have invested in our restaurants to generate more revenue by serving customers seeking delivery of our products. We intend to continue to invest in our delivery platform in the future as more consumers in India continue to avail themselves of online delivery services.

Marketing

Since our brand's launch in India in November 2014, we have used an integrated marketing approach to increase awareness and consideration of our brand by Indian consumers. Our integrated marketing approach targets a broad consumer base with frequent and inclusive messaging and engages consumers at multiple touch points, including through sustained investment in social media and mass media channels, such as regular TV commercials, big ticket and high impact media properties, such as our participation in the sponsorship of the Mumbai Indians during the Indian Premier League in Fiscal 2019 and Fiscal 2020, as well as working with media service providers, such as Group M. We also leverage Burger King's globally recognised brand name and marketing initiatives, which are targeted at driving footfalls and supporting same-store sales. In particular, we actively target the large and growing millennial population in India through our advertising and marketing campaigns, both on television and social media, our in-restaurant design and messaging, and the packaging of our products, focusing on the millennial lifestyle and the way of life of this large and growing age group. Our recent advertising campaigns targeting millennials have included our "#Wraps Without Gaps" launch, the "#BK Mumbai Indians prank#" and our "#Flirty Whopper" and "#Twogoodmenu" campaigns, which focus on the Burger King brand being about self-expression and 'just being who you are', which we believe connects well with the millennials. As a result of COVID-19, our marketing and advertising has been more subdued due to the decrease in business activity generally, but once the COVID-19 crisis subsides, we intend to increase awareness and consideration of our brand amongst Indian consumers by using our integrated marketing approach to target a broad consumer base with frequent and inclusive messaging and engage consumers at multiple touch points, including through sustained investment in social media and mass media channels, such as regular TV commercials, big ticket and high impact media properties, as we had done prior to the COVID-19 crisis. During the COVID-19 crisis, we had multiple campaigns which focused on safety, health and hygiene. We launched #ReassuringWhopper which helped our consumers connect with their friends and family during COVID-19. #BailMeOutBK rewarded our consumers for their failed kitchen experiments. #TrustInTaste is our running social media campaign throughout COVID-19 to reassure consumers of our safety measures. As our brand awareness increases and more customers consider our products, we intend to continue striving to provide customers with a best in class restaurant experience with our customer proposition, menu architecture and our restaurant service, such as by leveraging our value leadership and offering strong entry menu at attractive price points to millennials, many of whom are just entering the workforce and seek everyday value. We believe this is key to bringing new and returning customers into our restaurants to purchase our products, driving the number of footfalls and same-store sales in our restaurants and increasing loyalty to our brand in line with our vision to make our brand the most loved QSR brand in India.

Menu architecture

We offer 18 different vegetarian and non-vegetarian burgers covering both value and premium offerings. Of the 18 burgers that we have developed specifically for the Indian market, seven are vegetarian burgers targeting customers who seek vegetarian food options. While our core strength is burgers, we also provide variety across our food offerings, which include burgers, wraps, rice, beverages, sides, snacks, shakes and desserts. As we continue to expand our restaurant footprint across India, we are also launching specific regional product innovations, such as our BK® Fried Chicken in certain regions of India.

The following is an indicative menu and pricing from one of our restaurants in India as at November 18, 2020.

Indicative[(1)] product offering as at November 18, 2020											
Vegetarian	**Price (₹)**	**Rice**	**Price (₹)**	**Non-vegetarian**	**Price (₹)**	**Desserts**	**Price (₹)**	**Beverages**	**Price (₹)**	**Snacks**	**Price (₹)**
Crispy Veg	45	Creamy Paneer	99	King Egg	49	Softies (Vanilla)	15	Floats	39	Hash Brown	39
Classic Veg	69	Curried Chicken	139	Crispy Chicken	69	Softies (Chocodip)	25	Limey Fizz	39	Veggie Strips (five pieces)	39
Veg Lite WHOPPER® Jr.	99			Classic Chicken	89	BK Sundae	29	Pepsi	59	Crispy Veg Wraps	49
								7up	59		

Indicative[1] product offering as at November 18, 2020											
Vegetarian	**Price (₹)**	**Rice**	**Price (₹)**	**Non-vegetarian**	**Price (₹)**	**Desserts**	**Price (₹)**	**Beverages**	**Price (₹)**	**Snacks**	**Price (₹)**
Crunchy WHOPPER ® Veg	139			Chicken Lite WHOPPER ® Jr.	109	Loaded Sundae	39	Mirinda	59	Egg Wrap	59
Cheese Meltdown	159			Chicken Tandoor Grill*	139	Brownie Sundae	59	Mountain Dew	59	Chicken Wings (two pieces)	65
Paneer Overload	169			Fiery Chicken	149			Ice Tea	59	Chicken Fries (five pieces)	69
Veg LTO WHOPPER ®	179			Spiced WHOPPER ® Chicken	159			Americano/Cappuccino/Latte	99	Regular Fries	69
				Chicken LTO WHOPPER ®*	189			Classic Frappe	119	Medium Fries	79
				Classic Mutton WHOPPER ®*	229			Thick Shakes (Mango, Chocolate, Strawberry)	129	King Fries	89
				Mutton LTO WHOPPER ®*	279			Smoothies (Blackcurrant, Strawberry)	149	BK® Fried Chicken (one piece)	89
								Creamy Shakes (Blackcurrant, Cookie)	169	Regular Peri Peri Fries	89
										Medium Peri Peri Fries	99
										Cheesy Hi Fries	99
										King Peri Peri Fries	109
										Chicken Wings (four pieces)	119
										Chicken Keema Hi Fries	129
										BK® Fried Chicken (two pieces)	175
										Chicken Wings (eight pieces bucket)	219
										BK® Fried Chicken (four pieces)	350
										Chicken Wings (15 pieces bucket)	399
										BK® Fried Chicken (five pieces)	438
										BK® Fried Chicken (six pieces)	525
										BK® Fried Chicken (eight pieces)	699

(1) Note that the product offering and pricing at our other restaurants and the restaurants of our sub franchisees may vary.
* Flame-grilled products.

Supply Chain

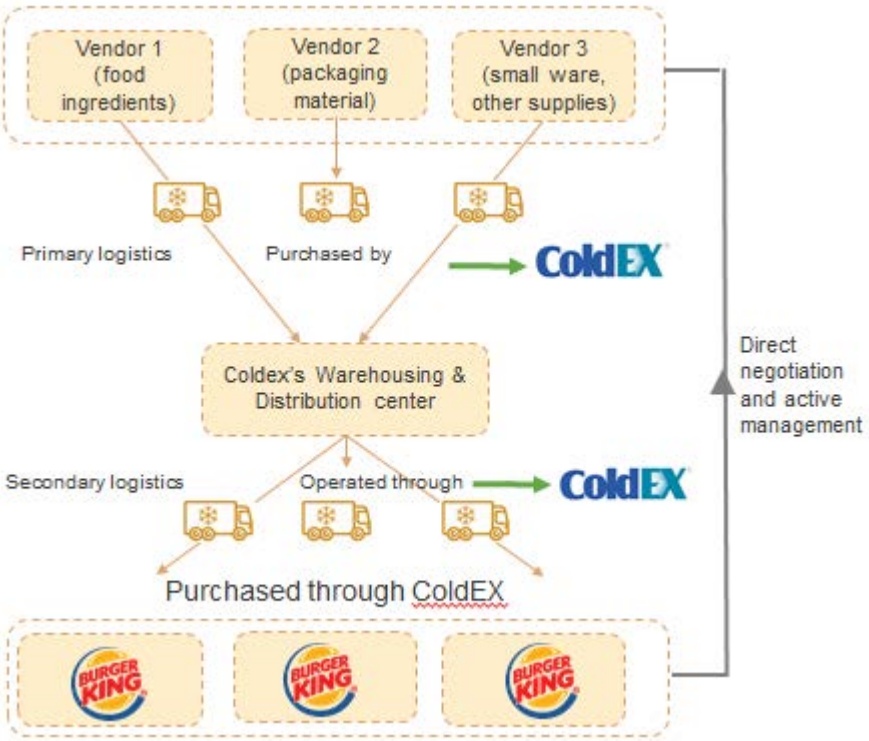
We benefit from a vertically managed and scalable supply chain model in which we individually negotiate with and actively manage our suppliers of ingredients and packaging materials. The exclusive national rights and flexibility that our master franchisee arrangement provides us means that we have significant control over the purchasing of our ingredients and packaging

materials. Substantially all of the ingredients used in the preparation of the food we serve in our restaurants are purchased locally from known suppliers that comply with Burger King food quality standards. We also receive the support of BK AsiaPac through its globally defined and thorough approval process for suppliers, which includes due diligence of legal and regulatory requirements and facility audits conducted by designated third party auditors of Burger King Corporation and its affiliates, NSF, SMG and SGS India Pvt Ltd ("**SGS**"), to verify compliance to international audit norms and food quality standards. We also have multiple suppliers for most of our key ingredients, enabling us to generate competitiveness among our suppliers with the aim of obtaining the best procurement price. We also benefit from certain of our suppliers being global suppliers that source large volumes of ingredients and packaging materials, which we believe helps us obtain more competitive pricing. We regularly review our supply contracts and negotiate individually with suppliers at each level of our supply chain. For a few select categories of ingredients, we also engage in strategic or long-term contracting, which helps us secure a pricing insulated from inflationary impacts. This helps us to procure low cost and high quality ingredients and packaging materials. Our suppliers include Hyfun Foods, Mrs. Bectors, OSI Vista, PepsiCo, Schreiber, Veeba and Venky's. During the COVID-19 crisis, we have continued to manage our supply chain and, in certain circumstances have negotiated payment extensions from suppliers.

Except for where we are able to realise cost efficiencies and quality benefits of purchasing ingredients and packaging materials directly from suppliers, we purchase our ingredients and packaging materials through a single third-party distributor which in turn procures from our approved suppliers. This arrangement gives us access to our third-party distributor's multiple warehousing space and extensive logistics network across the country, which provides us with reach to support our penetration strategy in a cost effective manner and helps us to lower costs and achieve further economies of scale through operational leverage. We have an extensive service level agreement in place for supply assurance and quality compliance with the aim of ensuring availability of our products at its various regional distribution centres. We directly manage our suppliers of ingredients and packaging materials which helps us to promote and maintain the quality of our products and drive down the costs embedded in our supply chain, while our relationship with our third-party distributor reduces our supply chain risk and distribution costs. Our arrangement with our third-party distributor also helps us to reduce our working capital requirements with respect to our supply chain since our third-party distributor purchases from suppliers and holds the ingredients and packaging materials we require as its own inventory until it delivers the product to our restaurants.

For certain of our ingredients, we control quality through "farm to fork" traceability, which allows us to quickly trace defective products, track temperature adherence and recall products supplied to us when necessary. Our third-party distributor utilises technology and processes aimed at ensuring quality control and traceability of our products and the conditions under which they are transported and restaurants, including: GPS-enabled fleets that provide real-time visibility of location and temperature compliance; warehouse management system to track, process and manage inventory; warehouse designs to allow optimization to our supply and distribution requirements; and control rooms staffed with trained customer service agents. We also have integrated our third-party distributor in our technology systems for purposes of planning, invoicing and automated inventory replenishment.

The following chart sets out our supply chain arrangements with our third-party distributor, ColdEx, as at September 30, 2020:



We have an extensive service level agreement in place with our third-party distributor and conduct periodic business and performance reviews with our third-party distributor for purposes of supply assurance and quality compliance, as well as to discuss growth and marketing plans. We conduct periodic inventory review meetings with our third-party distributor with the aim of ensuring the availability of our products at its various regional distribution centres. We also have a business continuity plan in place to cover situations where our third-party distributor is not able to make delivery of products of sufficient quality, and our third-party distributor provides us with liability coverage in circumstances where they cannot make deliveries of products of sufficient quality. We also organize an annual meeting with each of our key suppliers, where we discuss our annual forecast and their readiness to create capacity. This helps us improve transparency in our transactions and also strengthens our relationship and builds preferred customer status with our suppliers. One example of collaboration with our suppliers is our Supplier Led Innovation Program ("**SLIP**"), in which our suppliers are able to submit product ideas to us that can then be selected for test marketing and potential roll out through our network, helping us to bring new products to market quicker.

Food Standards

We have implemented detailed quality assurance, food safety and sanitary procedures at all stages within our supply chain and in our restaurants with the aim of ensuring the quality and consistency of our products and to protect and enhance the Burger King brand image. We benefit from BK AsiaPac's experience and knowledge of quality assurance and food safety standards and procedures.

We maintain programs to monitor and evaluate the adherence of our restaurants to our and Burger King global quality, service and cleanliness standards. For purposes of maintaining high quality standards and adhering to BK AsiaPac's standards and procedures on quality assurance and food safety, we institute standards and training for our employees in relation to health, product handling, ingredient and product temperature management and prevention of cross-contamination. We have sought to develop a strong hygiene culture and have established a reliable control track record. We are fully dedicated to monitoring and enforcing quality assurance and food safety standards and procedures and managing any quality or food safety issue across our entire supply chain from production to transportation and storage to end-delivery. This includes sourcing all ingredients only from approved suppliers and maintaining traceability of all of our fresh produce.

We have implemented a detailed food safety manual that covers all aspects of cleaning, food handling and storage, pest control, stock control and waste disposal based on Burger King global standards. We also have food safety procedures based on a hazard analysis and critical control points plan, which includes controls and monitoring for key processes such as receiving food deliveries, thawing, cooking, cooling and storage. Our procedures include guidelines on date labelling, refrigerator plans and temperature checks. All restaurant employees receive training on critical aspects of food safety as part of their induction and also complete a food safety course. Our restaurants' team members receive ongoing training regarding sanitary procedures, and all senior personnel and managers are required to complete food safety qualifications administered by us. We are also required to comply with the guidance note issued by FSSAI on '*Food Hygiene and Safety Guidelines for Food Businesses during Coronavirus Disease (COVID-19) Pandemic*' ("**FSSAI Guidelines**") which sets out safety requirements for businesses like ours, for personnel involved in handling of food and for other employees to prevent spread of COVID-19 in the work environment and any incidental contamination of food and food packages.

We also do detailed quality checks on 12 critical food safety parameters, including food temperature holding times and cross-contamination, on a periodic basis. We also perform audits on the procedures in place in our restaurants to verify that food is being correctly handled. In addition, the NSF conducts inspections for every restaurant on a periodic basis in order to verify that our restaurants adhere to international quality standards set by Burger King globally. We consider adherence to our food safety policy to be one of our top priorities and may terminate our relationships with sub franchisees who fail to respect these standards.

During the COVID-19 crisis, we have also implemented safety standards and hygiene protocols across our restaurants covering guest safety, crew safety, sanitisation, social distancing, temperature checks and safe deliveries. As part of our safety standards and to combat COVID-19, we have implemented certain safety standards, including sanitization, in which every 60 minutes we sanitize all critical areas, including our billing counters, printers, entrance door handles, guest tables, baby chairs, among others; every 30 minutes, every staff member does a thorough hand wash followed by hand sanitization; and we continuously monitor the health of our staff and any staff member feeling unwell is referred to a doctor immediately.

Technology

We utilise "360º technology" in our interactions with our customers and across our operations, including in the operations of our restaurants, our supply chain and in the management of our business. We equip all of our restaurants with technology such as our centrally controlled digital menu board, which provides us with the flexibility to alter menu placement of our products and match customer preferences. We vary our menu displays utilizing real-time data based on time of day and restaurant location, which enables us to drive demand to match the needs of our business. Similarly, we utilise self-ordering kiosks and handheld POS systems to facilitate the customer experience through convenience and increase sales. Our technology also enables us to integrate our customer platforms with our delivery aggregators, payment gateways and wallets. We have also launched an improved version of our BK mobile app. The features of the new version of our BK Mobile App includes (i) the Omni Channel experience in ordering for dine-in, takeaway and delivery (ii) the BK Crown loyalty program, and (iii) exclusive

offers through digital coupons. . The BK mobile app also features electronic paper-less billing and permits contactless ordering and payment for both takeout and dine-in through a QR code on the app. For purposes of our operations, we use a POS cash register software system to record all sales transactions at our restaurants and verify sales data. In addition, we utilise an integrated planning and invoicing system with our third-party distributor for purposes of planning, invoicing and automated inventory replenishment. We also use biometric attendance tools to manage our employees at our restaurants. We also use video-based training and audit tools, such as the Tune 'em platform, a video-based training programme, and BK Link, which are Burger King global training tools. For purposes of managing our business, our management team has access to measure and monitor key metrics for operational performance, sales and profitability, leverage best practices across our organization in order to drive efficiencies. The insights gained from the data gathered also serve to enhance the customer experience and drive sales at our restaurants.

Employees

As of September 30, 2020, the number of our employees decreased to 4,836 employees compared to 6,141 as of March 31, 2020 due to attrition resulting from certain employees (especially restaurant staff) returning to and remaining in their hometowns as a result of the COVID-19 crisis, as well as redundancies of certain employees. Of our 4,836 employees as of September 30, 2020, 4681 were employed at the restaurant level, including 856 restaurant managers and 3,825 other restaurant employees, and 155 were employed in operations, supply chain functions and as part of our central support functions, including finance, human resources and administration. During the COVID-19 crisis, the salaries of senior management, including our Chief Executive Officer and Whole Time Director, and certain other support centre employees were reduced temporarily. None of our employees are represented by a labour union or covered by a collective wage bargaining agreement. We also have part-time employees who are primarily engaged to manage the peak-hour volumes.

We believe that our people are our strongest brand attribute, and we strive to provide them a positive, friendly, safe and collaborative working environment. We do this by hiring the right talent, implementing structured and on-the-job employee training programs that cover every aspect of a restaurant's operations, and by promoting a culture of meritocracy. For example, we have a well-defined internal growth path called RAP (Rewarding Ace Performance) for our restaurant employees, from crew to restaurant managers and above and we offer our employees opportunities to grow through diverse career development choices across functions. We have also made significant investments in the employment of women and diversity in our business through our 'Queens at Burger King' programme, which we feel strengthens our workforce and enhances our ability to enhance customer experience. In terms of gender diversity, 34% of our employees are women. In addition, our workforce is very young with an average age of 25 years as at September 30, 2020.

In order to enhance customer experience at our restaurants, we emphasize the training of our employees based on our belief that they are the most critical link to our customers. We want our employees to have the maturity and experience to make the right decisions and provide excellent customer service. For this reason, we have put the principles of "Customer First" and "Customer Delight" at the centre of our operations. In addition, a core part of our culture is our "ZEST" employee programme, which stands for "Zealous, Energy, Smiles and Thank you", which focuses on instilling and encouraging passion, energy and enthusiasm in our employees. We believe that enhancing the customer experience is a key component to increasing the profitability of our restaurants. Our restaurant managers also have incentives to meet monthly sales targets, encouraging them to strive for excellent customer experiences and to experiment with new ways of improving our customers' experiences. They are also responsible for managing the restaurant staff, maintaining the records of cash flow, sales and expenses and maintaining the brand image of their restaurants. Restaurant managers' compensation is driven by the sales and profitability of their restaurant and all costs attributable to a restaurant are charged at the restaurant-level, which we believe promotes a culture of responsibility for costs.

Our Sub-Franchised Burger King Restaurants

As at September 30, 2020, we had eight Sub-Franchised Burger King Restaurants in different locations across India. A key focus of our sub-franchising strategy is to sub-franchise in locations where access to direct ownership of restaurants may be restricted due to the type of location, such as in airports and certain shopping malls where one party directly owns all the outlets. However, our sub-franchisees have been more significantly impacted by the COVID-19, since many of their restaurants are located in transit locations, where government restrictions have prevented their operations. As at September 30, 2020, all of our sub-franchised restaurants were temporarily closed. As at the date of the Prospectus, one of our sub-franchised restaurants had reopened and one new sub-franchised restaurant was opened. Our Sub-Franchised Burger King Restaurants are operated and managed by sub franchisees, with technical and operational support from us as developer, including training programs, operations manuals, access to our supply and distribution network and marketing support. In exchange for our services, we collect a monthly sub franchisee royalty fee as a percentage of net sales.

Corporate Social Responsibility

As a socially responsible company, we believe that emphasis should be placed on social and community service. While our Company is not currently mandated to comply with the provisions of corporate social responsibility in terms of the Companies Act, our Company supports the Avasara Leadership Institute ("**Avasara**") Academy through its in-restaurant collection Avasara Academy programme. The Avasara Academy (a not-for-profit organization) is a company with charitable objects in terms of

Section 8 of the Companies Act, 2013, and is involved in not for profit activities, mainly education. The Avasara Academy programme provides a range of opportunities and experiences to its students to develop their personal leadership style and achieve academic excellence in the critical years before their board examinations. We have also supported Room to Read, which is a non-profit organization for improving literacy and gender equality in education in India and the developing world.

Intellectual Property

The trademarks, service marks and other intellectual property relating to the Burger King brand including the Burger King logo  and Burger King core marks, including BURGER KING®, WHOPPER® and HOME OF THE WHOPPER® (collectively, the "**BK IP**"), are registered in the name of Burger King Corporation. Pursuant to intellectual property agreements (collectively, "**BK IP Agreements**") between Burger King Corporation and BK AsiaPac, Burger King Corporation has granted BK AsiaPac an exclusive right to use the BK IP for development and operation of Burger King restaurants in the Asia Pacific region, including the Republic of India. Pursuant to the Master Franchise and Development Agreement and Company Franchise Agreement, BK AsiaPac has granted our Company an exclusive right and license to use and permit its sub franchisees to use the BK IP in India pursuant to the Master Franchise and Development Agreement and Company Franchise Agreement.

Further, Burger King Corporation and BK AsiaPac have entered into an intellectual property letter agreement dated November 19, 2013, with F&B Singapore, Everstone Capital Partners II, LLC, F&B Asia Ventures Ltd (Mauritius), our Promoter and our Company ("**Letter Agreement**"). Pursuant to the Letter Agreement, in the event of (i) termination of the BK IP Agreements or (ii) BK AsiaPac ceasing to be an affiliate of Burger King Corporation (collectively, "**Trigger Events**"), the Master Franchise and Development Agreement and Company Franchise Agreement shall continue to be in force. Further, if pursuant to a Trigger Event, the BK IP for India is transferred to a third party ("**IP Transferee**"), the IP Transferee shall be assigned all the rights and undertake the obligations of BK AsiaPac under the Master Franchise and Development Agreement and Company Franchise Agreement. Further, in case of a Trigger Event, Burger King Corporation shall itself or through the IP Transferee, grant the licenses in terms of the Master Franchise and Development Agreement and Company Franchise Agreement, directly to our Company. Upon termination or expiry of the Master Franchise and Development Agreement or the Company Franchise Agreement, the rights and obligations under the Letter Agreement shall terminate with immediate effect with respect to the terminated or expired agreement.

Government Regulation

We are subject to various central, state, local, municipal laws and rules and regulations affecting the operation of our business, including licenses under the FSSA, approval from the department of police, approval of state pollution control boards under the Air Act and the Water Act, trade/health license, no objection certificate from the fire department of respective state, as well as new rules and regulations regarding COVID-19, including the FSSAI Guidelines. Difficulties in obtaining, or the failure to obtain, required licenses or approvals could delay or prevent the opening of a new restaurant in a particular area or cause an existing restaurant to cease operations. For further information, see *"Government and Other Approvals*" and *"Key Regulations and Policies in India"* and *"Risk Factors – Failure to obtain or maintain or renew licenses, registrations, permits and approvals in a timely manner or at all may adversely affect our business and results of operations" on* page 291, 145 and 32, respectively.

Properties

We do not own the underlying property for any of our restaurants or our Registered and Corporate Office. As at September 30, 2020, all of our business operations were conducted on premises that are leased, licensed or sub-leased and we currently expect to lease or sub-lease the premises for our new restaurants to the extent we are able to expand our restaurant network. Our operating performance depends, in part, on our ability to secure leases for our restaurants in appropriate locations at rents we believe are cost effective. We generally enter into long-term lease deeds or sub-lease agreements that have an initial term that typically ranges from 5 to 20 years. Typically, we are required to pay a security deposit and a specified monthly rental and common area maintenance charges for the duration of the relevant agreement, subject to periodic escalations at agreed rates. Several of our arrangements are based on revenue share model along with a fixed minimum monthly guaranteed amount, which we are required to pay regardless of the revenue we generate at the relevant restaurant. Due to the COVID-19 crisis, we have engaged in rent relief negotiations with all of our landlords, and arrived at negotiated agreements with respect to reductions in rent and our rental obligations during the COVID-19 crisis with a majority of our landlords. In accordance with MCA Notification dated July 24, 2020 on IND- AS 116 (the "**MCA Notification**"), the Company has elected to apply the practical expedient of not assessing lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. As per the requirements of the MCA Notification, out of total lease concessions confirmed till September 30, 2020 of ₹218.31 million (including ₹62.17 million unconditional lease concessions pertaining to subsequent periods), ₹90.75 million has been accounted under rent expenses (to the extent available) and balance of ₹127.56 million is reported under Other Income for the period ended September 30, 2020. As of September 30, 2020, we had a total of ₹286.58 million in outstanding rental payments to landlords.

Competition

We compete within the food service industry and the QSR sector not only for customers, but also for personnel and suitable sites for our restaurants. Our competitors include international QSR chains operating in India, such as McDonalds, KFC, Domino's Pizza, Subway and Pizza Hut, as well as local restaurants in the QSR segment. We generally compete on the basis of product and service quality and price, location. The industry is often also affected by changes in consumer tastes, religious beliefs, economic conditions, demographic trends and consumer disposable income.

Insurance

We maintain insurance coverage under various insurance policies for, among other things, damages in the areas at operations. We have a bundled insurance policy covering electronic equipment, machinery breakdown, portable equipment, burglary, money and fire and special perils. We also maintain various insurance policies covering litigation, transportation, cargo, plant and equipment erection and accidents, as well as a directors' and officers' liability insurance. We believe that the level of insurance we maintain is appropriate for the risks of our business and is comparable to that maintained by other companies in our markets operating in the same business lines. Nonetheless, our policies are subject to standard limitations and may not cover all losses incurred by us. During the COVID-19 crisis, we have helped facilitate the availability of self-funded COVID-19 insurance policy for our frontline employees to cover hospitalization expenses, virus and detection and quarantine allowances arising from COVID-19.

Master Franchise and Development Agreement

Pursuant to the master franchise and development agreement dated November 19, 2013 among BK AsiaPac, our Promoter and our Company ("**Master Franchise and Development Agreement**"), as amended by the first amendment to the Master Franchise and Development Agreement dated November 12, 2014 and further amended by the second amendment to the Master Franchise and Development Agreement dated October 31, 2019 and the third amendment to the Master Franchise and Development Agreement dated November 18, 2020, BK AsiaPac has granted our Company the exclusive right to develop, establish, operate and franchise Burger King restaurants, as well as to use and permit the sub franchisees to use the Burger King Marks and the Burger King System in India (collectively referred to as the "**Development Rights**").

Term: The Master Franchise and Development Agreement is valid until December 31, 2039.

Development obligations: Our Company is obligated to develop and open at least 700 restaurants by December 31, 2026 in compliance with the Master Franchise and Development Agreement, provided that at all times Company-owned Burger King restaurants will represent 60% of the total number of Company-owned and Sub-Franchised Burger King Restaurants in India, as determined at the end of each development year. To the extent our Company is not able to achieve 100% of the cumulative Burger King restaurant opening target for any development year, but has achieved 70% of the difference between such target and the total number of Burger King restaurants open in India on December 31st of the prior development year, then our Company has the flexibility to cure the shortfall by achieving such cumulative opening target within the first six months of the subsequent development year. If our Company is not eligible for the cure period or fails to cure the shortfall, if applicable, subject to certain force majeure events beyond our control, BK AsiaPac may terminate our Development Rights or the Master Franchise and Development Agreement.

Grant of franchise for Company-owned Burger King Restaurants: The terms and conditions applicable to our Company with respect to the operation of Company-owned Burger King Restaurants are set forth in the Company Franchise Agreement, and a unit addendum to the Company Franchise Agreement is executed for each Company-owned Burger King Restaurant. The franchise rights for each Company-owned Burger King Restaurants are valid for 20 years from their commencement date, i.e., from the date the unit addendum is entered into independent of the term or termination of the Master Franchise and Development Agreement. For details of the Company Franchise Agreement, see "– *Company Franchise Agreement*" on page 141.

Our Company is also required to pay BK AsiaPac a non-refundable one-time fee upon the opening of each Burger King restaurant of US$15,000 increasing to US$25,000 from the calendar years 2020 to 2022 and remaining at US$35,000 for all periods thereafter while the Master Franchise and Development Agreement remains in effect. Our Company is required to pay a renewal fee to BK AsiaPac (or its designee) upon issuance of any renewal unit addendum of a Company-owned Burger King Restaurant; however, the renewal fee will not be higher than the maximum opening fee charged for Company-owned Burger King Restaurants.

Further, our Company is required to pay a monthly royalty fee based on a percentage of sales (net of sales and goods and services tax) of our Company-owned Burger King Restaurants. The monthly royalty fee ranges from 2.5% to 5% of such sales, depending on the opening date of the restaurant.

Company-owned Burger King Restaurants are required to contribute 5% of the sales (net of sales and goods and services tax) of our Company-owned Burger King Restaurants for marketing and advertising.

As of the date of the Prospectus, we had certain outstanding amounts due and payable under our Master Franchise and Development Agreement and our Company Franchise Agreement with respect to royalty payments, franchise fees, travel expenses and subscriptions fees in respect of certain periods in 2020. Our Company and our Promoter (collectively referred to

as the "**Franchisee Parties**") have entered into a letter agreement dated November 18, 2020 (the "**Receivables Letter**") with BK AsiaPac with respect to these overdue fees and expenses as a one-time accommodation, pursuant to which the Franchisee Parties are required to pay the aggregate amount of US$1,455,535 to BK AsiaPac in three instalments in the fourth quarter of Fiscal 2021. If the Franchisee Parties fail to pay to BK AsiaPac in full any relevant instalment due by the relevant payment date, such failure would constitute an event of default and entitle BK AsiaPac to such remedies as set out in the Master Franchise and Development Agreement, the Company Franchise Agreement and the Receivables Letter.

Grant of sub-franchise for restaurants: Sub franchisees are required to enter into a franchise agreement for each Sub-Franchised Burger King Restaurant. Our Company is required to pay BK AsiaPac a non-refundable fee for the opening of such Sub-Franchised Burger King Restaurant. Further, our Company is required to pay a monthly royalty fee with respect to each Sub-Franchised Burger King Restaurant that is equivalent to the fees for Company-owned Burger King Restaurants. Our Company may retain the excess of the royalty fee charged by our Company to the sub franchisees over such amounts. Our Company is also required to contribute 5% of the Sub-Franchised Burger King Restaurant's sales (net of sales and goods and services tax) for marketing and advertising and track expenditures for the same. Our Company is obligated to provide certain services in relation to the Sub-Franchised Burger King Restaurants.

Major decisions: Our Company is required to obtain the prior written approval of BK AsiaPac for the following actions, among others, (i) our Company or any of our subsidiaries consolidating, amalgamating, merging, selling, conveying, transferring, leasing or otherwise disposing of all of its property and assets to any person or permitting any person to merge with or into us or any of our subsidiaries; (ii) our Company or our subsidiaries, among others, winding up, dissolving, liquidating, reorganizing and readjusting or any other relief that may be sought under any bankruptcy, insolvency or similar law and appointment of a trustee, receiver, administrator or liquidator; (iii) our Company or any of our subsidiaries acquiring control of the assets or equity interests of any person who is the transferee or assignee by contract of, the rights to develop, own or operate any RBI brand anywhere in the world; and (iv) changes in the permitted business activities of our Company or any of our subsidiaries.

Menu and pricing: Our Company has the authority to establish a local menu for the Company-owned and sub-franchised Burger King restaurants operating within India, subject to the essential menu items being offered and all suppliers and product ingredients being approved by BK AsiaPac. All local menu items must be approved by BK AsiaPac, subject to certain conditions. Any trademarks or other intellectual property rights created in connection with the establishment of any local menu item shall become Burger King Marks and BK IP.

Our Company has the right to determine and adjust in its sole discretion the prices of all products and services offered in any of the Company-owned and sub-franchised Burger King restaurants in India. In the event our Development Rights are terminated, our Company will participate in national promotions sponsored by BK AsiaPac in India at the recommended price point.

Services provided by our Company and BK AsiaPac: Our Company is responsible for, at its own cost, providing training services and courses in respect of all Company-owned and sub-franchised Burger King restaurants in India. It is also required to provide for itself and any sub-franchisees, at its own cost, certain prescribed monitoring services on a day to day basis. BK AsiaPac is required to make available to our Company, among others, (i) the benefit of any new products and cooking techniques as approved by BK AsiaPac from time to time, (ii) marketing ideas and concepts developed by or for BK AsiaPac for use by the Burger King System, (iii) advice regarding choice of marketing agency, (iv) supply quality assurance standards to evaluate and approve the suppliers and distributors, (v) advice on annual marketing calendar, marketing analytics, (vi) benchmarks of business against other territories, and (vii) assistance in collaborations with beverage and bottled water suppliers.

Default and termination: BK AsiaPac may immediately terminate the Development Rights or the Master Franchise and Development Agreement and we would have no ability to cure if, among others, (i) our Company or our Promoter assigns or transfers the Development Rights or the Master Franchise and Development Agreement, duplicates the Burger King System violates the confidentiality provisions or acquires an interest in a competitor, (ii) our Company or our Promoters initiate bankruptcy or insolvency proceedings, (iii) our Company or our Promoters challenge the validity of the Burger King Marks or any other BK IP, or (iv) if a competitor acquires control of our Company or any of our subsidiaries. Further, BK AsiaPac may terminate our Development Rights or the Master Franchise and Development Agreement if our Company fails to remedy certain defaults within an agreed upon cure period, including, among others, (i) failure to pay the amounts payable to BK AsiaPac, once due, (ii) failure to achieve the cumulative Burger King restaurant opening target for any development year (subject to a six month cure period upon 70% achievement as described above), (iii) failure to comply with any material term of the Company Franchise Agreement or any unit addendum (excluding any breach cured within the applicable cure period), (iv) a sub franchisee breaches any material term of any franchise agreement to which it is a party (excluding any breach cured within the applicable cure period), (v) our Company fails to comply with the debt to equity ratio i.e. not more than 2:1, at any time (excluding any breach cured within the applicable cure period), and (vi) our Company undertakes any major decision (as defined above) without first receiving the prior written approval of BK AsiaPac (subject to certain exceptions and the breach cured within the applicable cure period).

Upon the termination or expiration of the Master Franchise and Development Agreement, all rights granted to our Company will terminate, subject to the survival of certain provisions. BK AsiaPac (or its designee) may develop, open and operate Burger

King restaurants in India and approve third parties to do the same. At BK AsiaPac's request, the parties will work together to agree on a transition plan. While our Company's rights and obligations under the Company Franchise Agreement and any franchise agreement will remain unaffected, no right to renew the terms of the unit addendum or franchise agreement will be available to our Company. Upon termination, BK AsiaPac is required to comply with restrictions in relation to granting rights to another person to develop a Burger King restaurant within a certain prescribed radius of an existing Company-owned or Sub-Franchised Burger King Restaurant. Further, if BK AsiaPac terminates the Master Franchise and Development Agreement due to a development default, our Company will be entitled to open at least 35 Company-owned or Sub-Franchised Burger King Restaurants per calendar year through December 31, 2039 under our previously agreed terms, including, non-refundable opening fees, monthly royalties and advertising contributions.

Our Company may terminate the Master Franchise and Development Agreement if BK AsiaPac fails to remedy certain defaults within 30 days, among others, if a court or tribunal of competent jurisdiction issues a final and non-appealable judgment determining that the BURGER KING® or WHOPPER® trademark materially infringes the intellectual property rights of a third party in India and BK AsiaPac is unable to procure for our Company the continued right to use the relevant trademark or a valid substitute, or if the Development Rights are in effect, BK AsiaPac establishes or operates Burger King restaurants in India or licenses to others the right to establish or operate Burger King restaurants in India. Upon termination of the MFDA as a result of BK AsiaPac's default, our Company shall be entitled to such remedies as may be awarded pursuant to any arbitration proceeding commenced by us.

Burger King intellectual property rights: All BK IP, including the Burger King System and Burger King Marks, are the sole and exclusive property of BK AsiaPac or its affiliates and will remain so during the term and after the termination of the Master Franchise and Development Agreement. Any unauthorized use of the BK IP by our Company would constitute a material breach of the Master Franchise and Development Agreement and an infringement of the rights of BK AsiaPac.

Guarantee: Our Promoter has guaranteed the obligations of our Company under the Master Franchise and Development Agreement, Company Franchise Agreement and each unit addendum to be entered into between our Company and BK AsiaPac.

Non-compete: Our Company and our Promoter cannot acquire any ownership interest, consult, open, operate or act as franchisee for any competitor directly or indirectly, except for investments of up to 2% in the nature of pure financial investments in listed companies during term of the Master Franchise and Development Agreement.

Indemnity: Subject to certain limited exceptions, our Company is required to indemnify BK AsiaPac, its affiliates and their respective directors, officers, employees, shareholders and agents against any losses, arising out of certain conditions provided under with the Master Franchise and Development Agreement. Further, while our Company is required to maintain insurance policies under the Master Franchise and Development Agreement, the indemnity is not capped to the amount recoverable under such insurance policies.

*Audit right*s: BK AsiaPac is entitled to inspect and make copies of any records or books of our Company on a three business days' notice, up to four times in a development year. Representatives of BK AsiaPac may enter the Company's office or training facility without prior notice and are also entitled to conduct Company-owned and Sub-Franchised Burger King Restaurant inspections. Further, BK AsiaPac may conduct an annual audit of our Company during each calendar year to ensure compliance with the global marketing policy and that our Company is providing services in accordance with the Master Franchise and Development Agreement.

Assignment and transfer restrictions: BK AsiaPac may transfer its rights and obligations under the Master Franchise and Development Agreement to any of its affiliates or any person to whom the Burger King Marks, domain names and BK IP are transferred, at its sole cost and expense.

Further, our Company cannot, without the prior written consent of BK AsiaPac, among others, transfer the Master Franchise and Development Agreement or Development Rights; sub-license any rights granted by the Master Franchise and Development Agreement; or subcontract any obligations under the Master Franchise and Development Agreement.

Governing law and dispute resolution: The Master Franchise and Development Agreement is governed by the laws of Singapore. Further, disputes must be referred to arbitration under the Arbitration Rules of the Singapore International Arbitration Centre in Singapore.

Company Franchise Agreement

Pursuant to the company franchise agreement dated November 19, 2013 among BK AsiaPac, our Promoter and our Company, as amended by the amendment agreement to the Company Franchise Agreement dated October 31, 2019 ("**Company Franchise Agreement**"), BK AsiaPac granted our Company a license to use the Burger King System, including the Burger King Marks, at specified locations in India where each Company-owned Burger King Restaurant is located. Our Company is required to operate each Company owned Burger King Restaurant in accordance with the Company Franchise Agreement and an individual unit license addendum entered into between BK AsiaPac and our Company. Additionally, our Promoter has guaranteed the

obligations of our Company under the Company Franchise Agreement, the Master Franchise and Development Agreement and each applicable unit addendum to be entered into between our Company and BK AsiaPac.

Set forth below is a summary of certain key terms of the Company Franchise Agreement:

Term: In general, the term of each unit addendum is 20 years from the date of opening of each Company-owned Burger King Restaurant. After the expiry of the initial term, our Company may request BK AsiaPac to renew the unit addendum for such additional term as may be determined by BK AsiaPac provided that our Company complies with the renewal criteria set forth in the Company Franchise Agreement upon which BK AsiaPac may, subject to payment of renewal fee and certain other conditions, renew the unit addendum.

Exclusivity: Our Development Rights in India are exclusive, and while the Development Rights are in effect, BK AsiaPac has no right to develop, build, open or operate, or to grant any third party the right to develop, open, build or operate, any Company owned or sub-franchised Burger King restaurant in India. However, upon termination of the Development Rights, our Company will have no further right to exclusivity or to object to the further development of Company owned or sub-franchised Burger King restaurants in India, whether by BK AsiaPac, its affiliates or any other persons, except for the development of Burger King restaurants within an agreed upon radius of an existing Company owned and sub-franchised Burger King restaurant as set forth in the Master Franchise and Development Agreement.

Organization: In terms of the Company Franchise Agreement, our Company's business activities shall consist solely of, among others, developing, owning and operating Burger King restaurants and providing services in accordance with the Master Franchise and Development Agreement. Our Company shall not be able to change its business activities without the prior written approval of BK AsiaPac. Further, our Company is required to provide copies of organizational and other governing documents to BK AsiaPac upon receiving a specific request from BK AsiaPac and our Company would not be able to amend or revise the governing documents, without the prior written consent of BK AsiaPac, if such revision or amendment would (a) change the corporate legal structure of our Promoter and our Company; (b) change the designation of or the procedures for designating the managing owner i.e. Rajeev Varman; or (c) change the authority delegated to the managing owner or the director of Burger King restaurant operations. Further, our Company may not be able to change the managing owner without prior consultation of BK AsiaPac and the new managing owner must satisfy the criteria set forth in the Company Franchise Agreement. Additionally, our Company is required to appoint a director of Burger King restaurant operations who could be the managing owner or a natural person who shall report to the managing owner. If the director of Burger King restaurant operations is not the managing owner, he or she must be approved by BK AsiaPac. Further, our Company is required to appoint and employ one marketing director and one development director and the personal, qualification and experience details of such marketing and development shall be provided by our Company to BK AsiaPac prior to such appointment.

Our Company is required to obtain, secure and maintain all material licenses, approvals and permits for each Company owned Burger King restaurant and also submit evidence of such compliance with applicable laws to BK AsiaPac in accordance with the Company Franchise Agreement.

Protection of Burger King System: The ownership of all right, title, interest in the Burger King System including the Burger King Marks, and the design, décor and image of Company-owned and Sub-Franchised Burger King Restaurants shall remain solely vested with BK AsiaPac or its affiliates and our Company and our Promoter will acquire no proprietary or other rights in or to any element of the Burger King System or the Burger King Marks. Our Company is further required to ensure that all the confidential information in respect of BK AsiaPac or its affiliates is maintained in strict confidence.

Standards and Uniformity: Our Company shall, at its own expense, maintain the Company owned Burger King restaurants in good condition and repair in accordance with BK AsiaPac's current standards and shall use the Burger King System and the rights granted under the Company Franchise Agreement in compliance with the quality standards adopted by BK AsiaPac. Further, our Company is also required to remodel, renovate, replace, upgrade, improve and modernize the Company-owned Burger King Restaurants every seven years during the term of a unit addendum. In terms of the Company Franchise Agreement, our Company is also required to, among others, consult with BK AsiaPac and consider the suggestions given by BK AsiaPac in connection with the preparation of the annual business plan, train its employees, officers and directors on a regular basis on anti-corruption laws and submit compliance certificates to BK AsiaPac.

Insurance: Prior to opening of each Company-owned Burger King Restaurant, our Company is required to procure and maintain comprehensive general liability insurance, automotive liability insurance, all risks property insurance, business interruption insurance, among others, for such Company-owned Burger King Restaurant.

No Dilution: Our Company shall not, at any time, do any act or thing disputing, challenging, attacking or in any way diluting the validity of BK AsiaPac's right, title or interest in the Burger King System, including the Burger King Marks.

Records and reporting obligations: Our Company is required to keep true, accurate and complete records of our business relating to our Company-owned Burger King Restaurants. Further, our Company is required to submit to BK AsiaPac daily, weekly, monthly total restaurant sales and comparative sales reports along with other data, as may be required in terms of the Company Franchise Agreement. Additionally, our Company is also required to submit to BK AsiaPac, among others, the

monthly, quarterly and fiscal year-to-date profit and loss statements, the audited financial statements and certified statements verifying total monthly restaurant sales and ticket counts for our Company-owned Burger King Restaurants.

Royalty, opening fee and advertising contribution: Our Company is required to pay a non-refundable franchise fee for the opening of each Company-owned Burger King Restaurant and a monthly royalty fee for such Company-owned Burger King Restaurant to BK AsiaPac. The amount of the monthly royalty and opening fee payable by our Company to BK AsiaPac for our Company-owned Burger King Restaurants is determined in accordance with the Master Franchise and Development Agreement. In addition, our Company deposits the monthly advertising contribution into an advertising fund which is made up of contributions from our Company and our sub franchisees. Our Company is responsible for the management of the advertising fund and has agreed to comply with the terms of the Master Franchise and Development Agreement and BK AsiaPac's global marketing policy. Upon termination of the Master Franchise and Development Agreement, our Company is required to pay the advertising contribution to BK AsiaPac or its designee. For details, please refer to "- *Our Business – Master Franchise and Development Agreement*" above.

Further, any unit addendum may be renewed by our Company upon payment of the renewal fee provided that our Company is not in breach of the unit addendum or the Company Franchise Agreement and is in compliance with the other conditions provided in the Company Franchise Agreement.

Indemnity: Our Company shall be responsible to indemnify BK AsiaPac against all losses arising out of or in connection with *inter alia* (a) the possession, ownership or operation of the Company owned Burger King restaurants; (b) breach by our Company of failure to perform any representations, warranties, covenants and obligations; (c) the locations of Company owned Burger King restaurants; (d) the sale of securities of our Company or any affiliate of our Company, including the losses related to alleged violation of securities laws; and (e) any fraudulent activities, corporate malfeasance, negligence or misconduct in connection with the business of our Company. Further, in the event BK AsiaPac makes any claim against our Promoter or our Company and recovers such amount from either party, BK AsiaPac shall not be entitled to make a claim in respect of the same amount against the other party.

Continuous operation: Our Company is required to continuously operate each Company-owned Burger King Restaurant from the opening date through the expiration of the unit addendum term, and any failure on the part of our Company to do so will constitute a material act of default under the Company Franchise Agreement and the applicable unit addendum, subject to certain exceptions as specified in the Company Franchise Agreement.

Right of first refusal: If, after the Development Rights are no longer in effect, our Company receives an offer from a third party to purchase, directly or indirectly, a Company-owned Burger King Restaurant (or any portion thereof or interest therein) or any equity interest in our Company, our Company shall be required to offer to sell the Company-owned Burger King Restaurant (or any portion thereof or interest therein) to BK AsiaPac at the same purchase price and on substantially the same terms and conditions as the third party offer.

Default and termination: BK AsiaPac may terminate the unit addendum for a Company-owned Burger King Restaurant if our Company fails to cure any default within the prescribed cure period, if any. These acts of default include, but are not limited to, our Company failing to (a) maintain or operate the Company-owned Burger King Restaurant in accordance with the Burger King System; (b) maintain the Company-owned Burger King Restaurant in good condition and repair; (c) pay to BK AsiaPac royalties or any other amount required to be paid; or (d) sell any product required to be sold by BK AsiaPac.

Further, BK AsiaPac may terminate the unit addendum in respect of some or all of the Company-owned Burger King Restaurants and/or terminate the Company Franchise Agreement in its entirety upon the occurrence of certain acts of default, including, among others, (a) a final and non-appealable judgment against our Company remains unsatisfied for 30 days and such a judgment materially affects the operation of three or more Company- owned Burger King Restaurants; (b) our Company acts in a fraudulent manner in connection with the operation of a Company owned Burger King Restaurant; or (c) our Company challenges the validity or ownership of the Burger King Marks or the confidential information or BK AsiaPac's rights in the Burger King System.

Additionally, our Company may terminate the Company Franchise Agreement if (a) while the Development Rights are in effect, BK AsiaPac establishes or operates Company owned or sub-franchised Burger King restaurants in India or licenses to others the right to establish or operate Company owned or sub-franchised Burger King restaurants in India; (b) if a court or tribunal issues a final judgment determining that the BURGER KING® or WHOPPER® trademark materially infringes the intellectual property rights of any third party in India and BK AsiaPac is unable to procure for our Company the continued right to use the relevant trademark or a valid substitute.

In the event of (a) termination of the Company Franchise Agreement, our Company shall, among others, cease to operate the Company-owned Burger King Restaurants, and be unable to use the Burger King System, the Burger King Marks or any other mark confusingly similar to Burger King Marks; and (b) termination of the unit addendum for any Company-owned Burger King Restaurant, our Company shall be, among others, unable to use the Burger King System, the Burger King Marks or any other mark confusingly similar to Burger King Marks and de-identify itself as a Burger King franchisee for such Company-owned Burger King Restaurant.

Restrictive covenant: Our Company and our Promoter have agreed that they will not, directly or indirectly, own, operate or make any investment in a competitor during the term of the Company Franchise Agreement.

Assignment and transfer restrictions: BK AsiaPac may transfer its rights and obligations to any of its affiliates or third parties (as may be decided by BKC or BK AsiaPac) at its sole cost and expense.

Further, our Company cannot, without the prior written consent and further conditions which BK AsiaPac may impose, directly or indirectly, transfer (a) the Company Franchise Agreement or any of its rights or obligations under the Company Franchise Agreement; or (b) any of the Company-owned Burger King Restaurants or the locations and real estate pertaining to such restaurants; and (iii) any part of beneficial interest in the Company Franchise Agreement or the Company-owned Burger King Restaurants. Under the terms of the Company Franchise Agreement, until the occurrence of any termination event as specified in the Master Franchise and Development Agreement, our Company is permitted to transfer a Company-owned Burger King Restaurant to any third party upon payment of the transfer fee to BK AsiaPac provided that our Company at all times owns and operates at least 60% of the Company-owned and Sub-Franchised Burger King Restaurants in India, subject to certain specified conditions.

Governing law and dispute resolution: The Company Franchise Agreement is governed by the laws of Singapore. Further, the disputes must be referred to arbitration under the Arbitration Rules of the Singapore International Arbitration Centre in Singapore.

KEY REGULATIONS AND POLICIES IN INDIA

Given below is an indicative summary of certain relevant laws and regulations applicable to our Company. The information in this section has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice. The indicative summary is based on the current provisions of applicable law, which are subject to change or modification or amended by subsequent legislative, regulatory, administrative or judicial decisions.

Key regulations applicable to our Company

Food Safety and Standards Act, 2006 ("FSSA")

The FSSA was enacted with a view to consolidate the laws relating to food and to establish the FSSAI for laying down scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The FSSAI is required to provide scientific advice and technical support to the GoI and the state governments in framing the policy and rules relating to food safety and nutrition. The FSSA also sets out requirements for licensing and registering food businesses, general principles for food safety, and responsibilities of the food business operator ("**FBO**") and liability of manufacturers and sellers, and adjudication by the Food Safety Appellate Tribunal. The FSSA also lays down penalties for various offences (including recall procedures).

In exercise of powers under the FSSA, FSSAI has framed, *inter alia*, the Food Safety and Standard Rules, 2011 ("**FSSR**"). The FSSR sets out the enforcement structure of 'commissioner of food safety', 'food safety officer' and 'food analyst' and procedures of taking extracts of books of accounts and other relevant documents, seizure of food articles, sampling of food articles and analysis. The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011 provide for the conditions and procedures for registration and licensing process for food business and lays down general requirements to be fulfilled by various FBOs, including petty food business operators as well as specific requirements to be fulfilled by businesses dealing with certain food products.

In terms of the Food Safety and Standards (Food Recall Procedure) Regulations, 2017, every FBO engaged in manufacturing of food is required to have a food recall plan. The packaging done by a FBO is required to be in compliance with the Food Safety and Standards (Packaging and Labelling) Regulations, 2011. Further, all FBOs whose consumption of edible oils for frying is more than 50 litres per day are required to maintain records and dispose used cooking oil to agencies authorised by the FSSAI. The operators are also required to maintain records of the oil used and disposed and the authorised body where it is disposed. According to the Food Safety and Standards (Licensing and Registration of Food Business) Amendment Regulations, 2018, an e-commerce FBO (which includes sellers and brand owner who display or offer their food products, through e-commerce, and providers of transportation services for the food products and/or providing last mile delivery transportation to the end consumers), is required to obtain central license from the concerned central licensing authority.

Further, FSSAI has issued guidance note on '*Food Hygiene and Safety Guidelines for Food Businesses during Coronavirus Disease (COVID-19) Pandemic*' ("**Guidance Note**") with an intent to provide guidance to food businesses, including their personnel involved in handling of food and other employees to prevent spread of COVID-19 in the work environment and any incidental contamination of food/food packages. It also provides guidance in relation to operative mechanism such as establishment of an in-house emergency response team in large food businesses to deal with suspected infections effectively. It mandates that employers should have a COVID-19 screening protocol in place to screen all personnel entering the premise. All the employees or visitors should be screened at entry point for the symptoms of COVID-19 such as, among others, temperature (using non-contact type thermometer), cough, cold etc. The entrance shall mandatorily have measures installed for hand hygiene. Employees and food handlers should be encouraged to self-declare any symptoms of any respiratory illness before visiting the premises. To spread awareness and contain the spread of the disease, employers should employ and ensure compliance with numerous measures such as, among others, display of posters/standees/audio visuals on preventive measures for COVID-19, frequent usage of alcohol-based sanitisers, avoidance of close contact with symptomatic personnel, usage of face masks, and frequent cleaning and disinfection. Food sectors involved in food services, takeaways and deliveries shall ensure, among others, that the food service area shall be thoroughly cleaned and disinfected after every meal, hand wash facilities should be made available to the workers, employees wear a clean uniform, mask/face cover, gloves and head covers at all time, adoption of contactless delivery. The Guidance Note prescribes guidelines for the management of the food establishment to handle a Covid-19 suspect/positive case in accordance with the guidelines issued by Ministry of Health and Family Welfare and clean and disinfect the premises accessed by the suspected Covid-19 case.

The Guidance Note mandates strict adherence to General Hygiene Practices specified under Schedule 4 of Food Safety and Standards (Licensing and Registration of Food Businesses) Regulation, 2011 ("**Schedule**"). The Schedule enumerates multiple compulsory measures to be adopted by food business operators in the interest of human nutrition, safety and hygiene. The Schedule mandates that the premises shall be clean, adequately lighted and ventilated, and sufficient free space for movement shall be made available. In relation to personal hygiene – all employees should wash their hands properly and they should be made aware of measures to avoid cross-contamination. Further, among other things, eating, chewing, smoking, spitting and nose blowing shall be prohibited within the premises especially while handling food, and persons suffering from infectious

diseases shall not be permitted to work. Any cuts or wounds shall remain covered at all time and the person should not be allowed to come in direct contact with food.

Environment Regulations

We are subject to various environment regulations as the operation of our establishments might have an impact on the environment in which they are situated. The basic purpose of the statutes given below is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation. As per the applicable state law, all industries are required to obtain consent orders from the PCBs. These consent orders are indicative of the fact that the industry in question is functioning in compliance with the pollution control norms and are required to be kept renewed.

A. ***The Environment (Protection) Act, 1986 ("Environment Act")***

The Environment Act has been enacted with the objective of protection and improvement of the environment. Under the Environment Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the Act, including the power to direct the closure, prohibition or regulation of any industry, operation or process. The Environment Act also contains provisions with respect to furnishing information to authorities in certain cases, the establishment of environment laboratories and the appointment of government analysts. The Environment Act prescribes penalties in form of fine, imprisonment or both, in case of non-compliance with the Environment Act or the rules thereunder.

B. ***Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")***

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State Pollution Control Board ("**State PCB**"). The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

C. ***Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")***

The Air Act requires that any individual, industry or institution responsible for emitting smoke or gases by way of use of fuel or chemical reactions must apply in a prescribed form and obtain consent from the State PCB prior to commencing any activity. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the State PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent. The Air Act prescribes penalties for contravention in terms of fine, imprisonment or both.

D. ***Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016***

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, requires that every occupier of a facility who is engaged in handling of 'hazardous waste' and other wastes is required to obtain an authorization from State PCB. It places an obligation on the occupier to prevent, minimize, reuse, recycle, recover, utilize including co-processing, and safe disposal of the waste. It also makes the occupier responsible for safe and environmentally sound management of hazardous and other wastes. It makes the occupier liable for damages caused to environment or third parties. It also prescribes financial penalties for violation of provisions of the rules.

E. ***Plastic Waste Management Rules, 2016***

Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to *inter alia*, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through the authorized waste collection agency.

F. ***Solid Waste Management Rules, 2016***

All restaurants are required to ensure segregation of waste at source, facilitate collection of segregated waste in separate streams, handover recyclable material to either the authorized waste pickers or the authorized recyclers, in partnership with the local body. The bio-degradable waste shall be processed, treated and disposed off through composting or bio-

methanation within the premises as far as possible. The residual waste shall be given to the waste collectors or agency as directed by the local body.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All industries have to be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

Police Laws and Fire Prevention Laws

The state legislatures in India have enacted laws regulating public order and police, which provide, *inter alia*, for the registration of eating houses and obtaining a 'no objection certificate' for operating such eating houses, from the police station located in that particular area, along with prescribing penalties for non-compliance. The state legislatures have also enacted legislations for fire control and safety including the Maharashtra Fire Prevention and Life Safety Measures Act, 2006, Uttar Pradesh Fire Prevention and Fire Safety Act, 2005, Andhra Pradesh Fire Services Act, 1999 and Delhi Fire Services Act, 2007, which are applicable to our restaurants established in the respective states. The legislations include provisions in relation to provision of fire safety and life saving measures by occupiers of buildings, licensing provisions and penalties for non-compliance.

Municipality Laws

The respective state legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective state governments have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading and to obtain relief in case of infringement of such marks. Application for the registration of trademarks has to be made to Controller-General of Patents, Designs and Trade Marks who is the Registrar of Trademarks for the purposes of the Trade Marks Act. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties in form of imprisonment or fine or both for infringement, falsifying and falsely applying trademarks and using them to cause confusion among the public.

Copyright Act, 1957

The Copyright Act, 1957, along with the Copyright Rules, 1958, (collectively, "**Copyright Laws**") serve to create property rights for certain kinds of intellectual property, generally called works of authorship. The Copyright Laws protect the legal rights of the creator of an 'original work' by preventing others from reproducing the work in any other way. The intellectual property protected under the Copyright Laws includes literary works, dramatic works, musical works, artistic works, cinematography and sound recordings. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

Public Liability Insurance Act, 1991 ("Public Liability Act")

The Public Liability Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of 'hazardous substances' covered by the Public Liability Act has been enumerated by the Government pursuant to a notification. The owner or handler is also required to take out an insurance policy insuring against liability under this legislation. Any party violating the provisions of the Public Liability Act can be imposed with a fine, imprisonment or both.

Consumer Protection Act, 2019 ("COPRA")

The COPRA will repeal the existing Consumer Protection Act, 1986, and shall come into force on such date as the Central Government may, by notification, appoint. The Consumer Protection Act, 1986 provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of

the orders of the redressal commissions attracts criminal penalties. The COPRA will, *inter alia*, introduce a Central Consumer Protection Council to promote, protect and enforce the rights of consumers executive agency to provide relief to a class of consumers. The COPRA will bring e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online market place or online auction sites. The COPRA will also provide for mediation cells for early settlement of the disputes between the parties.

National Building Code of India ("NBC")

The NBC of India, is a national instrument providing guidelines for *inter-alia*, regulating the building construction activities across the country. It governs the government construction departments and agencies, private construction agencies/builders/developers, building professionals and consultants, academic and research institutions, and building material and technology suppliers throughout the country. The NBC mainly contains administrative regulations, development control rules and general building requirements, fire safety requirements, stipulations regarding materials, structural design and construction (including safety), building and plumbing services, landscape development, signs and outdoor display structures, guidelines for sustainability, and asset and facility management. The NBC also provides the guidelines for the occupation and usage of the premises. In addition to these, there are Development Control Regulations in term of the applicable state laws where our restaurants are established.

Foreign Exchange Management Act, 1999 ("FEMA")

FEMA and regulations issued by RBI on Foreign Exchange Management regulate all transactions including exports from India to outside, foreign currency, foreign exchange, foreign security, imports of goods and services from outside India to India, securities as defined in Public Debt Act 1994, banking, financial and insurance services, sale, purchase and exchange of any kind (i.e. transfer) and any citizen of India, residing in the country or outside (NRI). The FEMA provides for monetary penalties, recovery procedures and imprisonment terms for various offences.

Prevention of Corruption Act, 1988 ("PCA")

The PCA *inter alia*, provides that offering bribe to a public servant, a public servant receiving bribe with the intention to perform or cause performance of public duty improperly or dishonestly or to forbear or cause forbearance to perform an undue advantage, or receive an undue advantage without any consideration, or any abetment to any offences under the PCA, would amount to offences under the PCA. The PCA prescribes the investigation procedure and punishment of imprisonment and fine for such offenses. The PCA prescribes imprisonment terms for any abetment, attempt and habitual occurrence of offenses.

Laws relating to taxation

The tax related laws that are pertinent, include the Income Tax Act 1961, Income Tax Rules, 1962, Customs Tariff Act, 1975 and GST which includes the Central Goods and Services Tax Act, 2017, various State Goods and Services Tax legislations and the Integrated Goods and Services Tax Act, 2017.

Laws relating to Employment

Certain labour regulations that may be applicable to our Company in India including Employees' Provident Funds and Miscellaneous Provisions Act, 1952; Employees' State Insurance Act, 1948; Employee's Compensation Act, 1923; Equal Remuneration Act, 1976; The Maternity Benefit Act, 1961; Labour Contract Labour (Regulation and Abolition) Act, 1970; Industrial Employment (Standing Orders) Act, 1946; Minimum Wages Act, 1948; Payment of Bonus Act, 1965; Payment of Gratuity Act, 1972; and Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 among others.

The Occupational Safety, Health and Working Conditions Code, 2020, the Code on Social Security, 2020, and the Code on Wages, 2019 have received the President's assent, and will come into force at a date notified by the Central Government.

Other applicable laws

In addition to the above, our Company is required to comply with the provisions of the Indian Contract Act, 1872, Companies Act**,** Transfer of Property Act, 1882, Legal Metrology Act, 2009, to the extent applicable, SEBI Listing Regulations, RBI guidelines, IBC, and other applicable laws and regulations imposed by the central and state governments and other authorities for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was incorporated as "Burger King India Private Limited" under the Companies Act, 1956 at Mumbai, pursuant to a certificate of incorporation dated November 11, 2013, issued by the RoC. Subsequently, our Company was converted into a public limited company, the word 'private' was struck off from the name of our Company and consequently, a fresh certificate of incorporation dated September 25, 2019 was issued by the RoC, recording the change of our Company's name to 'Burger King India Limited'.

Changes in the Registered Office

The following table sets forth details of the changes in the Registered Office of our Company since the date of its incorporation:

Date of change	Details of change in the address of the Registered Office	Reasons for change in the address of the Registered Office
August 23, 2016	The registered office of our Company was changed from One Indiabulls Center, 16th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai, Maharashtra, 400 013 to Unit 502, Peninsula Tower 1, Peninsula Corporate Park, G.K. Marg, Lower Parel, Mumbai, Maharashtra, 400 013.	Administrative and operational convenience
October 1, 2017	The registered office of our Company was changed from Unit 502, Peninsula Tower 1, Peninsula Corporate Park, G.K. Marg, Lower Parel, Mumbai, Maharashtra, 400 013 to Unit nos. 1003 to 1007, 10th floor, Mittal Commercia, Asan Pada Rd Chimatpada, Marol, Andheri (E), Mumbai, Maharashtra, 400 059.	Administrative and operational convenience

Major events in the history of our Company

The table below sets forth the key events in the history of our Company.

Financial Year	Particulars
2015	Commenced operations at the first store at Select Citywalk Mall, Saket, New Delhi
2018	The first television commercial of our Company aired on television
2018	Commenced operations at the 100th store at Jalandhar LPU, Punjab
2018	Entered into a partnership with Mumbai Indians
2019	Expansion to east zone by opening of store in Bhubaneshwar
2019	The Company crossed revenue of ₹ 6,000 million and became EBITDA positive
2020	Commenced operations at the 200th store at Chakala metro station, Mumbai
2020	Launched the first store in Kolkata
2020	Commenced operations at the 250th store at Iffco Chowk metro station, Gurgaon

Awards and accreditations

The table below sets forth key awards and accreditations received by our Company:

Calendar Year	Particulars
2019	Our Company was awarded with "APAC Operator of the Year" by Burger King Corporation
2018	Our Company was awarded with "Global Master Franchisee of the Year" by Burger King Corporation
	Our Company was awarded with "APAC Master Franchisee of the Year" by Burger King Corporation
	Our Company was awarded with "APAC Segment 3 Franchisee of the Year" by Burger King Corporation
	Our Company was awarded with "APAC Marketer of the Year" by Burger King Corporation
	Our Company was awarded with "APAC Operator of the Year" by Burger King Corporation
2017	Our Company was awarded with "APAC Marketer of the Year" by Burger King Corporation
2016	Our Company was awarded with "APAC Segment 2 Operator of the Year" by Burger King Corporation
2015	Our Company was awarded with "APAC Rookie of the Year" by Burger King Corporation

Time and cost overrun

Our Company has not faced any time or cost overruns in setting up of projects, except in the ordinary course of business.

Defaults or re-scheduling of borrowings

There have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our Company's borrowings.

Main objects of our Company

The main objects contained in the Memorandum of Association are as follows:

"*To develop, promote, establish, own, acquire, operate, manage and maintain directly or indirectly, restaurants (including quick service restaurants), eating houses, kiosks, fast food outlets, cafeterias, food courts, tea and coffee houses, soda fountains, taverns, canteens, catering services or other store formats and provide therein all types of amenities, facilities, conveniences, refreshments, in the territory of India and to license to other franchisees as a master franchisee, the right to develop, establish, operate and maintain, restaurants, eating houses, kiosks, fast food outlets, cafeteria, food courts, tea and coffee houses, soda fountains, taverns, canteens, catering services or other store formats in particular locations or regions within the territory of India."*

The main objects as contained in our Memorandum of Association enable our company to carry on the business presently being carried on.

Amendments to our Memorandum of Association

The amendments to our Memorandum of Association are set out below.

Date of Shareholders' resolution	Details of the amendments
February 27, 2014	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 500,000 divided into 50,000 Equity Shares of ₹ 10 each to ₹ 650,000,000 divided into 65,000,000 Equity Shares of ₹ 10 each.
January 6, 2015	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 650,000,000 divided into 65,000,000 Equity Shares of ₹ 10 each to ₹ 1,300,000,000 divided into 130,000,000 Equity Shares of ₹ 10 each.
March 1, 2016	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 1,300,000,000 divided into 130,000,000 Equity Shares of ₹ 10 each to ₹ 2,000,000,000 divided into 200,000,000 Equity Shares of ₹ 10 each.
January 11, 2017	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 2,000,000,000 divided into 200,000,000 Equity Shares of ₹ 10 each to ₹ 2,650,000,000 divided into 265,000,000 Equity Shares of ₹ 10 each.
July 18, 2018	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 2,650,000,000 divided into 265,000,000 Equity Shares of ₹ 10 each to ₹ 3,500,000,000 divided into 350,000,000 Equity Shares of ₹ 10 each.
September 21, 2018	Amendment to Clause V of the Memorandum of Association to reflect reclassification in authorised share capital from ₹ 3,500,000,000 divided into 350,000,000 Equity Shares of ₹ 10 each to ₹ 2,900,000,000 Equity Share capital divided into 290,000,000 Equity Shares of ₹ 10 each and ₹ 600,000,000 Preference Share capital divided into 6,000,000 Preference Shares of ₹ 100 each.
December 12, 2018	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 2,900,000,000 Equity Share capital divided into 290,000,000 Equity Shares of ₹ 10 each and ₹ 600,000,000 Preference Share capital divided into 6,000,000 Preference Shares of ₹ 100 each to ₹ 2,900,000,000 Equity Share capital divided into 290,000,000 Equity Shares of ₹ 10 each and ₹ 1,150,000,000 Preference Share capital divided into 11,500,000 Preference Shares of ₹ 100 each.
September 13, 2019	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 2,900,000,000 Equity Share capital divided into 290,000,000 Equity Shares of ₹ 10 each and ₹ 1,150,000,000 Preference Share capital divided into 11,500,000 Preference Shares of ₹ 100 each to 3,900,000,000 Equity Share capital divided into 390,000,000 Equity Shares of ₹ 10 each and ₹ 1,150,000,000 Preference Share capital divided into 11,500,000 Preference Shares of ₹ 100 each.
September 13, 2019	Amendment to Clause I where the name of our Company was changed from 'Burger King India Private Limited' to 'Burger King India Limited' due to conversion from a private limited company to a public company.
September 13, 2019	The main objects sub-clauses 13, 15 and 52 of Clause III(B) were substituted for the following clauses and Clause III(C) was deleted in its entirety:

Date of Shareholders' resolution	Details of the amendments
	13. To sell food products, beverages, ice-creams and merchandise at its restaurants (including quick service restaurants), eating houses, kiosks, fast food outlets, cafeterias, food courts, tea and coffee houses, soda fountains, taverns, canteens, catering services or other store formats and to set up, install, purchase or acquire plant, machinery, equipment, apparatus, tools and related facilities for the manufacture and sale of food products, beverages and ice-creams. *15. To let on lease or sub-lease or sub-license or sub license or on hire purchase system or to lend or otherwise dispose of any property or premises belonging to or owned by or leased to or licensed to or sub licensed to the Company.* *52. To carry on the business as exhibitors of various goods, services and/or merchandise and to undertake the necessary activities to promote sales of goods, services and/or merchandise manufactured/dealt with/provided by the Company.*
October 20, 2020	Amendment to Clause V of the Memorandum of Association to reflect reclassification in authorised share capital from ₹ 5,050,000,000 divided into 390,000,000 Equity Shares of ₹ 10 each and 11,500,000 Preference Shares of ₹ 100 each to ₹ 5,050,000,000 divided into 505,000,000 Equity Shares of ₹ 10 each.

Corporate Profile of our Company

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, launch of key products, entry into new geographies or exit from existing markets, suppliers, customers, capacity build-up, technology, and managerial competence, see "*Our Business*", "*Our Management*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Government and Other Approvals*" beginning on pages 121, 153, 256 and 291, respectively.

Total number of shareholders of our Company

As on date of this Prospectus, our Company has 17 shareholders. For details, see "*Capital Structure - Shareholding Pattern of our Company*" beginning on page 67.

Our Holding Company

QSR Asia is our holding company. For details of our holding company, see *"Our Promoter and Promoter Group"* beginning on page 166.

Our Subsidiary, Associates and Joint Venture

As of the date of this Prospectus, our Company does not have any subsidiary, associate and joint venture.

Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last ten years

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last 10 years.

Financial and strategic partners

Other than our strategic partnership with BK AsiaPac pursuant to the Master Franchise and Development Agreement and the Company Franchise Agreement, our Company does not have any financial or strategic partners as of the date of this Prospectus. For details, see "*Our Business – Master Franchise and Development Agreement*" and "*Our Business – Company Franchise Agreement*" beginning on pages 139 and 141, respectively.

Details of guarantees given to third parties by our Promoter, offering its Equity Shares in the Offer for Sale

Except as stated below, no guarantee has been issued by our Promoter offering its Equity Shares in terms of the Offer for Sale:

Our Promoter has given a sponsor support undertaking for the facility availed by our Company from ICICI Bank Limited for opening new stores, renovation/ refurbishment of existing stores and transaction related expenses to the extent of ₹ 2,100 million. In the event of any default of the terms, conditions and requirements under the borrowing arrangement by our Company, the Promoter shall be liable for the repayment obligations of our Company in accordance with the terms and conditions of the sponsor support undertaking. Further, the sponsor support undertaking is unsecured and the duration of the sponsor support undertaking is the tenure of the facility availed by our Company.

Summary of key agreements

Agreements with Key Managerial Personnel, Director, Promoter or any other employee

There are no agreements entered into by a Key Managerial Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Key terms of other subsisting material agreements

Our Company does not have any subsisting shareholders' agreement and except for the investment agreements disclosed below and the Master Franchise and Development Agreement, the Company Franchise Agreement and the Letter Agreement, our Company has not entered into any other subsisting material agreement including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company. For details of the Letter Agreement, Master Franchise and Development Agreement and the Company Franchise Agreement, see, "*Our Business – Intellectual Property*", "*Our Business – Master Franchise and Development Agreement*" and "*Our Business – Company Franchise Agreement*" beginning on pages 138, 139 and 141, respectively.

Investment agreement dated August 15, 2019 between Ajay Kaul, our Promoter and F&B Singapore ("Investment Agreement")

Pursuant to the Investment Agreement, Ajay Kaul invested in 100 class D shares of our Promoter for an investment amount of USD 285,000 representing 0.3% (zero point three percent) of the economic value of the investment by F&B Singapore in our Company. In terms of the Investment Agreement, F&B Singapore may require Ajay Kaul to compulsorily sell the class D shares to the same third party buyer in the event F&B Singapore sells its shares held in our Promoter to any third party provided that the consideration of such class D shares held by Ajay Kaul shall be equal to 0.3% of the aggregate purchase price payable by the third party buyer which is attributable to F&B Singapore's interest in our Company. Further, at the time of such sale, Ajay Kaul shall be required to pay the balance investment amount which remains unpaid and upon failing to such unpaid amount of the investment, the amount shall be deducted from the purchase consideration payable to Ajay Kaul in respect of the sale of class D shares.

Apart from the above, in respect of any profits distributed by our Promoter as dividend, which are attributable to any dividend by our Company, Ajay Kaul shall be entitled to receive 0.3% of the share in such distribution to be payable to F&B Singapore provided that such entitlement shall be paid to Ajay Kaul upon occurrence of, among others, sale by our Promoter of its entire shareholding in our Company, liquidation, winding up or dissolution of our Company.

In accordance with the Investment Agreement, in the event of sale by our Promoter of its entire shareholding in our Company, all the class D shares shall be redeemed by our Promoter at a price which shall be equal to (a) 0.3% of the net proceeds of F&B Singapore's share which our Promoter receives from the sale of shares by our Promoter in our Company (less any amount remaining unpaid on the total subscription price of the class D shares); or (b) the amount of initial investment paid by class D shareholders for the class D shares if 0.3% of the net proceeds of F&B Singapore's share received by our Promoter is less than the sum of initial investment and the investment amount. Further, in the event of liquidation, dissolution or winding up of our Company, the class D shares attributable to our Company shall, prior to such liquidation, dissolution or winding up, be redeemed at a price equal to (a) 0.3% of the net proceeds of F&B Singapore's share which our Promoter receives from the liquidation of our Company (less any amount remaining unpaid on the investment amount in class D shares); or (b) the initial investment, if 0.3% of the net proceeds of F&B Singapore's share which our Promoter receives from the liquidation of our Company is less than the sum of initial instalment and the investment amount paid by the class D shareholders.

Investment agreement dated November 13, 2020 between our Company, our Promoter and AIL ("Investment Agreement II")

Pursuant to the Investment Agreement II, AIL has subscribed to 15,712,820 Equity Shares of our Company ("**Securities**") for an aggregate consideration of ₹ 919.20 million. The Investment Agreement II shall stand terminated upon the earlier of (a) AIL ceasing to hold Securities of our Company and (b) consummation of the IPO of our Company. Further, any disputes or differences arising out of or in connection with Investment Agreement II shall be referred to and resolved by arbitration under the Arbitration Rules of Singapore International Arbitration Centre.

OUR MANAGEMENT

Board of Directors

In terms of the Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As on date of this Prospectus, our Board comprises of eight Directors including one Executive Director, four Non-Executive Directors and three Independent Directors (including one woman Director).

The following table sets forth details regarding our Board as of the date of this Prospectus:

S. No.	Name, DIN, designation, term, period of directorship, address, occupation, date of birth and age	Other directorships
1.	Shivakumar Pullaya Dega[#] **DIN:** 00364444 **Designation:** Chairman and Independent Director **Term:** Five years with effect from October 14, 2019 **Period of directorship:** Director since October 14, 2019 **Address:** 205A, Lower Court Greens 2, Laburnum Apartments, Sushant Lok, Gurgaon 122 001 **Occupation:** Service **Date of birth:** September 22, 1959 **Age**: 61 years	**Indian companies**: • The Advertising Standards Council of India
2.	Rajeev Varman **DIN:** 03576356 **Designation:** Chief Executive Officer and Whole Time Director **Term:** Five years with effect from February 27, 2019 **Period of directorship:** Director since February 27, 2014 **Address:** 849, Ferna Paradise, 3rd Street, Outer Ring Road, Doddanakundi, Marathahalli Colony, Bangalore, Karnataka 560 037 **Occupation:** Professional **Date of birth:** September 18, 1969 **Age**: 51 years	**Indian companies:** • Varman Aviation Private Limited **Foreign companies**: • R.V. Services Pte. Ltd. • Burger King McLamore Foundation
3.	Ajay Kaul **DIN:** 00062135 **Designation:** Non-Executive Director[*] **Term:** Liable to retire by rotation **Period of directorship:** Director since October 29, 2018 **Address:** 1491, ATS Village, Sector 93A, Maharishi Nagar, Gautam Buddha Nagar, Noida, Uttar Pradesh 201 304 **Occupation:** Professional **Date of birth:** December 11, 1963 **Age**: 56 years	**Indian companies:** • Ashree Infracap Private Limited **Foreign companies**: • PT Dom Pizza Indonesia • PT Sari Burger Indonesia

S. No.	Name, DIN, designation, term, period of directorship, address, occupation, date of birth and age	Other directorships
4.	Amit Manocha **DIN:** 01864156 **Designation:** Non-Executive Director* **Term:** Liable to retire by rotation **Period of directorship:** Director since June 7, 2016 **Address:** 53, Grange Road, #11-01, Spring Grove, Singapore 249 565 **Occupation:** Corporate Executive **Date of birth:** April 6, 1978 **Age**: 42 years	**Indian companies:** • Massive Restaurants Private Limited **Foreign companies:** • QSR Asia Pte. Ltd. • Excelsure Singapore Pte. Ltd. • PT Dom Pizza Indonesia • PT Sari Burger Indonesia • Indostar Capital
5.	Jaspal Singh Sabharwal **DIN:** 00899094 **Designation:** Non-Executive Director* **Term:** Liable to retire by rotation **Period of directorship:** Director since November 18, 2013 **Address:** APH-01, Central Park I, Golf Course Road, Sector 42, Galleria DLF-IV, Famukhnagar, Gurgaon, Haryana 122 002 **Occupation:** Professional **Date of birth:** June 7, 1967 **Age**: 53 years	**Indian companies:** • Tagtaste Foods Private Limited • Modern Foods Enterprises Private Limited
6.	Peter Perdue **DIN:** 08580197 **Designation:** Non-Executive Director* **Term:** Liable to retire by rotation **Period of directorship:** Director since October 14, 2019 **Address:** 1 Shenton, Way, #29-09, Singapore 068 803 **Occupation:** General Manager, BK AsiaPac, Pte. Ltd. **Date of birth:** September 4, 1990 **Age**: 30 years	**Foreign companies:** • QSR Asia Pte. Ltd. • BK Asiapac Pte Ltd. • PLK APAC Pte Ltd. • Tim Hortons Asia Pacific Pte Ltd.
7.	Sandeep Chaudhary **DIN:** 06968827 **Designation:** Independent Director **Term:** Five years with effect from October 14, 2019 **Period of directorship:** Director since October 14, 2019	**Indian companies:** • NXT Command Private Limited • PeopleStrong Technologies Private Limited • Integrated Learning Solution Private Limited

S. No.	Name, DIN, designation, term, period of directorship, address, occupation, date of birth and age	Other directorships
	Address: 703, Sudhama Niwas, 16th Road, Khar (West), Mumbai 400 052 **Occupation:** Consultant **Date of birth:** November 5, 1975 **Age**: 45 years	
8.	Tara Subramaniam **DIN:** 07654007 **Designation:** Independent Director **Term:** Five years with effect from October 14, 2019 **Period of directorship:** Director since October 14, 2019 **Address:** 1201, 12th Floor, Vasukamal, 14th Road, Near Agarwal Nursing Home, Bandra (West), Mumbai 400 050 **Occupation:** Retired **Date of birth:** September 7, 1952 **Age**: 68 years	**Indian companies:** • JM Financial Home Loans Limited

Designated as Chairman of our Board with effect from October 17, 2019
* *Nominated by our Promoter*

Relationship between our Directors

None of our Directors are related to each other.

Brief biographies of our Directors

Shivakumar Pullaya Dega is Chairman and Independent Director of our Company. He was appointed as an Independent Director of our Company on October 14, 2019. He studied at Indian Institute of Technology, Madras. He is also an alumnus of Indian Institute of Management, Calcutta. He joined the Aditya Birla Group in January 2018 and is currently serving as the Group Executive President for corporate strategy and business development of Aditya Birla Management Corporation Private Limited He previously served as the Chairman and Chief Executive Officer (India region) of PepsiCo India Holdings Private Limited and as a Managing Director of Nokia India Private Limited. He has significant experience in, among others, food and beverage industry and mobile industry. He is also serving on the board of governors of XLRI Jamshedpur and Indian Institute of Management, Udaipur and is also serving as the Chairman of Mobile Marketing Association. He has also worked with Godrej Consumer Products Limited, Mother Dairy Fruit and Vegetable Private Limited, Nourishco Beverages Limited and Alpha Payment Services India Private Limited.

Rajeev Varman is the Chief Executive Officer and Whole Time Director of our Company. He was appointed as the Chief Executive Officer and Whole Time Director of our Company on February 27, 2014. He holds a bachelor's degree in mechanical engineering from the Bangalore University and a master's degree of business administration in marketing from the Golden Gate University. He is responsible for management and running of business of our Company both at strategic and operational level and overview innovation in our Company across all areas including operations and production. He has over 20 years of work experience in food and beverage industry. Prior to joining our Company, he has worked with Tricon/Taco Bell brand, Lal Enterprises Inc., and Burger King Corporation where he held the positions of franchisee business manager, national manager – franchise operations, senior director of franchise operations, general manager, vice president and general manager, Canada and vice president & general manager, Northwest Europe.

Ajay Kaul is a Non-Executive Director of our Company. He was appointed as an Additional Director on October 29, 2018. He is an alumnus of the Indian Institute of Technology, Delhi and XLRI Jamshedpur. He has significant work experience in the food and beverage industry. He is responsible for advising the leadership team of our Company. Prior to joining our Company, he was the chief executive officer and whole time director of Jubilant FoodWorks Limited (the parent company of Domino's Pizza India and Dunkin' Donuts India).

Amit Manocha is a Non-Executive Director of our Company. He was appointed as an Additional Director on our Board on July 7, 2016. He completed the program for leadership development from Harvard Business School. He is also an associate member of the Institute of Chartered Accountants of India. He is responsible for advising the leadership team of our Company. He is presently a managing director at Everstone Capital Asia Pte. Ltd. and has previously worked with Everstone Capital Advisors Private Limited as a principal – private equity.

Jaspal Singh Sabharwal is a Non-Executive Director of our Company and has been associated with our Company since its incorporation. He was appointed as an Additional Director of the Company on November 18, 2013. He holds a bachelor's degree in science from the Kurukshetra University and a master's degree in management from McGill University. He has significant work experience in the food and beverage industry and is responsible for advising the leadership team of our Company. Prior to joining our Board, he was a partner at Everstone Capital Advisors Private Limited and before that he worked with Coca-Cola India Inc. for approximately 10 years.

Peter Perdue is a Non-Executive Director of our Company. He was appointed as an Additional Director (Non-Executive) on our Board on October 14, 2019. He holds a bachelor's degree of arts in economics and a certification of undergraduate program in finance from the Princeton University. He was appointed as Interim Regional President of BK AsiaPac. He also worked as the General Manager, BK AsiaPac North Division of the BURGER KING® brand and General Manager, US West Division for the BURGER KING® brand prior to his current position. He joined Restaurant Brands International Inc. in July 2013 as a management trainee and has served in various capacities, among others, senior analyst (global finance), manager (finance), senior manager (finance) and director (franchise performance).

Sandeep Chaudhary is an Independent Director of our Company. He was appointed as an Independent Director of our Company on October 14, 2019. He holds a post graduate diploma in management from the Symbiosis Institute of Management Studies. He has expertise in human capital and business management. He served at Aon Consulting Private Limited for more than 17 years and was the Chief Executive Officer from February 2014 to January 2019. During this time, he also served on the global executive committee.

Tara Subramaniam is an Independent Director of our Company. She was appointed as an Independent Director of our Company on October 14, 2019. She attended a bachelor's degree course in law from the University of Bombay. She has over 34 years of work experience in, among others, banking, real estate, project financing and business development. Prior to joining our Company, she has worked with Housing Development Finance Corporation Limited, JM Financial Group (where she served as the Managing Director) and SGE Advisors (India) Private Limited.

Confirmations

None of our Directors is, or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

None of our Directors is, or was a director of any listed company which has been, or was delisted from any stock exchange during the term of their directorship in such company.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Except for Ajay Kaul, Amit Manocha, Jaspal Singh Sabharwal and Peter Perdue who were nominated by our Promoter on our Board, there are no arrangements or understanding with major Shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director or member of the senior management.

Service contracts with Directors

Except for Rajeev Varman who is entitled to normal benefits such as provident fund, gratuity and leave encashment upon termination of employment in line with our Company's policies, none of our Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Details of borrowing powers

Subject to the provisions of the Companies Act, our Articles of Association authorise our Board, at its discretion, to generally secure the payment of any sum or sums of money for the purposes of our Company. Pursuant to a resolution passed by the Board on February 12, 2020 and Shareholders at the EGM held on February 14, 2020, our Board has been authorised to borrow, avail financial or credit facilities, from time to time, in one or more tranches, by way of fund based or non-fund based assistance from financial institutions, banks, body corporates, or other entities, persons etc. in the form of term loans, guarantees, lines of credit, inter corporate deposits, non-convertible instruments, commercial papers, working capital facilities or any other form, for a sum not exceeding ₹ 5,000 million, outstanding at any point of time.

Terms of appointment of our Executive Director

Rajeev Varman

Rajeev Varman is the Chief Executive Officer and Whole Time Director of our Company. He was appointed as the Whole Time Director of our Company by a resolution of the Board dated February 27, 2014, respectively, with effect from February 27, 2014. Pursuant to the offer of employment cum employment agreement dated January 1, 2014 between our Company and Rajeev Varman, he is entitled to allowances as detailed below:

Particulars	Remuneration
Perquisites and benefits	• Comprehensive healthcare for the director, his wife and children; • Chauffer driven car, as decided by the Company, along with full expenses for relocation; • Reimbursement of travel and accommodation expenses incurred for business of the Company.

Payment or benefit to Directors of our Company

1. Remuneration to Executive Director:

The following remuneration[**] was paid and attributable to our Executive Director in Fiscal 2020:

S. No.	Name of Director	Remuneration[**] (in ₹ million)
1.	Rajeev Varman[*]	40.66
	Total	**40.66**

[*] *Rajeev Varman is one of our key managerial personnel by virtue of being Chief Executive Officer and Whole Time Director of our Company. The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.*

[**] *Remuneration is as per Ind AS 24 – "Related Party Disclosure". The remuneration paid and attributable to Rajeev Varman includes reimbursements paid, perquisites, gratuity, leave encashment and provident fund.*

2. Remuneration to Non-Executive Directors

No remuneration was paid to our Non-Executive Directors by our Company in Fiscal 2020.

Remuneration to Independent Directors

Each Independent Director is entitled to receive sitting fees of ₹ 0.05 million per meeting for attending each meeting of our Board and ₹ 0.02 million per meeting for attending each meeting of our committees. Further, an Independent Director who acts as the chairman/chairperson of the audit committee meeting is entitled to receive ₹ 0.05 million for each audit committee meeting. The actual out of pocket expenses incurred for attending meetings of the Board or a committee thereof and other Company related expenses are borne by our Company, from time to time.

The details of sitting fees paid to our Independent Directors as per Ind AS 24 – Related Party Disclosure for Fiscal 2020 is as follows:

Name of the Director	Total remuneration (in ₹ million)
Shivakumar Pullaya Dega	0.30
Sandeep Chaudhary	0.24
Tara Subramaniam	0.35

Bonus or profit sharing plan for the Directors

Except for Rajeev Varman who is entitled to a bonus amount not exceeding ₹ 30 million for Fiscal 2021, none of our Directors are entitled to any bonus or profit sharing plans of our Company.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification Equity Shares.

None of our Directors hold any Equity Shares in our Company.

Interest of Directors

None of our Directors have interest in any property acquired or proposed to be acquired of our Company or by our Company.

None of our Directors are interested in the promotion or formation of our Company as on date of this Prospectus.

Except for (a) the compensation of ₹ 1.50 million paid in Fiscal 2020; (b) invoices amounting to ₹ 1.20 million raised as of September 1, 2020; and (c) invoices that may be raised in the ordinary course of business by our Company to Tagtaste Foods Private Limited (in which Jaspal Singh Sabharwal is a director) in relation to the marketing services availed, normal reimbursements, director and officer liability insurance coverage taken by our Company for our Directors, no non-salary amount or benefit has been paid or given to any of our Directors within the two preceding years or is intended to be paid or given.

No consideration in cash or shares or otherwise or in any other form has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested, by any person, either to induce such Director to become, or to help such Director to qualify as a Director, or otherwise for services rendered by him/ her or by the firm or company in which he/ she is interested, in connection with the promotion or formation of our Company.

All our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a committee thereof, to the extent of other remuneration and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and respective appointment letters, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. Our Directors may also be interested to the extent of Equity Shares, if any (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives. Our Chief Executive Officer and Whole Time Director, Rajeev Varman, may be deemed to be interested to the extent of options granted to him pursuant to ESOS 2015. For details, see "*Capital Structure-Employee Stock Option Scheme*" beginning on page 72.

Except for the interest free loans provided by our Company to Abhishek Gupta and Namrata Tiwari, our Key Managerial Personnel and certain other members of senior management, for the purpose of financing the tax liability arising out of allotment of Equity Shares pursuant to ESOS 2015, no loans have been availed by the Directors or Key Managerial Personnel from our Company.

In relation to (a) Rajeev Varman, except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Related Party Transactions*" and "*Our Promoter and Promoter Group-Shareholding Pattern*" on pages 283 and 166, respectively; and (b) Ajay Kaul who holds 100 partly paid Class D shares representing 0.30% of the economic value of the investments by F&B Singapore in our Company, as disclosed in "*Our Promoter and Promoter Group-Shareholding Pattern*" on page 166, our Directors do not have any other interest in our business.

Changes in the Board in the last three years

The following table provides details of the changes in our Board in the last three years immediately preceding the date of this Prospectus:

S. No.	Name of Director	Date of appointment or cessation*	Reason
1.	Vaibhav Punj	December 13, 2017	Ceased to be a Director
2.	Antonio Pagano	December 13, 2017	Appointed as an additional Director
3.	Nitin Ramchand Motwani	October 24, 2018	Ceased to be an additional Director
4.	Ajay Kaul	October 29, 2018	Appointed as an additional Director
5.	Antonio Pagano	October 14, 2019	Resigned as non-executive Director
6.	Peter Perdue	October 14, 2019	Appointed as non-executive Director
7.	Sandeep Chaudhary	October 14, 2019	Appointed as an independent Director
8.	Shivakumar Pullaya Dega	October 14, 2019	Appointed as chairman and independent Director#
9.	Tara Subramaniam	October 14, 2019	Appointed as an independent Director

* *Does not include regularisation by the Shareholders or change in designation.*

\# *Designated as Chairman of our Board with effect from October 17, 2019.*

Corporate governance

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including the constitution of our Board and committees thereof, and formulation and adoption of various policies.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

Committees of the Board

Audit Committee

The Audit Committee of our Board consists of three members. The members of the Audit Committee are:

S. No.	Name and designation of Director	Committee designation
1.	Tara Subramaniam	Chairperson
2.	Shivakumar Pullaya Dega	Member
3.	Amit Manocha	Member

The Audit Committee was originally constituted as pursuant to a resolution passed by our Board at its meeting held on February 26, 2018 and last re-constituted pursuant to a resolution passed by our Board at its meeting held on October 14, 2019. The scope and functions of the Audit Committee are in accordance with section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

The terms of reference of the Audit Committee was amended in supersession to the previous terms of reference pursuant to a resolution passed by our Board at its meeting held on October 14, 2019 to include the following:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

2. Recommending to the Board the appointment, remuneration and terms of appointment of the statutory auditor of the Company;

3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;

5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;

    (b) Changes, if any, in accounting policies and practices and reasons for the same;

    (c) Major accounting entries involving estimates based on the exercise of judgment by management;

    (d) Significant adjustments made in the financial statements arising out of audit findings;

    (e) Compliance with listing and other legal requirements relating to financial statements;

    (f) Disclosure of any related party transactions; and

    (g) Modified opinion(s) in the draft audit report.

6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

7. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;

8. Approval or any subsequent modifications of transactions of the Company with related parties;

9. Scrutinising of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the Company, wherever it is necessary;

11. Evaluating of internal financial controls and risk management systems;

12. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

14. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

15. Discussing with internal auditors on any significant findings and follow up there on;

16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

17. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

18. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

19. Reviewing the functioning of the whistle blower mechanism;

20. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;

21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority; and

22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision i.e. April 1, 2019, and henceforth.

    Further, the Audit Committee shall mandatorily review the following information:

    (a) Management's discussion and analysis of financial condition and results of operations;

    (b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;

    (c) Management letters / letters of internal control weaknesses issued by the statutory auditors;

    (d) Internal audit reports relating to internal control weaknesses;

    (e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and

    (f) Statement of deviations:

        (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the SEBI Listing Regulations; and

        (ii) annual statement of funds utilised for purposes other than those stated in the document/prospectus/notice in terms of the SEBI Listing Regulations.

The quorum of the Audit Committee shall be either two members or one third of the members of the Audit Committee whichever is greater, provided there shall be a minimum of two independent directors.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board consists of three members. The members of the Nomination and Remuneration Committee are:

S. No	Name and designation of Director	Committee designation
1.	Sandeep Chaudhary	Chairperson
2.	Shivakumar Pullaya Dega	Member
3.	Amit Manocha	Member

The Nomination and Remuneration Committee was constituted pursuant to a meeting of our Board held on February 26, 2018. The Nomination and Remuneration Committee was re-constituted by a meeting of our Board on October 14, 2019. The scope and functions of the Nomination and Remuneration Committee are in accordance with section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

The terms of reference of the Nomination and Remuneration Committee was amended in supersession to the previous terms of reference pursuant to a resolution passed by our Board at its meeting held on October 14, 2019 to include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommending to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

2. Formulating of criteria for evaluation of the performance of the Independent Directors and the Board;

3. Devising a policy on Board diversity;

4. Identifying persons who qualify to become Directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every Director's performance;

5. Determining whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;

6. Analysing, monitoring and reviewing various human resource and compensation matters;

7. Determining the company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment, and determining remuneration packages of such Directors;

8. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

9. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

10. Performing such functions as are required to be performed by the compensation committee under the SEBI SBEB Regulations;

11. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

    (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

    (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

12. Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority; and

13. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The quorum shall be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, provided that there shall be minimum of one Independent Director.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of the Board consists of three members. The members of the Stakeholders' Relationship Committee are:

S. No	Name and designation of Director	Committee designation
1.	Shivakumar Pullaya Dega	Chairperson
2.	Tara Subramaniam	Member
3.	Jaspal Singh Sabharwal	Member

The Stakeholders' Relationship Committee was constituted by our Board at their meeting held on October 14, 2019. The scope and functions of the Stakeholders' Relationship Committee are in accordance with section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations.

The terms of reference of the Stakeholders' Relationship Committee include:

1. Consider and resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

2. Review of measures taken for effective exercise of voting rights by the Shareholder. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

3. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

4. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

5. To approve, register, refuse to register transfer or transmission of shares and other securities;

6. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

7. Allotment and listing of shares;

8. To authorise affixation of common seal of the Company;

9. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

10. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

11. To dematerialize or rematerialize the issued shares;

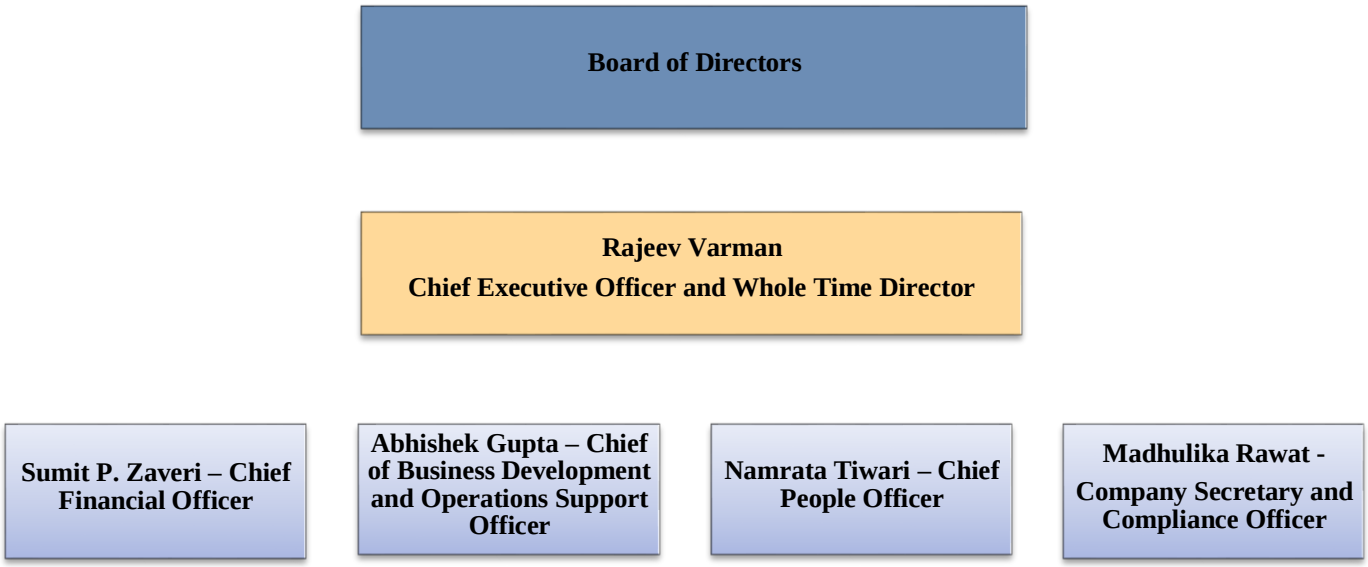
12. Ensure proper and timely attendance and redressal of investor queries and grievances;

13. Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and

14. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

The quorum for any meeting of the Stakeholders' Relationship Committee shall be two members.

Management Organisation Chart



Key Managerial Personnel

In addition to our Executive Director, whose details are provided in "*-Brief biographies of our Directors*" above, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as on the date of this Prospectus are set forth below:

Sumit P. Zaveri is the Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from the University of Bombay and is an associate member of the Institute of Chartered Accountants of India. He also holds a degree from the Institute of Cost and Works Accountants of India. He has 18 years of work experience in finance control, treasury, budgeting and management information systems. Previously, he has worked with companies such as Natures Basket Limited and the companies within the Tata Group such as Tata Starbucks Limited, Tata Global Beverages Limited and the Indian Hotels Company Limited. He joined our company on September 23, 2019. He is responsible for finance and accounting functions including taxation, banking, audits, controls, reporting, statutory and compliance, capital expenditure, and information technology related functions of our Company. He is also responsible for overseeing property related documentation, commercial contracts, agreements and litigation management of our Company. During Fiscal 2020, he received a remuneration of ₹ 8.15 million[*#].

Abhishek Gupta is the Chief of Business Development and Operations Support Officer of our Company. He holds a bachelor's degree in engineering (civil) from the University of Roorkee and a master's degree in management studies from Narsee Monjee Institute of Management Studies, Mumbai. He has 18 years of work experience in the areas of talent management, operations and business development. Previously, he has worked with companies such as Career Forum Private Limited, North Delhi Power Limited and companies within the Tata Group such as Tata Starbucks, Tata Services Limited, Indian Hotel Companies Limited. He joined our company on March 12, 2014. He is responsible for securing new sites for achieving growth of our new restaurants and their construction. He is also responsible for securing all licenses and permissions for the operations of our restaurants and oversees all external interfaces/ liaisons of our operations team. During Fiscal 2020, his remuneration was ₹ 13.64 million[*].

Namrata Tiwari is the Chief People Officer of our Company. She holds a master's degree of arts in social work from the Tata Institute of Social Sciences. She has over 21 years of work experience in all the facets of human resource. Previously, she has worked with companies such as Kaya Limited, Toyo Engineering India Limited, Marico Limited, Mahindra-British Telecom Limited, Shopper's Stop Limited, Pfizer Limited, among others. She joined our company on June 16, 2014. She is responsible for the development and execution of people strategies, compensation and rewards strategies, human resource compliance, organisational structure and culture. She also oversees the administration function of our Company. During Fiscal 2020, her remuneration was ₹ 8.11 million[*].

Madhulika Rawat is the Company Secretary and Compliance Officer of our Company. She holds a bachelor's degree in law from the University of Mumbai. She is registered as fellow member of the Institute of Company Secretaries of India. She has over 12 years of work experience in the areas of legal, secretarial and compliances. Previously, she has worked with companies such as YES Bank Limited, Adlabs Entertainment Limited, Reliance MediaWorks Limited, SI-Group India Limited and Monsanto India Limited. She joined our Company on November 12, 2020. She is responsible for the secretarial and compliance functions of our Company. Since she was appointed in Fiscal 2021, she received nil remuneration in Fiscal 2020.

[*] *The remuneration paid and attributable includes the (a) reimbursements paid; (b) perquisites; (c) gratuity; (d) leave encashment; (e) provident fund contribution; and (f) ESOS 2015 charge.*

[#] *Total remuneration is as per* Ind AS 24 – "*Related Party Disclosure*" *as at March 31, 2020.*

Confirmations

None of the Key Managerial Personnel are related to each other or to the Directors of our Company.

Except for the appointment of Rajeev Varman as the Chief Executive Officer in terms of the Company Franchise Agreement, there is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel was selected as Key Managerial Personnel. For details, see *"Our Business – Company Franchise Agreement"* on page 141.

Service Contracts with Key Managerial Personnel

None of the Key Managerial Personnel of our Company have entered into a service contract with our Company, pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Director and Key Managerial Personnel

Except to the extent of (i) remuneration of ₹ 40.66 million paid and attributable to Rajeev Varman in Fiscal 2020 as per Ind AS 24-Related Party Disclosure (including contingent or deferred compensation accrued for the year, reimbursements paid, gratuity, perquisites, leave encashment and provident fund contribution) by our Company; and (ii) ESOS 2015 charge.

Bonus or profit sharing plans of the Key Managerial Personnel

Except for: (i) Rajeev Varman who is entitled to a bonus amount not exceeding ₹ 30 million for Fiscal 2021; and (ii) performance linked variable pay available to other Key Managerial Personnel, none of the Key Managerial Personnel are party to any bonus or profit sharing plan of our Company.

Status of Key Managerial Personnel

All the Key Managerial Personnel are permanent employees of our Company. Our Company does not have high attrition rate of Key Managerial Personnel as compared to the industry.

Shareholding of Key Managerial Personnel

Except as set out below, none of our Key Managerial Personnel hold any Equity Shares in our Company.

S. No.	Name of the Key Managerial Personnel	Number of Equity Shares	Percentage (%) Shareholding
1.	Abhishek Gupta	239,805	0.09
2.	Namrata Tiwari	239,805	0.09

Changes in the Key Managerial Personnel

Other than as disclosed in "- *Changes in the Board in the last three years"* on page 158, the changes in the Key Managerial Personnel other than by way of retirement in the normal course in the preceding three years are as follows:

Name	Designation	Date of change	Reason for change
Madhulika Rawat	Company Secretary and Compliance Officer	November 12, 2020	Appointment
Ranjana Saboo	Company Secretary and Compliance Officer	August 31, 2020	Resignation
Sumit P. Zaveri	Chief Financial Officer	September 23, 2019	Appointment
Kumar Tanmay	Chief Financial Officer	August 9, 2019	Resignation

Interest of Key Managerial Personnel

None of our Key Managerial Personnel have any interest in our Company other than to the extent of the remuneration, bonus, profit sharing or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them in the ordinary course of business and options held by them pursuant to ESOS 2015. The Key Managerial Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company, if any. For details relating to interest of Rajeev Varman, who is also our Key Managerial Personnel, see "- *Interest of Directors*" on page 157. Under the ESOS 2015, the Key Managerial Personnel of our Company are also entitled to Equity Shares resulting from the exercise of options. For further details relating to ESOS 2015, see "*Capital Structure-Employee Stock Option Scheme*" beginning on page 72.

Employees Stock Options

Our Company has allotted Equity Shares to certain employees, including certain Key Managerial Personnel, under ESOS 2015, as amended from time to time. For details of the employee stock option scheme, see "*Capital Structure- Employee Stock Option Scheme*" beginning on page 72.

Payment or Benefit to Key Managerial Personnel

Except for the interest free loans provided by our Company to Abhishek Gupta and Namrata Tiwari, our Key Managerial Personnel and two of our senior officers, for the purpose of financing the tax liability arising out of allotment of Equity Shares pursuant to ESOS 2015, no non-salary amount or benefit has been paid or given to any of our Company's officers including Key Managerial Personnel within the two preceding years or is intended to be paid or given.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

The Promoter of our Company is QSR Asia Pte. Ltd.

As on the date of this Prospectus, our Promoter holds 261,811,110 Equity Shares representing 85.38%* of the issued, subscribed and paid-up Equity Share capital of our Company. For details, see *"Capital Structure"* beginning on page 64.

** Our Promoter has pursuant to the QSR Asia SPAs sold and transferred 27,500,000 Equity Shares prior to the Bid/Offer Opening Date. For further details, see "Capital Structure - Build-up of our Promoter's shareholding in our Company".*

Details of our Promoter are as follows:

QSR Asia Pte. Ltd.

Corporate Information

QSR Asia was incorporated on October 4, 2013 under the laws of Singapore as a private company limited by shares with the Registrar of Companies & Businesses, Singapore. The registered office of our Promoter is situated at 163, Penang Road, Winsland House II #06-02, Singapore 238 463. The principal activity of our Promoter is that of investment holding. Its registration number is 201326985R.

Except as disclosed below, there has been no change in activities of the Promoter of our Company since its incorporation.

(i) Our Promoter was earlier engaged in the activities of franchise sales, head and regional head offices, centralized administrative offices and subsidiary management offices of fast food restaurants.

The board of directors of our Promoter as on the date of this Prospectus are as under:

1. Sanjay Gujral;
2. Poh Chin Boon;
3. Amit Manocha;
4. Philip Donald Walters; and
5. Peter Darrell Perdue.

Shareholding Pattern

The following table sets forth details of the shareholding pattern of our Promoter as on the date of this Prospectus:

S. No.	Name of Shareholder	Class	No. of shares	Percentage of shareholding (%)
1.	F&B Singapore	Ordinary shares	1	87.64
		Class B	5,274	
2.	BK AsiaPac	Class A	625	10.38
3.	RV Services Pte. Ltd.*	Class C	103	1.71
4.	Ajay Kaul	Class D	100 partly paid Class D shares representing 0.3% of the economic value of the investments by F&B Singapore in the Company	0.26

** Our Chief Executive Officer and Whole Time Director, Rajeev Varman, is a director on the board of directors of RV Services Pte. Ltd.*

Our Company confirms that the PAN, bank account number and company registration number of our Promoter and the address of the registrar of companies where our Promoter is registered has been submitted to the Stock Exchanges at the time of filing this Prospectus.

Details of the promoter of our Promoter

Our Promoter is promoted by F&B Asia Ventures (Singapore) Pte. Ltd. ("**F&B Singapore**")

Corporate information and history

F&B Singapore was incorporated as a private company limited by shares under the laws of Singapore on April 22, 2013 with its registered office located at 163, Penang Road, Winsland House II #06-02, Singapore 238 463. F&B Singapore does not hold any Equity Shares in our Company. However, F&B Singapore owns 87.64% of the equity shareholding of our Promoter.

Board of directors

The board of directors of F&B Singapore is as follows:

1. Philip Donald Walters;

2. Atul Kapur; and

3. Lorrance Brooks Entwistle.

Shareholding Pattern

The following table sets forth details of the shareholding pattern of the promoter of our Promoter as on the date of this Prospectus:

Equity Shares:

S. No.	Name of Shareholder	No. of equity shares of SGD 1 each	Percentage of shareholding (%)
1.	F&B Asia Ventures Ltd (Mauritius)	47,841,574 Ordinary shares	100.00

Preference Shares:

S. No.	Name of Shareholder	No. of preference shares of USD 100 each	Percentage of shareholding (%)
1.	Ajay Kaul	100 Class A preference shares	100.00

Ownership of F&B Singapore

F&B Singapore is 100% owned (ordinary shares) by F&B Asia Ventures Ltd (Mauritius) and Ajay Kaul holds 100% of the class A preference shares in F&B Singapore. Further, while Everstone Capital Partners II LLC holds 45.70% of the overall shareholding of F&B Asia Ventures Ltd (Mauritius), it holds 97.26% of the class A shares (having voting rights) of F&B Asia Ventures Ltd (Mauritius). The holders of other classes of shares are not entitled to vote except on matters affecting their class rights. Everstone Capital Management serves as the investment manager of Everstone Capital Partners II LLC. Everstone Capital Management does not hold any Equity Shares in our Company. However, Everstone Capital Management through its role as the investment manager of Everstone Capital Partners II LLC, indirectly controls voting rights of F&B Singapore, as on the date of this Prospectus.

Sameer Sain and Atul Kapur together control, through one or more entities, Everstone Capital Management. Further, they disclaim beneficial ownership of Equity Shares in our Company, other than to the extent of their respective economic interest, direct or indirect, in Everstone Capital Partners II LLC.

The board of directors of F&B Singapore pursuant to its resolution dated February 4, 2020, has authorized the management of F&B Singapore to explore various fund raising/ liquidity options which may include primary issuance of securities by F&B Singapore and/ or a secondary sale of securities by its existing shareholders.

The board of directors of F&B Asia Ventures Ltd (Mauritius) pursuant to its resolution dated February 28, 2020, has authorised the management of F&B Asia Ventures Ltd (Mauritius) to explore various fund raising/ liquidity options which may include primary issuance of securities by F&B Asia Ventures Ltd (Mauritius) and/ or a secondary sale of securities by its existing shareholders. Following such transaction, if any, the voting rights of F&B Singapore will continue to be indirectly controlled by Everstone Capital Management (which shall remain in control of Sameer Sain and Atul Kapur as described above) or by a new investment manager or a new shareholder of F&B Asia Ventures Ltd (Mauritius) (which shall also be controlled by Sameer Sain and Atul Kapur, whether directly or through one or more entities).

Change in control of our Promoter

There has been no change in control of our Promoter in the last three years preceding the date of this Prospectus.

Interest in the Company other than as Promoter

Except as stated in the sections "*Capital Structur*e" and "*History and Certain Corporate Matters*" beginning on pages 64 and 149, our Promoter does not have any interest in our Company other than as Promoter.

Interest of Promoter in the promotion of our Company

Our Promoter is interested in our Company to the extent that it has promoted our Company and in respect of its shareholding in our Company and dividends, if any, received in relation to such holding.

Interests of Promoter in property of our Company

Our Promoter is not interested in the properties acquired by our Company in the three years preceding the date of filing of this Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for the acquisition of land, construction of building or supply of machinery.

Business interests

Our Promoter is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or shares or otherwise by any person for services rendered by it or by such firm or company in connection with the promotion or formation of our Company.

Our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of filing of this Prospectus or proposes to enter into any such contract in which our Promoter is directly or indirectly interested and no payments have been made to it in respect of the contracts, agreements or arrangements which are proposed to be made with it.

Payment or benefits to Promoter or Promoter Group

There has been no payment or benefit to our Promoter or Promoter Group during the two years prior to the filing of this Prospectus and there is no intention to pay or give any benefit to our Promoter or Promoter Group as on the date of filing of this Prospectus.

Disassociation by our Promoter in the last three years

Our Promoter has not disassociated itself from any company/firm/venture during the three years preceding the date of filing of this Prospectus.

Change in control of our Company

Our Promoter is the original promoter of our Company and there has not been any change in the control of our Company in the five years immediately preceding the date of this Prospectus.

Material guarantees

Except for the sponsor support undertaking given by our Promoter for the facility availed by our Company from ICICI Bank Limited to the extent of ₹ 2,100.00 million, our Promoter has not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Prospectus. For details, see "*History and Certain Corporate Matters- Details of guarantees given to third parties by our Promoter, offering its Equity Shares in the Offer for Sale*" beginning on page 151.

Joint Venture and Investment Agreement

Everstone Capital Partners II, LLC ("**Everstone**") and BK AsiaPac (together with Everstone, the "**Parties**") entered into a joint venture and investment agreement dated September 26, 2013 in relation to the setting up of our Promoter and its subsidiaries, including our Company, and to govern the development and operation of new Burger King restaurants in India in the manner set out in the Master Franchise and Development Agreement and the Company Franchise Agreement. The JVIA is an inter-se arrangement between the Parties, where our Company is not a party. Pursuant to the JVIA, the Parties have agreed on certain inter-se rights, including the manner in which they will, among others, comply with anti-corruption laws and deal with conflict of interest which may arise amongst the Parties, such that the interest of the Parties are aligned with the rights and obligations set out in the Master Franchise and Development Agreement and the Company Franchise Agreement, tag along right and right of first refusal rights of the Parties in our Promoter. Further, pursuant to a joinder agreement dated November 19, 2013 entered into between F&B Singapore, Everstone and BK AsiaPac, F&B Singapore was made a party to the JVIA and in terms of the joinder agreement, upon execution and delivery of (a) investor side letter dated November 19, 2013, amongst F&B Singapore, F&B Asia Ventures Ltd (Mauritius), and BK AsiaPac; and (b) ECP side letter dated November 19, 2013, amongst F&B Singapore, Everstone and BK AsiaPac, Everstone was released as a primary obligor from its obligations under the JVIA. Additionally, pursuant to a joinder agreement dated November 19, 2013, entered into between our Promoter, F&B Singapore, BK AsiaPac, our Promoter became a party to the JVIA.

Pursuant to the amendment agreement to the JVIA dated October 31, 2019, entered into between F&B Singapore, our Promoter and BK AsiaPac (a) so long as our Promoter holds 25% of the total issued and full paid-up equity share capital of our Company on a fully diluted basis, the nominee director of BK AsiaPac on our Promoter's board shall be nominated by our Promoter on

our Board; and (b) so long as our Promoter holds 15% or more of the issued and fully paid-up equity share capital of our Company on a fully diluted basis, BK AsiaPac shall have a right to appoint a board observer on our Promoter's board who shall attend all meetings of the board of our Promoter and who shall be appointed as an observer by our Promoter on our Company's Board to attend all meetings of our Board.

The JVIA can be terminated by the Parties upon (a) any shareholder, as defined in the JVIA, committing a breach of the JVIA and does not cure such breach; (b) winding up of our Promoter; and (c) violation of anti-corruption laws by any shareholder; and (d) any shareholder, as defined in the JVIA, ceasing to hold any equity shares of our Promoter.

Promoter Group

In addition to our Promoter, the companies and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Companies and entities forming part of the Promoter Group

The companies and entities forming part of our Promoter Group are as follows:

1. F&B Singapore.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable law, including the Companies Act. According to the dividend policy adopted by our Board of Directors on October 24, 2019, the dividend, if any, will depend on a number of factors, including, working capital and capital expenditure requirement, profit earned during the financial year, financial commitments with respect to the borrowings undertaken or proposed to be undertaken, financial requirement for business expansion, past dividend declaration trends and other factors considered relevant by our Board of Directors, including as set out in the dividend policy adopted by our Board of Directors.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time. For more information on restrictive covenants under our loan agreements, see *"Financial Indebtedness"* beginning on page 253.

Our Company paid nil dividend in the last three years and for six months ended September 30, 2020.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Independent Auditors' Examination Report on the Restated Ind AS Summary Statements of Assets and Liabilities as at September 30, 2020, September 30, 2019, March 31, 2020, March 31,2019 and March 31,2018 and Restated Ind AS Summary Statements of Profits and Losses, Restated Ind AS Summary Statement of Cash Flows and Restated Ind AS Summary Statement of Changes in Equity, the Summary Statement of Significant Accounting Policies, and other explanatory information for six months periods ended September 30, 2020 and September 30, 2019 and for each of the years ended March 31, 2020, March 31, 2019 and March 31, 2018 of Burger King India Limited (collectively, the "Restated Ind AS Summary Statements")

To
The Board of Directors
Burger King India Limited
10th Floor, Mittal Commercia,
Hasan Pada Road, Chimatpada, Marol,
Andheri (East),
Mumbai – 400059

Dear Sirs/Madams,

1. We S R B C & CO LLP, Chartered Accountants ("we" or "us" or "SRBC") have examined the attached Restated Ind AS Summary Statements of Burger King India Limited ("the Company") as at and for the six months ended September 30, 2020, September 30, 2019 and for each of the years ended March 31, 2020, March 31, 2019 and March 31, 2018 annexed to this report and prepared by the Company for the purpose of inclusion in the offer document in connection with its proposed initial public offer ('IPO') of equity shares of face value of Rs 10 each. The Restated Ind AS Summary Statements, which have been approved by the Board of Directors at their meeting held on November 12, 2020 have been prepared by the Company in accordance with the requirements of:

    a. section 26 of Part I of Chapter III of the Companies Act 2013 (the "Act");

    b. relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and

    c. the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the "ICAI") as amended from time to time ("the Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Ind AS Summary Statements for the purpose of inclusion in the red herring prospectus and prospectus to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Mumbai in connection with the proposed IPO. The Restated Ind AS Summary Statements have been prepared by the management of the Company on the basis of preparation stated in paragraph 2.1 of Annexure V to the Restated Ind AS Summary Statements. The Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Ind AS Summary Statements. The Board of Directors are responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Ind AS Summary Statements taking into consideration:

   a. the terms of reference and terms of our engagement agreed with you vide our engagement letter dated November 2, 2020 requesting us to carry out the assignment, in connection with the proposed IPO of equity shares of the Company;

   b. The Guidance Note. The guidance note also requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI;

   c. Concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Ind AS Summary Statements.

   d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR Regulations and the Guidance Note in connection with the proposed IPO.

4. The Restated Ind AS Summary Statements of the Company have been compiled by the management from:

   a. the audited financial statements of the Company as at and for the six months ended September 30, 2020 and September 30, 2019 prepared in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, as applicable at the relevant time, which have been approved by the Board of Directors at their meeting held on November 12, 2020 ;

   b. the audited financial statements of the Company as at and for the year ended March 31, 2020 prepared in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, as applicable at the relevant time, which have been approved by the Board of Directors at their meeting held on September 28, 2020;

   c. the audited financial statements of the Company as at and for the year ended March 31, 2019 prepared in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, as applicable at the relevant time, which have been approved by the Board of Directors at their meeting held on August 28, 2019;

   d. the audited financial statements of the Company as at and for year ended March 31, 2018 prepared in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, as applicable at the relevant time, which have been approved by the Board of Directors at their meeting held on September 10, 2018;

5. For our examination, we have relied on:

   Auditor's reports issued by us dated November 12, 2020, November 12, 2020, September 28, 2020, August 28, 2019 and September 10, 2018 on the financial statements of the Company as at and for the six months ended September 30, 2020 and September 30, 2019 and for each of the years ended, March 31, 2020, March 31, 2019 and March 31, 2018 respectively, as referred in paragraph 4 above.

6. Based on our examination and according to the information and explanations given to us for the respective years, read with paragraph 8 below, we report that Restated Ind AS Summary Statements:

   a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2020, 2019 and 2018 and for the six months ended September 30, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months ended September 30, 2020;

   b. does not contain any qualifications requiring adjustments. However, the emphasis of matter and qualification in the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, which do not require any corrective adjustments in the Restated Ind AS Summary Statements have been disclosed in Annexure VI-B to the Restated Ind AS Summary Statements; and

   c. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. We have not audited any financial statements of the Company as of any date or for any period subsequent to September 30, 2020. Accordingly, we express no opinion on the financial position, results of operations, cash flows or changes in equity of the Company as of any date or for any period subsequent to September 30, 2020. The Restated Ind AS Summary Statements does not reflect the events that occurred subsequent to the respective dates of the reports on the Ind AS financial statements mentioned in paragraph 4 above.

8. This report should not be in any way construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10. Our report is intended solely for use of the management for inclusion in the red herring prospectus and prospectus to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Mumbai in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Ravi Bansal
Partner
Membership number: 49365

UDIN: 20049365AAAADQ6559

Place: Mumbai
Date: November 12, 2020

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure I
Restated Ind AS Summary Statement of Assets and Liabilities

	Annexure	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Assets						
Non-current assets						
Property, plant and equipment	VII	4,591.16	3,956.70	4,742.33	3,475.38	2,401.61
Right-of-use Assets	VIII	5,216.76	4,769.21	5,379.50	4,292.25	3,433.47
Capital work-in-progress		411.48	362.59	475.63	202.38	103.18
Intangible assets	IX	255.45	189.61	245.01	157.92	87.98
Financial assets						
a) Loans	X	296.31	265.84	290.95	213.08	161.40
b) Other financial assets	XI	0.37	0.87	0.87	0.62	0.30
Income tax assets (net)		2.49	8.41	10.43	8.16	5.99
Other non-current assets	XII	33.25	191.48	33.13	39.45	18.93
		10,807.27	**9,744.71**	**11,177.85**	**8,389.24**	**6,212.86**
Current assets						
Inventories	XIII	80.51	85.50	94.34	68.56	51.88
Financial assets						
a) Investments	XIV	280.23	92.66	185.76	384.14	868.92
b) Trade and other receivables	XV	67.17	65.88	32.20	58.98	25.85
c) Cash and cash equivalents	XVI	91.75	123.33	40.54	158.55	72.04
d) Bank balances other than included in cash and cash equivalents	XVII	241.77	12.02	239.90	1.61	1.86
e) Other financial assets	XVIII	4.90	25.19	12.31	29.69	13.32
Other current assets	XIX	197.58	102.81	194.17	113.95	56.82
		963.91	**507.39**	**799.22**	**815.48**	**1,090.69**
Total Assets		**11,771.18**	**10,252.10**	**11,977.07**	**9,204.72**	**7,303.55**
Equity and Liabilities						
Equity						
Equity share capital	XX	2,909.42	2,666.31	2,777.42	2,650.00	2,650.00
Other equity	XXI	(720.52)	(292.09)	(23.16)	(153.53)	221.31
		2,188.90	**2,374.22**	**2,754.26**	**2,496.47**	**2,871.31**
Non-current liabilities						
Financial liabilities						
(a) Borrowings	XXII	1,759.93	385.34	1,787.87	-	-
(b) Lease liabilities	XXIII	5,616.56	4,999.22	5,665.48	4,508.38	3,522.84
Provisions	XXIV	196.63	61.93	187.28	51.78	33.24
Other non-current liabilities	XXV	7.48	8.84	8.16	7.86	7.33
		7,580.60	**5,455.33**	**7,648.79**	**4,568.02**	**3,563.41**
Current liabilities						
Financial liabilities						
a) Borrowings	XXII	197.68	1,000.00	197.29	1,000.00	-
b) Trade payables	XXVI					
(i) Micro and small enterprises		5.33	-	5.35	-	-
(ii) Others		1,255.44	767.60	810.67	609.00	434.11
c) Lease liabilities	XXIII	266.49	288.44	311.99	231.82	177.40
d) Other financial liabilities	XXVII	197.38	253.90	153.51	222.15	157.39
Provisions	XXIV	37.19	34.13	32.88	23.81	17.03
Other current liabilities	XXVIII	42.17	78.48	62.33	53.45	82.90
		2,001.68	**2,422.55**	**1,574.02**	**2,140.23**	**868.83**
Total Equity and Liabilities		**11,771.18**	**10,252.10**	**11,977.07**	**9,204.72**	**7,303.55**

Note:

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V, Statement of Restated Adjustment to Audited Ind AS Financial Statements in Annexure VI.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No: 324982E/E300003

per Ravi Bansal
Partner

Membership No : 49365

Place : Mumbai
Date: November 12, 2020

For and on behalf of the Board of Directors of
Burger King India Limited

Rajeev Varman
Director and
Chief Executive Officer
DIN: 03576356

Shivakumar Pullaya Dega
Director

DIN: 00364444

Tara Subramaniam
Director

DIN: 07654007

Sumit Zaveri
Chief Financial Officer

Place: Mumbai
Date: November 12, 2020

Madhulika Rawat
Company Secretary
Membership No : F8765

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure II
Restated Ind AS Summary Statement of Profit and Loss

	Annexure	Six months period ended September 30, 2020	Six months period ended September 30, 2019	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2018
Income						
Revenue from operations	XXIX	1,352.10	4,223.26	8,412.38	6,327.35	3,781.22
Other income	XXX	164.44	30.42	55.91	113.95	106.15
Total Income		**1,516.54**	**4,253.68**	**8,468.29**	**6,441.30**	**3,887.37**
Expenses						
Cost of materials consumed	XXXI	491.89	1,509.83	3,014.90	2,300.84	1,438.54
Employee benefits expense	XXXII	517.11	703.06	1,365.03	968.59	704.30
Finance cost	XXXIII	423.85	277.78	654.53	464.50	369.37
Depreciation and amortisation expense	XXXIV	621.44	497.29	1,163.74	822.10	640.36
Other expenses	XXXV	630.41	1,440.00	2,992.34	2,268.06	1,557.12
Total Expenses		**2,684.70**	**4,427.96**	**9,190.54**	**6,824.09**	**4,709.69**
Restated Loss before exceptional items and tax		**(1,168.16)**	**(174.28)**	**(722.25)**	**(382.79)**	**(822.32)**
Exceptional items	L	21.30	-	43.45	-	-
Restated Loss before tax		**(1,189.46)**	**(174.28)**	**(765.70)**	**(382.79)**	**(822.32)**
Tax expenses						
Current tax	XXXVI	-	-	-	-	-
Deferred tax (credit)/charge	XXXVI	-	-	-	-	-
Restated Loss for the year/ period		**(1,189.46)**	**(174.28)**	**(765.70)**	**(382.79)**	**(822.32)**
Restated Other Comprehensive Income / (Loss) ('OCI')						
Items that will not be reclassified subsequently to profit or loss						
Re-measurement gains/ (losses) on defined benefit plans	XXXVIII	(0.62)	(4.33)	(10.11)	(2.71)	8.16
Income tax related to above item	XXXVI	-	-	-	-	-
Restated Other Comprehensive Income/ (Loss) for the year/ period, net of tax		**(0.62)**	**(4.33)**	**(10.11)**	**(2.71)**	**8.16**
Restated Total Comprehensive loss for the year/ period		**(1,190.08)**	**(178.61)**	**(775.81)**	**(385.50)**	**(814.16)**
Restated Earnings per equity share						
Basic and Diluted Earnings per share (in INR) [(nominal value of INR 10) September 30, 2020 (not annualised), September 30, 2019 (not annualised), March 31, 2020, March 31, 2019, March 31, 2018 (annualised)]	XXXVII	(4.14)	(0.66)	(2.87)	(1.44)	(3.10)

Note:

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V, Statement of Restated Adjustment to Audited IND AS Financial Statements in Annexure VI.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No: 324982E/E300003

per Ravi Bansal
Partner

Membership No : 49365

Place : Mumbai
Date: November 12, 2020

For and on behalf of the Board of Directors of
Burger King India Limited

Rajeev Varman
Director and
Chief Executive Officer
DIN: 03576356

Shivakumar Pullaya Dega
Director

DIN: 00364444

Tara Subramaniam
Director

DIN: 07654007

Sumit Zaveri
Chief Financial Officer

Place: Mumbai
Date: November 12, 2020

Madhulika Rawat
Company Secretary
Membership No : F8765

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure III
Restated Ind AS Summary Statement of Changes in Equity

(A) Equity share capital
Equity shares of INR 10 each issued, subscribed and fully paid

Particulars	Numbers	Amount
At April 1, 2017	**26,50,00,000**	**2,650.00**
Changes during the year	-	-
At March 31, 2018	**26,50,00,000**	**2,650.00**
Changes during the year	**-**	**-**
At March 31, 2019	**26,50,00,000**	**2,650.00**
Changes during the six month period	16,30,674	16.31
At September 30, 2019	**26,66,30,674**	**2,666.31**
At April 1, 2019	**26,50,00,000**	**2,650.00**
Changes during the year	1,27,41,785	127.42
At March 31, 2020	**27,77,41,785**	**2,777.42**
Changes during the six month period	1,32,00,000	132.00
At September 30, 2020	**29,09,41,785**	**2,909.42**

(B) Other equity

Particulars	Securities premium	Share based payment reserve	Retained earnings	Total other equity
As at April 1, 2017	**2,454.50**	**20.66**	**(1,449.65)**	**1,025.51**
Loss for the year	-	-	(822.32)	(822.32)
Other Comprehensive Income				
Re-measurement gains / (losses) on defined benefit plans, net of tax	-	-	8.16	8.16
Total comprehensive income/(loss) for the year	**-**	**-**	**(814.16)**	**(814.16)**
Share based compensation to employees	-	9.96	-	9.96
As at March 31, 2018	**2,454.50**	**30.62**	**(2,263.81)**	**221.31**
Loss for the year	-	-	(382.79)	(382.79)
Other Comprehensive Income				
Re-measurement gains / (losses) on defined benefit plans, net of tax	-	-	(2.71)	(2.71)
Total comprehensive income/(loss) for the year	**-**	**-**	**(385.50)**	**(385.50)**
Share based compensation to employees	-	10.66	-	10.66
As at March 31, 2019	**2,454.50**	**41.28**	**(2,649.31)**	**(153.53)**
Loss for the period	-	-	(174.28)	(174.28)
Other Comprehensive Income				-
Re-measurement gains / (losses) on defined benefit plans, net of tax	-	-	(4.33)	(4.33)
Total comprehensive income/(loss) for the period	**-**	**-**	**(178.61)**	**(178.61)**
Transfer to securities premium on issue of shares	17.69	-	-	17.69
Share based compensation to employees	-	22.36	-	22.36
As at September 30, 2019	**2,472.19**	**63.64**	**(2,827.92)**	**(292.09)**
As at April 1, 2019	**2,454.50**	**41.28**	**(2,649.31)**	**(153.53)**
Loss for the period	-	-	(765.70)	(765.70)
Other Comprehensive Income				
Re-measurement gains / (losses) on defined benefit plans, net of tax	-	-	(10.11)	(10.11)
Total comprehensive income/(loss) for the year	**-**	**-**	**(775.81)**	**(775.81)**
Share based compensation to employees	**-**	33.60	**-**	33.60
Transfer to securities premium on exercise of options	17.69	(34.00)	-	(16.31)
Transfer to securities premium on CCPS conversion Refer Annexure XXII (iii)	888.89	-	-	888.89
As at March 31, 2020	**3,361.08**	**40.88**	**(3,425.12)**	**(23.16)**
Loss for the period	-	-	(1,189.46)	(1,189.46)
Other Comprehensive Income				
Re-measurement gains / (losses) on defined benefit plans, net of tax	-	-	(0.62)	(0.62)
Total comprehensive income/(loss) for the period	**-**	**-**	**(1,190.08)**	**(1,190.08)**
Transfer on account of issue of equity shares	448.80	-	-	448.80
Share based compensation to employees	-	43.92	-	43.92
As at September 30, 2020	**3,809.88**	**84.80**	**(4,615.20)**	**(720.52)**

Note:

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V, Statement of Restated Adjustment to Audited Ind AS Financial Statements in Annexure VI.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No: 324982E/E300003

per Ravi Bansal
Partner

Membership No : 49365

Place : Mumbai
Date: November 12, 2020

For and on behalf of the Board of Directors of
Burger King India Limited

Rajeev Varman
Director and
Chief Executive Officer
DIN: 03576356

Shivakumar Pullaya Deg: Director
DIN: 00364444

Tara Subramaniam
Director
DIN: 07654007

Sumit Zaveri
Chief Financial Officer

Place: Mumbai
Date: November 12, 2020

Madhulika Rawat
Company Secretary
Membership No : F8765

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure IV
Restated Ind AS Summary Statement of Cash Flows

	For the six months period ended September 30, 2020	For the six months period ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Cash flow from operating activities					
Restated Loss before tax	**(1,190.08)**	**(178.61)**	**(775.81)**	**(385.50)**	**(814.16)**
Adjustments for :-					
Depreciation and amortisation expense	323.14	243.96	623.05	394.77	307.46
Depreciation on Right of use assets	298.29	253.33	540.69	427.33	332.90
Assets written off (Refer Annexure XXXV(ii))	0.32	2.95	6.89	1.12	6.16
Provision for doubtful debts	-	-	-	2.63	-
Interest Income on fixed deposits	(9.23)	(0.28)	(1.74)	(0.22)	(0.20)
Gain on termination of lease	-	(12.44)	(9.43)	-	-
Gain on remeasurement of lease	(14.25)	-	(14.15)		
Lease concessions (Refer Annexure XXX)	(218.31)	-	-	-	-
Finance cost	423.84	277.78	654.53	464.50	369.37
Employee stock option scheme expense	39.66	30.19	27.05	7.80	8.40
Provision written back	(1.74)	(0.15)	(1.09)	(64.92)	-
Notional interest on interest free security deposit	(7.05)	(6.83)	(17.66)	(16.37)	(13.06)
Profit on sale of Current Investments (including MTM impact)	(4.21)	(7.85)	(10.71)	(29.90)	(89.66)
Operating profit/(loss) before working capital changes	**(359.62)**	**602.05**	**1,021.62**	**801.24**	**107.21**
Movements in working capital					
(Increase)/ Decrease in financial assets	1.69	(45.93)	(60.20)	(35.31)	(36.75)
(Increase)/ Decrease in other non-current assets	2.15	(11.82)	(11.82)	(0.43)	-
(Increase)/ Decrease in other Current Assets	4.00	15.63	(62.86)	(30.70)	(14.64)
(Increase)/ Decrease in inventories	13.84	(16.94)	(25.78)	(16.68)	(11.90)
(Increase)/ decrease in trade receivables	(34.97)	(6.90)	26.78	(33.13)	(11.69)
Increase in trade payables	444.49	158.59	206.51	196.98	239.28
Increase in provisions	11.12	17.78	26.04	14.55	9.06
Increase / (Decrease) in Other Liabilities	4.98	26.01	9.18	(28.92)	27.88
Cash generated/(used) in operations	**87.68**	**738.47**	**1,129.47**	**867.60**	**308.45**
Direct taxes paid (net of refunds)	7.94	(0.25)	(2.27)	(2.17)	(3.55)
Net cash flow generated/(used) in operating activities (A)	**95.62**	**738.22**	**1,127.20**	**865.43**	**304.90**
Cash flows from investing activities					
Purchase of Property, Plant and Equipment, including Right-of-use assets, CWIP and capital advances*	(190.69)	(1,003.14)	(2,275.25)	(1,654.47)	(865.54)
Purchase of Current Investments	(754.50)	(380.55)	(725.63)	(1,659.62)	(719.80)
Proceeds from sale of Current Investments	664.23	679.91	934.73	2,174.31	1,713.18
(Investments)/ Redemption in bank deposits (having original maturity of more than three months)(net)	(1.87)	(10.41)	(238.28)	0.25	(0.63)
Interest received on Fixed deposit	4.80	0.12	0.45	0.23	0.10
(Increase)/ Decrease in non-current bank deposits	0.50	(0.25)	(0.25)	(0.32)	0.54
Net cash flow generated/(used) in investing activities (B)	**(277.53)**	**(714.32)**	**(2,304.23)**	**(1,139.62)**	**127.85**
Cash flows from financing activities					
Proceeds from issue of CCPS	-	-	-	1,000.00	-
Proceeds from issue of equity shares	580.80	-	-	-	-
Proceeds from borrowings	0.39	385.34	2,007.29	-	-
Payment of interest / processing fees on term loan	(100.18)	(3.51)	(52.93)	-	-
Payment of lease liabilities (including interest on lease liabilities)	(247.89)	(440.95)	(895.35)	(639.30)	(484.30)
Net cash flows generated/(used) in financing activities (C)	**233.12**	**(59.12)**	**1,059.02**	**360.70**	**(484.30)**
Net increase/(decrease) in cash and cash equivalents (A + B + C)	**51.21**	**(35.22)**	**(118.01)**	**86.51**	**(51.55)**
Cash and cash equivalents at the beginning of the year/period	40.54	158.55	158.55	72.04	123.59
Cash and cash equivalents at the end of the year/period	**91.75**	**123.33**	**40.54**	**158.55**	**72.04**
Net Increase/(decrease) in cash and cash equivalents	51.21	(35.22)	(118.01)	86.51	(51.55)
Components of cash and cash equivalents					
With banks in current account	70.61	86.50	24.58	118.67	49.49
Cash on hand	21.14	36.83	15.96	39.88	22.55
Cash and cash equivalents as per Annexure XVI	**91.75**	**123.33**	**40.54**	**158.55**	**72.04**
Total Cash and cash equivalents for the purposes of Restated Ind AS Statement of Cash flows	**91.75**	**123.33**	**40.54**	**158.55**	**72.04**

Figures in brackets indicate outflows.

*Refer note (c) of Annexure XLVIII -Leases regarding non-cash adjustment relating to leases.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V, Statement of Restated Adjustment to Audited Ind AS Financial Statements in Annexure VI.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No: 324982E/E300003

per Ravi Bansal
Partner

Membership No : 49365

Place : Mumbai
Date: November 12, 2020

For and on behalf of the Board of Directors of
Burger King India Limited

Rajeev Varman
Director and
Chief Executive Officer
DIN: 03576356

Sumit Zaveri
Chief Financial Officer

Place: Mumbai
Date: November 12, 2020

Shivakumar Pullaya Dega
Director

DIN: 00364444

Madhulika Rawat
Company Secretary
Membership No : F8765

Tara Subramaniam
Director

DIN: 07654007

Burger King India Limited (formerly known as Burger King India Private Limited)
Annexure V: Significant accounting policies to Restated Ind AS Financial Information

Note 1
Corporate information

Burger King India Limited (formerly known as Burger King India Private Limited) ("the Company") is a company incorporated on November 11, 2013. The Company is into the business of Quick Service Restaurants under the brand name of "Burger King". The Company is a subsidiary of QSR Asia Pte. Ltd.

The Company has converted from a Private Limited Company to a Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders of the Company held on September 13, 2019 and consequently the name of the Company has changed to Burger King India Limited pursuant to a fresh certificate of incorporation issued by the ROC on September 25, 2019.

The registered office of the Company is located at office no. 1003 to 1007, B wing, 10th floor, Mittal Commercia, Asan Pada Road, Chimatpada, Marol, Andheri (East), Mumbai - 400059. As on September 30, 2020, the Company had 253 Company-operated restaurants and 8 sub-franchise restaurants located across different cities of India.

The financial statements were approved for issue by the Board of directors on November 12, 2020.

Note 2
Significant accounting policies

2.1 Basis of preparation

The Restated Ind AS Summary Statement of Assets and Liabilities of the Company as at September 30, 2020, September 30, 2019, March 31, 2020, March 31, 2019 and March 31, 2018, and the Restated Ind AS Summary Statement of Profit & Loss, Restated Ind AS Summary Statement of Changes in Equity and Restated Ind AS Summary Statement of Cash Flows for six months period ended September 30, 2020, September 30, 2019 and each year ended March 31, 2020, March 31, 2019 and March 31, 2018, (hereinafter collectively referred to as "Restated Ind AS Financial Information") have been prepared specifically for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with proposed Initial Public Offering ("IPO") through Offer for sale by selling shareholders and fresh issue of its equity shares, in accordance with the requirements of:

a) Sub-section (1) of Section 26 of Chapter III of the Companies Act 2013 (the "Act") and
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the SEBI ICDR "Regulations") issued by the Securities and Exchange Board of India ('SEBI') on 11 September 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.
c) Guidance Note on Report in company prospectus (Revised 2019) issued by the ICAI (referred to as the Guidance Note).

The Restated Ind AS Summary Statements have been compiled from:

(i) the audited interim financial statements of the Company as at and for the six months period ended September 30, 2020 and the audited interim financial statements of the Company for the six months period ended September 30, 2019, which were prepared in accordance with Ind AS 34 *'Interim Financial Reporting',* prescribed under the Section 133 of the Companies Act 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended.

(ii) the audited annual financial statements as at and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 which are prepared by the Company in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended.

The restated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities, which have been measured at fair value:
• Certain financial assets and financial liabilities measured at fair value (refer accounting policy regarding financial instruments)
• Share based payments

The restated financial statements are presented in Indian Rupees "INR" and all values are stated as INR million, except when otherwise indicated.

2.2 Summary of significant accounting policies

a. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current and non-current classification. An asset is treated as current when it is:
- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.
A liability is current when:
- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Foreign currencies

Functional and presentation currency
The Company's financial statements are presented in Indian Rupees ("INR"), which is also the Company's functional currency.

Transactions and balances
Transactions in foreign currencies are initially recorded by the Company's functional currency using spot rates at the date, the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies

are translated into the functional currency at exchange rates at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit or loss as expense or income in the year in which they occur or arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

c. Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
• In the principal market for the asset or liability or,
• In the absence of a principal market, in the most advantageous market for the asset or liability.
The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.
A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
• Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
• Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
• Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and investment in mutual fund measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, management analyses the movements in the values of assets and liabilities, which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

d. Revenue recognition

Revenues from contracts with customers are recognised when the performance obligations towards customer when control has been transferred at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The Company acts as the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

An entity collects Goods and Services Tax ("GST") on behalf of the government and not on its own account. Hence, it should be excluded from revenue, i.e. revenue should be net of GST.

Sale of goods

The Company recognises revenue from sale of food through Company's owned stores and are recognised when the items are delivered to or carried out by customers.

Sale of products- customer loyalty programme (deferred revenue)

For customer loyalty programmes, the fair value of the consideration received or receivable in respect of the initial sale is allocated between the award credits and the other components of the sale. The amount allocated to award credits is deferred and is recognised as revenue when the award credits are redeemed and the Company has fulfilled its obligations to supply the discounted products under the terms of the programme or when it is no longer probable that the award credits will be redeemed. The deferred income related to loyalty credits granted has been estimated with reference to the fair value of products for which they could be redeemed. This is because the fair value of loyalty credits is not directly observable. The fair value of the customers' right to buy products at a discount for which the loyalty credits can be redeemed takes into account the amount of discount available to customers who have earned the loyalty credits remaining unutilised and the expected forfeiture rate.

Dividend income

Dividend income is recognised when Company's right to receive dividend is established by the reporting date.

Income from sub-franchisee operations

Sub-Franchisee income includes onetime initial fees and royalty income on sales. One time initial fees are non-refundable and are recognised over the term of contract. Royalty income is recognised on accrual basis based on the terms of the agreement over a period of time.

Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate ("EIR"), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (n) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

e. Taxes

Tax expense for the year comprises of current tax and deferred tax.

Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in India where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or in equity, respectively.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

f. Property, plant and equipment

Property, plant and equipment (PPE) are stated at the cost of acquisition including incidental costs related to acquisition and installation less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use and initial estimate of restoration liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. The present value of the expected cost for the restoration of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognised from the balance sheet and cost of the new item of PPE is recognised. Further, in case the replaced part was not being depreciated separately, the cost of the replacement is used as an indication to determine the cost of the replaced part at the time it was acquired.

Depreciation on Property, Plant and Equipment

Depreciation is provided on straight line method on a pro-rata basis from the date of use. The rates of depreciation are based on technical evaluation of the economic life of assets by the management, which are given below and are equal to or greater than the corresponding rates prescribed in Schedule II to the Companies Act, 2013:

Property, plant and equipment:	Economic life (Years):
Leasehold improvement	Lower of 15 years or lease period
Furniture and Fixtures	
- Restaurants	8 years
- Office	10 years
Restaurant equipments	
- Kitchen equipments	10 years
- Other equipments	5 years

The rates of depreciation are based on technical evaluation of the economic life of assets by the management, which are given below and are equal to the corresponding rates prescribed in Schedule II to the Companies Act, 2013:

Property, plant and equipment:	Economic life (Years):
Office equipments	5 years
Computers	3 years
Servers and networks	6 years
(Included in Computers in Annexure VII)	
Vehicles	8 years

The useful lives, residual values and depreciation method of PPE are reviewed, and adjusted appropriately, at-least as at each reporting date so as to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effect of any change in the estimated useful lives, residual values and / or depreciation method are accounted prospectively, and accordingly the depreciation is calculated over the PPE's remaining revised useful life.

Gains or losses arising from disposal of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is disposed.

g. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and impairment loss, if any. An intangible asset is recognized, where it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. The Company capitalises software costs where it is reasonably estimated that the software has an enduring useful life. The Company capitalises one-time initial franchisee fees paid for opening of each store.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised on a straight line basis over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets are amortised on a straight line basis as follows:

Intangible assets:	Economic life (Years)
Software	5 years
Franchisee fees	Over the term of Master Franchisee Agreement

Gains or losses arising from the de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

h. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, deferred lease components of security deposits and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.
Right-of-Use Leasehold Restaurants and Restaurant Equipments are amortised over a period of lease term.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to April 1, 2016, the Company has determined whether the arrangement contains lease on the basis of facts and circumstances existing on the date of transition.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of restaurant and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment's that are low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense in statement of profit and loss.

i. Inventories

Inventories (comprising of food, beverages, condiments, paper & packing materials) are valued at lower of cost (determined on first in first out basis) or net realisable value. However, materials and other items held for use the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

j. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash - generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. Impairment losses are recognised in the statement of profit and loss.

k. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent Liability

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

l. Retirement and other employee benefits

Defined Contribution plan

State governed Provident Fund and Employees State Insurance Corporation are considered as defined contribution plan and contributions thereto are charged to the statement of profit and loss for the year when an employee renders the related service. There are no other obligations, other than contribution payable to the respective funds.

Defined Benefit plan

Gratuity

Gratuity liability is a defined benefit scheme. The cost of providing benefits under this plan is determined on the basis of an actuarial valuation done by an independent actuary on the projected unit credit method at the end of each financial year. Re-measurements, comprising of actuarial gains, are recognised immediately in the balance Sheet with a corresponding charge or credit to retained earnings through OCI in the period in which they occur. For the purpose of presentation of defined benefit plan, allocation between short term and long term provision is made as determined by an actuary.

Leave Encashment

Accumulated leaves, which are expected to be utilised within the next 12 months, are treated as current employee benefit. The Company treats the entire leave as current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. It is measured on the basis of an actuarial valuation done by an independent actuary on the projected unit credit method at the end of each financial year.

m. Share - based payments

Senior executives of the company receive remuneration in the form of share-based payment, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

n. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (d) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.
In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').
Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

<u>De-recognition</u>

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:
• The rights to receive cash flows from the asset have expired, or
• The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:
• Financial assets measured at amortised cost; and
• Financial assets measured at Fair value through other comprehensive income (FVTOCI)

For trade receivables, other receivables and other financial assets, the Company follows 'simplified approach' for recognition of impairment loss allowance.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss. All financial liabilities are recognised initially at fair value.

The Company's financial liabilities include trade and other payables and borrowings.

Subsequent measurement

The Company measures all financial liabilities at amortised cost using the Effective Interest Rate ('EIR') method except for financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Financial liabilities held for trading are measured at fair value through profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

De-recognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

o. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and,which are subject to an insignificant risk of changes in value. For the purpose of statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

p. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

q. Cash flow statement

Cash flows are reported using indirect method, whereby profit/ loss before tax is adjusted for the effects transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/ cheques in hand and short-term investments with an original maturity of three months or less.

r. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

2.3 Significant accounting judgements estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect on the amounts recognised in the financial statements, are mentioned below:

a) Useful lives of Property, Plant and equipment:

Useful life and residual value are determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice, period of underlying lease term etc and same is reviewed periodically, including at each financial year end. Management reviews the useful economic lives atleast once a year and any changes could affect the depreciation rates prospectively and hence the asset carrying values. The Company also reviews its property, plant and equipment and intangible assets, for possible impairment if there

are events or changes in circumstances that indicate that carrying amount of assets may not be recoverable. In assessing the property, plant and equipment and intangible assets for impairment, factors leading to significant reduction in profits, the Company's business plans and changes in regulatory/ economic environment are taken into consideration.

b) Provision for decommissioning:

The Company has recognised a provision for site restoration obligation associated with the stores opened. In determining the fair value of the provision, assumptions and estimates are made in relation to discount rates, the expected cost to dismantle and remove the furniture/fixtures from the stores and the expected timing of those costs. The Company estimates that the costs would be realised upon the expiration of the lease and calculates the provision using the Discounted Cash Flow (DCF) method.

c) Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases attrition rates and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Further details about gratuity obligations are given in Annexure XXXVIII.

d) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

e) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Further details about Deferred tax assets are given in Annexure XXXVI.

f) Lease term

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company included the renewal period as part of the lease term for leases of restaurant and equipment due to the significance of these assets to its operations and also investments made in leasehold improvements.

g) Estimation of uncertainties relating to the global health pandemic from COVID-19

Refer Annexure XLIX to the restated financial statements.

h) Standards issued and effective

The new and amended standards that are notified and are effective, up to the date of issuance of the Company's financial statements are disclosed below.

(i) Amendments to Ind AS 103 Business Combinations

The amendments to the definition of a business in Ind AS 103 help entities determine whether an acquired set of activities and assets is a business or not. They clarify the minimum requirements for a business, remove the assessment of whether market participants are capable of replacing any missing elements, add guidance to help entities assess whether an acquired process is substantive, narrow the definitions of a business and of outputs, and introduce an optional fair value concentration test.

These amendments are applicable to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after the 1 April 2020 and to asset acquisitions that occur on or after the beginning of that period. These amendments are not applicable to the Company's financial statements.

(ii) Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments to Ind AS 1 Presentation of Financial Statements and Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors align the definition of 'material' across the standards and clarify certain aspects of the definition. The new definition states that, 'Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity. The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements.

A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

These amendments are applicable prospectively for annual periods beginning on or after the 1 April 2020. The amendments to the definition of material do not have a significant impact on the Company's financial statements.

(iii) Amendments to Ind AS 107 and Ind AS 109: Interest Rate Benchmark Reform

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

The amendments to Ind AS 107 prescribe the disclosures which entities are required to make for hedging relationships to which the reliefs as per the amendments in Ind AS 109 are applied. These amendments are applicable for annual periods beginning on or after the 1 April 2020. These amendments are not applicable to the Company's financial statements.

Annexure VI
Part A : Statement of Restatement Adjustments to Ind AS Financial Statements

The summary of results of restatement made in the audited financial statements for the respective year/period and its impact on the loss of the Company is as follows:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Loss after tax (as per audited financial statements)	(155.91)	(625.86)
Restatement Adjustments		
Impact of Ind AS 116		
Increase/ (Decrease) in Total Income	-	-
(Increase)/ Decrease in Total Expenses		
Depreciation on Right-of-use assets (refer note a)	(427.33)	(332.90)
Finance cost (interest) on lease liability (refer note b)	(462.01)	(366.51)
Decrease in Other expenses (refer note c)	662.44	502.95
Restated Loss before tax	**(382.79)**	**(822.32)**
Tax adjustments (refer note d)	-	-
Restated Loss after tax	**(382.79)**	**(822.32)**

Notes :-

(a) It represents depreciation on Right-of-Use Assets, pertaining to lease arrangements recognised pursuant to implementation of Ind AS 116. The Right-of-Use assets are depreciated over the 'lease term' as defined under Ind AS 116 or economic life, whichever is lower.

(b) It represents interest element recognised on lease liabilities pursuant to implementation of Ind AS 116. Interest is measured using incremental borrowing rate.

(c) Lease rentals pertaining to lease arrangements accounted in accordance to erstwhile Ind AS 17, now reversed.

(d) There is no tax impact recognised on account of implementation of Ind AS 116. (refer note d of annexure XXXVI)

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure VI
Part A : Statement of Restatement Adjustments to Ind AS Financial Statements

IND AS 116 – "Leases" the new Accounting Standard came into effect from April 1, 2019. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise leases on the balance sheet.

The Company adopted Ind AS 116 using the full retrospective method of adoption. Further, as per option available under Ind AS 116, the Company has opted to disclose lease liability as a separate line item on the face of balance sheet.

The new Accounting Standard had the following major impact :
a. No economic impact on the business;
b. Accounting shifted from operating lease model (off balance sheet) to on balance sheet lease model
c. "Right-of-Use" ("RoU") asset is recognised as present value of future fixed rentals and corresponding "Lease liability"
d. Amortisation of Right-of-use assets on a straight-line basis over the lease period;
e. Operating lease expense (fixed lease payment excluding taxes on the same) will be replaced by depreciation and finance cost.
f. Taxes on fixed lease payment is not covered under definition of fixed lease payments under Ind AS 116, hence it is not considered for calculation of Right-of-Use and reported as part of rent expenses in Statement of profit & loss
g. Fixed lease payments is apportioned between finance cost and reduction of the lease liability

Statement showing impact of restatement adjustments on balance sheet

	Foot notes	As at March 31, 2020			As at September 30, 2019			As at March 31, 2019			As at March 31, 2018		
		As per audited Ind AS financial statements	Restatement adjustments	As per restated financial statements	As per audited Ind AS financial statements	Restatement adjustments	As per restated financial statements	As per audited Ind AS financial statements	Restatement adjustments	As per restated financial statements	As per audited Ind AS financial statements	Restatement adjustments	As per restated financial statements
		INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million
Assets													
Non-current assets													
Right of use assets	a	5,379.50	-	5,379.50	4,769.21	-	4,769.21	-	4,292.25	4,292.25	-	3,433.47	3,433.47
Other non-current assets	c	33.13	-	33.13	191.48	-	191.48	216.60	(177.15)	39.45	155.48	(136.55)	18.93
Other current assets	c	194.17	-	194.17	102.81	-	102.81	138.11	(24.16)	113.95	75.88	(19.06)	56.82
Equity and Liabilities													
Equity													
Other equity	d	(23.16)	-	(23.16)	(292.09)	-	(292.09)	495.73	(649.26)	(153.53)	643.69	(422.38)	221.31
Non-current liabilities													
Lease Liabilities	b	5,665.48	-	5,665.48	4,999.22	-	4,999.22	-	4,508.38	4,508.38	-	3,522.84	3,522.84
Current liabilities													
Lease Liabilities	b	311.99	-	311.99	288.44	-	288.44	-	231.82	231.82	-	177.40	177.40

Statement showing impact of restatement adjustments on statement of profit and loss

	Foot notes	For the year ended March 31, 2020			For the six months ended September 30, 2019			For the year ended March 31, 2019			For the year ended March 31, 2018		
		As per audited Ind AS financial statements	Restatement adjustments	As per restated financial statements	As per audited Ind AS financial statements	Restatement adjustments	As per restated financial statements	As per audited Ind AS financial statements	Restatement adjustments	As per restated financial statements	As per audited Ind AS financial statements	Restatement adjustments	As per restated financial statements
		INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million	INR Million
Income													
Revenue from operations		8,412.38	-	8,412.38	4,223.26	-	4,223.26	6,327.35	-	6,327.35	3,781.22	-	3,781.22
Other income		55.91	-	55.91	30.42	-	30.42	113.95	-	113.95	106.15	-	106.15
Total Income		**8,468.29**	**-**	**8,468.29**	**4,253.68**	**-**	**4,253.68**	**6,441.30**	**-**	**6,441.30**	**3,887.37**	**-**	**3,887.37**
Expenses													
Cost of materials consumed		3,014.90	-	3,014.90	1,509.83	-	1,509.83	2,300.84	-	2,300.84	1,438.54	-	1,438.54
Employee benefits expenses		1,365.03	-	1,365.03	703.06	-	703.06	968.59	-	968.59	704.30	-	704.30
Finance costs	f	654.53	-	654.53	277.78	-	277.78	2.49	462.01	464.50	2.86	366.51	369.37
Depreciation and amortisation expenses	e	1,163.74	-	1,163.74	497.29	-	497.29	394.77	427.33	822.10	307.46	332.90	640.36
Other expenses*	g	2,992.34	-	2,992.34	1,440.00	-	1,440.00	2,930.50	(662.44)	2,268.06	2,060.07	(502.95)	1,557.12
Total Expenses		**9,190.54**	**-**	**9,190.54**	**4,427.96**	**-**	**4,427.96**	**6,597.19**	**226.90**	**6,824.09**	**4,513.23**	**196.46**	**4,709.69**
Loss for the year/period		**(722.25)**	**-**	**(722.25)**	**(174.28)**	**-**	**(174.28)**	**(155.89)**	**(226.90)**	**(382.79)**	**(625.86)**	**(196.46)**	**(822.32)**
*Details of restatement adjustments on other expenses is as follows:													
Rent			-			-			(580.78)			(437.53)	
Deferred prepaid rent on security deposits			-			-			(23.17)			(18.65)	
Repairs and maintenance - leasehold improvements and others			-			-			(58.49)			(46.77)	
			-			**-**			**(662.44)**			**(502.95)**	

Statement showing impact of restatement adjustments on statement of cash flows

	For the year ended March 31, 2020	For the six months ended September 30, 2019	For the year ended March 31, 2019	For the year ended March 31, 2018
Cash flow from operating activities	895.35	440.95	639.30	484.30
Cash flow from financing activities	(895.35)	(440.95)	(639.30)	(484.30)

Burger King India Limited (formerly known as 'Burger King India Private Limited')
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(Amount in INR million, unless otherwise stated)

Impact of adopting Ind AS 116 is as follows :-

Balance Sheet

Assets	**Foot notes**	**As at September 30, 2020**			**As at March 31, 2020**			**As at September 30, 2019**		
		Before adoption of Ind AS 116	**Impact due to adoption of Ind AS 116**	**As per financial statements**	**Before adoption of Ind AS 116**	**Impact due to adoption of Ind AS 116**	**As per financial statements**	**Before adoption of Ind AS 116**	**Impact due to adoption of Ind AS 116**	**As per financial statements**
Right-of-use-assets	a	-	5,216.76	5,216.76	-	5,379.50	5,379.50	-	4,769.21	4,769.21
Other non-current assets	c	254.39	(221.14)	33.25	258.90	(225.77)	33.13	401.31	(209.83)	191.48
Other current assets	c	228.88	(31.30)	197.58	224.98	(30.81)	194.17	127.73	(24.92)	102.81
Total Assets		**483.27**	**4,964.32**	**5,447.59**	**483.88**	**5,122.92**	**5,606.80**	**529.04**	**4,534.46**	**5,063.50**
Equity										
Retained Earnings	d	198.22	(918.74)	(720.52)	831.39	(854.55)	(23.16)	461.11	(753.20)	(292.09)
Total Equity		**198.22**	**(918.74)**	**(720.52)**	**831.39**	**(854.55)**	**(23.16)**	**461.11**	**(753.20)**	**(292.09)**
Non-current liabilities										
Lease liabilities	b	-	5,616.56	5,616.56	-	5,665.48	5,665.48	-	4,999.22	4,999.22
Current liabilities										
Lease liabilities	b	-	266.49	266.49	-	311.99	311.99	-	288.44	288.44
Total Liabilities		**-**	**5,883.05**	**5,883.05**	-	**5,977.47**	**5,977.47**	**-**	**5,287.66**	**5,287.66**

Profit & Loss Account

Income		**For the six months period ended September 30, 2020**			**For the year ended March 31, 2020**			**For the six months period ended September 30, 2019**		
		Before adoption of Ind AS 116	**Impact due to adoption of Ind AS 116**	**As per financial statements**	**Before adoption of Ind AS 116**	**Impact due to adoption of Ind AS 116**	**As per financial statements**	**Before adoption of Ind AS 116**	**Impact due to adoption of Ind AS 116**	**As per financial statements**
Revenue from operations		1,352.10	-	1,352.10	8,412.38	-	8,412.38	4,223.26	-	4,223.26
Other income		164.44	-	164.44	55.91	-	55.91	30.42	-	30.42
Total Income		**1,516.54**	**-**	**1,516.54**	**8,468.29**	**-**	**8,468.29**	**4,253.68**	**-**	**4,253.68**
Expenses										
Cost of materials consumed		491.89	-	491.89	3,014.90	-	3,014.90	1,509.83	-	1,509.83
Employee benefits expenses		517.11	-	517.11	1,365.03	-	1,365.03	703.06	-	703.06
Finance Cost	f	100.69	323.16	423.85	69.20	585.33	654.53	4.60	273.18	277.78
Depreciation and amortisation of Right-of-Use Assets	e	323.15	298.29	621.44	623.05	540.69	1,163.74	243.96	253.33	497.29
Other Expense#	g	1,107.97	(477.56)	630.41	3,855.96	(863.62)	2,992.34	1,839.99	(399.99)	1,440.00
Total expenses		**2,540.81**	**143.89**	**2,684.70**	**8,928.14**	**262.40**	**9,190.54**	**4,301.44**	**126.52**	**4,427.96**
Loss after tax		**(1,024.27)**	**(143.89)**	**(1,168.16)**	**(459.85)**	**(262.40)**	**(722.25)**	**(47.76)**	**(126.52)**	**(174.28)**
Deferred tax assets impact on above adjustments		**-**	**(36.22)**			**(66.05)**			**(39.47)**	
Deferred tax recognised in the financial statements on the above adjustments (*)			**-**			**-**			**-**	

#Details of impact due to adoption of IND AS 116 on other expenses is as follows:

Rent	(422.95)	(759.04)	(352.21)
Deferred prepaid rent on security deposits	(11.35)	(26.19)	(11.99)
Repairs and maintenance - leasehold improvements and others	(43.26)	(78.39)	(35.79)
	(477.56)	**(863.62)**	**(399.99)**

*The Company neither has any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of deferred tax assets. On this basis, the Company has determined that it cannot recognise deferred tax assets on the impact of IND AS 116. Also, refer Annexure XXXVI on deferred tax assets.

Cash Flow Statement

	For the six months period ended September 30, 2020	**For the year ended March 31, 2020**	**For the six months period ended September 30, 2019**
Cash flow from operating activities	247.89	895.35	440.95
Cash flow from financing activities	(247.89)	(895.35)	(440.95)

Burger King India Limited (formerly known as 'Burger King India Private Limited')
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(Amount in INR million, unless otherwise stated)

Annexure VI
Part A : Statement of Restatement Adjustments to Ind AS Financial Statements

Footnotes to Impact of Restatement Adjustments

(a) Right-of-use asset are recognised and presented separately in the Restated Ind AS Summary Statement of Assets and Liabilities.

(b) Lease liabilities are recognised in accordance with Ind AS 116 and shown as financial liabilities in the Restated Ind AS Summary Statement of Assets and Liabilities.

(c) Deferred lease payments related to leases are reclassified to Right-of-Use assets.

(d) Retained Earnings has decreased due to impact of Ind AS 116 adjustments.

(e) It represents depreciation on Right-of-Use Assets, pertaining to lease arrangements recognised pursuant to implementation of Ind AS 116. The Right-of-Use assets are depreciated over the 'lease term' as defined under Ind AS 116 or economic life, whichever is lower.

(f) It represents interest element recognised on lease liabilities pursuant to implementation of Ind AS 116. Interest is measured using incremental borrowing rate.

(g) Lease rentals pertaining to lease arrangements accounted in accordance to erstwhile Ind AS 17, now reversed.

Annexure VI
Part B : Non adjusting items

Emphasis of matter included in the Auditors' reports and other audit qualifications included in the Annexure to the auditors' reports issued under Companies (Auditor's Report) Order,2016, on the Unconsolidated financial statements for the year ended March 31, 2020, 2019, 2018 and for the period ended September 30, 2020 & 2019 which do not require any corrective adjustment in the Restated Summary Statements are as follows:

As at and for the period ended September 30, 2020

The auditor's report on the financial statements for the period ended September 30, 2020, included the following Emphasis of Matter paragraph, which does not require any adjustment in the Restated Summary Financial Statements:

We draw attention to Note 45 of the Ind AS financial statements, which describes the Management's assessment of impact of COVID-19 pandemic on the Ind AS financial statements of the Company. Our opinion is not modified in respect of this matter.

As at and for the year ended March 31, 2020

The auditor's report on the financial statements for the year ended March 31, 2020, included the following Emphasis of Matter paragraph, which does not require any adjustment in the Restated Summary Financial Statements:

We draw attention to Note 45 of the Ind AS financial statements, which describes the Management's assessment of impact of COVID-19 pandemic on the Ind AS financial statements of the Company. Our opinion is not modified in respect of this matter.

As at and for the year ended March 31, 2019

(a) Undisputed statutory dues including employees' state insurance, duty of customs, income-tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there have been serious delays in few cases for payment of provident fund.

(b) According to the information and explanations given to us, there are no undisputed dues in respect of provident fund, employees' state insurance, income-tax, duty of custom, goods and service tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, except for:

Name of the Statute	Nature of the Dues	Amount (Rs in million)	Period to which the amount relates
Employees' Provident Funds and Miscellaneous Provident Act, 1952	Provident Fund	0.25	2017-18 and 2018-19

(c) According to the information and explanations given by the management, the Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the private placement of 8% Compulsory Convertible Preference Shares of Rs 1,000 Million during the year except for one tranche of Rs 550 Million where money received on application was not kept in a separate bank account in a scheduled bank as required under proviso to section 42(6) of the Companies Act, 2013. According to the information and explanations given by the management, the amount raised has been used for the purposes for which the funds were raised.

As at and for the year ended March 31, 2018

Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, duty of customs, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been slight delay in a few cases of value added tax, TDS and service tax. As explained to us, the provisions relating to excise duty are not applicable to the Company.

Annexure VI

Part C : Regroupings

Appropriate regroupings have been made in the restated Ind AS summary statements of assets and liabilities, profit and loss and cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Ind AS financial information of the Company for the six months period ended September 30, 2020 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
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Annexure VII

Restated Ind AS Summary Statement of Property, Plant and Equipment

	Leasehold Improvements (refer note (i))	Restaurant Equipments (refer note (i))	Furniture and fixtures	Computers	Office equipments	Vehicles	Total
Cost							
At April 1, 2017	**1,187.08**	**830.78**	**125.52**	**19.61**	**4.86**	**3.26**	**2,171.11**
Add : Additions	402.67	359.65	70.88	3.43	1.35	-	837.98
Less : Disposals	34.49	0.31	0.19	0.05	-	-	35.04
At March 31, 2018	**1,555.26**	**1,190.12**	**196.21**	**22.99**	**6.21**	**3.26**	**2,974.05**
Add : Additions	729.18	599.57	123.30	3.71	1.28	-	1,457.04
Less : Disposals	8.94	0.47	2.06	-	0.17	-	11.64
At March 31, 2019	**2,275.50**	**1,789.22**	**317.45**	**26.70**	**7.32**	**3.26**	**4,419.45**
Add : Additions	317.95	366.10	32.52	3.20	0.34	-	720.11
Less : Disposals	19.28	0.56	0.82	1.35	-	-	22.01
At September 30, 2019	**2,574.17**	**2,154.76**	**349.15**	**28.55**	**7.66**	**3.26**	**5,117.55**
At April 1, 2019	**2,275.50**	**1,789.22**	**317.45**	**26.70**	**7.32**	**3.26**	**4,419.45**
Add : Additions	897.59	854.63	115.71	5.61	1.28	-	1,874.82
Less : Disposals	60.17	2.52	3.34	1.35	-	-	67.38
At March 31, 2020	**3,112.92**	**2,641.33**	**429.82**	**30.96**	**8.60**	**3.26**	**6,226.89**
Add : Additions	75.28	70.51	15.65	0.24	0.36	-	162.04
Less : Disposals	61.84	5.99	5.77	0.01	0.47	-	74.08
At September 30, 2020	**3,126.36**	**2,705.85**	**439.70**	**31.19**	**8.49**	**3.26**	**6,314.85**
Accumulated depreciation							
At April 1, 2017	**163.64**	**109.66**	**16.45**	**8.95**	**2.20**	**1.17**	**302.07**
Add : Depreciation for the year	163.52	111.65	19.04	3.75	1.02	0.39	299.37
Less : Disposals	28.87	0.04	0.07	0.02	-	-	29.00
At March 31, 2018	**298.29**	**221.27**	**35.42**	**12.68**	**3.22**	**1.56**	**572.44**
Add : Depreciation for the year	184.53	161.89	29.65	4.27	0.80	0.39	381.53
Less : Disposals	8.53	0.28	0.94	-	0.15	-	9.90
At March 31, 2019	**474.29**	**382.88**	**64.13**	**16.95**	**3.87**	**1.95**	**944.07**
Add : Depreciation for the six month period	98.80	113.83	19.45	2.83	0.73	0.19	235.83
Less : Disposals	16.68	0.36	0.73	1.28 -	-	-	19.05
At September 30, 2019	**556.41**	**496.35**	**82.85**	**18.50**	**4.60**	**2.14**	**1,160.85**
At April 1, 2019	**474.29**	**382.88**	**64.13**	**16.95**	**3.87**	**1.95**	**944.07**
Add : Depreciation for the year	298.98	250.22	48.23	5.99	1.23	0.39	605.04
Less : Disposals	57.74	2.33	3.20	1.28	-	-	64.55
At March 31, 2020	**715.53**	**630.77**	**109.16**	**21.66**	**5.10**	**2.34**	**1,484.56**
Add : Depreciation for the six month period	135.06	147.10	26.06	2.76	0.56	0.19	311.73
Less : Disposals	61.84	4.60	5.77	0.01	0.38	-	72.60
At September 30, 2020	**788.75**	**773.27**	**129.45**	**24.41**	**5.28**	**2.53**	**1,723.69**
Net Book Value							
At September 30, 2020	**2,337.61**	**1,932.58**	**310.25**	**6.78**	**3.21**	**0.73**	**4,591.16**
At March 31, 2020	**2,397.39**	**2,010.56**	**320.66**	**9.30**	**3.50**	**0.92**	**4,742.33**
At September 30, 2019	**2,017.76**	**1,658.41**	**266.30**	**10.05**	**3.06**	**1.12**	**3,956.70**
At March 31, 2019	**1,801.21**	**1,406.34**	**253.32**	**9.75**	**3.45**	**1.31**	**3,475.38**
At March 31, 2018	**1,256.97**	**968.85**	**160.79**	**10.31**	**2.99**	**1.70**	**2,401.61**

(i) For capitalisation of pre-operative expenditure relating to leasehold improvement and restaurant equipments, refer Annexure XLII.
(ii) Amount capitalised from Capital work-in-progress during September 30, 2020 is INR 11.09 Million (September 30, 2019: INR 81.54 Million, March 31, 2020: INR 178.37 Million, March 31, 2019: INR 95.74 Million, March 31, 2018: INR 101.81 Million)

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

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(Amount in INR million, unless otherwise stated)

Annexure VIII

Restated Ind AS Summary Statement of Right-of-use Assets

	Right-of-use Leasehold Restaurants	Right-of-use Restaurant Equipments	Total
Cost			
At April 1, 2017	**3,111.15**	**74.22**	**3,185.37**
Add : Additions	920.94	31.45	952.39
Less : Disposals	-	-	-
At March 31, 2018	**4,032.09**	**105.67**	**4,137.76**
Add : Additions	1,228.22	57.89	1,286.11
Less : Disposals	-	-	-
At March 31, 2019	**5,260.31**	**163.56**	**5,423.87**
Add : Additions	744.51	26.30	770.81
Less : Disposals	55.37	-	55.37
At September 30, 2019	**5,949.45**	**189.86**	**6,139.31**
At April 1, 2019	**5,260.31**	**163.56**	**5,423.87**
Add : Additions	1,603.06	69.67	1,672.73
Less : Disposals	59.33	0.45	59.78
At March 31, 2020	**6,804.04**	**232.78**	**7,036.82**
Add : Additions	127.82	7.73	135.55
Less : Disposals	-	-	-
At September 30, 2020	**6,931.86**	**240.51**	**7,172.37**
Accumulated depreciation			
At April 1, 2017	**364.47**	**6.92**	**371.39**
Add : Depreciation for the year	325.02	7.88	332.90
Less : Disposals	-	-	-
At March 31, 2018	**689.49**	**14.80**	**704.29**
Add : Depreciation for the year	415.61	11.72	427.33
Less : Disposals	-	-	-
At March 31, 2019	**1,105.10**	**26.52**	**1,131.62**
Add : Depreciation for the six month period	245.78	7.55	253.33
Less : Disposals	14.85	-	14.85
At September 30, 2019	**1,336.03**	**34.07**	**1,370.10**
At April 1, 2019	**1,105.10**	**26.52**	**1,131.62**
Add : Depreciation for the year	524.19	16.50	540.69
Less : Disposals	14.85	0.14	14.99
At March 31, 2020	**1,614.44**	**42.88**	**1,657.32**
Add : Depreciation for the six month period	288.48	9.81	298.29
Less : Disposals	-	-	-
At September 30, 2020	**1,902.92**	**52.69**	**1,955.61**
Net Book Value			
At September 30, 2020	**5,028.94**	**187.82**	**5,216.76**
At March 31, 2020	**5,189.60**	**189.90**	**5,379.50**
At September 30, 2019	**4,613.42**	**155.79**	**4,769.21**
At March 31, 2019	**4,155.21**	**137.04**	**4,292.25**
At March 31, 2018	**3,342.60**	**90.87**	**3,433.47**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

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(Amount in INR million, unless otherwise stated)

Annexure IX
Restated Ind AS Summary Statement of Intangible Assets

	Computer - Software	Franchise Rights	Total
Cost			
At April 1, 2017	**25.91**	**47.12**	**73.03**
Add: Additions	0.99	31.62	32.61
Less: Disposals	0.02	-	0.02
At March 31, 2018	**26.88**	**78.74**	**105.62**
Add: Additions	10.98	72.20	83.18
Less: Disposals	-	-	-
At March 31, 2019	**37.86**	**150.94**	**188.80**
Add: Additions	1.28	38.53	39.81
Less: Disposals	-		-
At September 30, 2019	**39.14**	**189.47**	**228.61**
At April 1, 2019	**37.86**	**150.94**	**188.80**
Add: Additions	5.26	99.84	105.10
Less: Disposals	-	-	-
At March 31, 2020	**43.12**	**250.78**	**293.90**
Add: Additions	9.28	12.58	21.86
Less: Disposals	-	-	-
At September 30, 2020	**52.40**	**263.36**	**315.76**
Accumulated Amortization			
At April 1, 2017	**7.34**	**2.22**	**9.56**
Add: Amortization for the year	4.87	3.22	8.09
Less: Disposals	0.01	-	0.01
At March 31, 2018	**12.20**	**5.44**	**17.64**
Add: Amortization for the year	7.30	5.94	13.24
Less: Disposals	-	-	-
At March 31, 2019	**19.50**	**11.38**	**30.88**
Add: Amortization for the six month period	3.32	4.80	8.12
Less: Disposals	-	-	-
At September 30, 2019	**22.82**	**16.18**	**39.00**
At April 1, 2019	**19.50**	**11.38**	**30.88**
Add: Amortization for the year	6.75	11.26	18.01
Less: Disposals	-	-	-
At March 31, 2020	**26.25**	**22.64**	**48.89**
Add: Amortization for the six month period	3.96	7.46	11.42
Less: Disposals	-	-	-
At September 30, 2020	**30.21**	**30.10**	**60.31**
Net Book Value			
At September 30, 2020	**22.19**	**233.26**	**255.45**
At March 31, 2020	**16.87**	**228.14**	**245.01**
At September 30, 2019	**16.32**	**173.29**	**189.61**
At March 31, 2019	**18.36**	**139.56**	**157.92**
At March 31, 2018	**14.68**	**73.30**	**87.98**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
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(Amount in INR million, unless otherwise stated)

Annexure X
Restated Ind AS Summary Statement of Non current financial assets - Loans

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Loans					
(unsecured, considered good) (Carried at amortised cost)					
Security Deposits - Premises and Other Deposits					
Considered good	285.06	254.85	280.06	213.08	161.40
Credit impaired	0.10	0.10	0.10	-	-
Less : Allowance for doubtful deposits- credit impaired	(0.10)	-	(0.10)	-	-
Loan to employees	11.25	10.89	10.89	-	-
	296.31	**265.84**	**290.95**	**213.08**	**161.40**

- No Loans are due from directors or promoters of the Company either severally or jointly with any person.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

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(Amount in INR million, unless otherwise stated)

Annexure XI
Restated Ind AS Summary Statement of Non current financial assets - Other Financial Assets

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Other Financial Assets					
(unsecured, considered good) (Carried at amortised cost)					
Bank Deposits with remaining maturity of more than 12 months*	0.37	0.87	0.87	0.62	0.30
	0.37	**0.87**	**0.87**	**0.62**	**0.30**

*Above deposits are given against bank guarantees issued to government authorities.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
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(Amount in INR million, unless otherwise stated)

Annexure XII
Restated Ind AS Summary Statement of Other non-current assets

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Other Non Current assets					
(unsecured, considered good)					
Capital advances	23.15	179.22	20.87	39.02	18.93
Prepaid expenses	10.10	12.26	12.26	0.43	-
	33.25	**191.48**	**33.13**	**39.45**	**18.93**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XIII
Restated Ind AS Summary Statement of Inventories

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Inventories (at lower of cost or net realisable value)					
Food, Beverages and Condiments	59.78	67.33	87.43	52.83	37.31
Paper and Packaging material	20.73	18.17	6.91	15.73	14.57
	80.51	**85.50**	**94.34**	**68.56**	**51.88**

Note:

Amount of write down of inventories in the statement of profit and loss as an exceptional expense in the period ended September 30, 2020 is INR NIL million (September 30, 2019: INR NIL, March 31, 2020: INR 16.03 million, March 31, 2019: NIL, March 31, 2018: NIL) (Refer Annexure L).

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XIV
Restated Ind AS Summary Statement of Current Financial Assets - Investments

	As at September 30, 2020		As at September 30, 2019		As at March 31, 2020		As at March 31, 2019		As at March 31, 2018	
	Units	Amount	Units	Amount	Units	Amount	Units	Amount	Units	Amount
Investments in Quoted Mutual Funds:										
Investments at fair value through Profit and Loss (fully paid)										
Reliance Prime Debt Fund - Growth Plan - Growth Option - IPGP (Cost September 30, 2020: NIL, September 30, 2019: NIL, March 31, 2020: NIL, March 31, 2019: NIL, March 31, 2018: INR 27.61 million)	-	-	-	-	-	-	-	-	8,62,898	31.44
Ultra - Money Market Fund- Growth Plan (Cost September 30, 2020: NIL, September 30, 2019: NIL, March 31, 2020: NIL, March 31, 2019: NIL, March 31, 2018 : INR 15.28 million)	-	-	-	-	-	-	-	-	7,981	15.48
Kotak Low Duration Fund Standard Growth (Regular Plan) (Cost September 30, 2020: NIL, September 30, 2019: NIL, March 31, 2020: NIL, March 31, 2019: NIL, March 31, 2018 : INR 300 million)	-	-	-	-	-	-	-	-	1,51,474	321.60
ICICI Prudential - Ultra Short Term Fund - Growth (Cost September 30, 2020: NIL, September 30, 2019: NIL, March 31, 2020: NIL, March 31, 2019: NIL, March 31, 2018 : INR 250 million)	-	-	-	-	-	-	-	-	1,52,69,227	267.76
Aditya Birla Sun Life Fund Quarterly Plan - Series 1 growth (Regular Plan) (Cost September 30, 2020: NIL, September 30, 2019: NIL, March 31, 2020: NIL, March 31, 2019: NIL, March 31, 2018 : INR 190 million)	-	-	-	-	-	-	-	-	85,17,200	191.52
UTI Short Term Income Fund - Growth Plan (September 30, 2020 : INR NIL million, September 30, 2019: INR NIL million, March 31, 2020 : NIL, March 31, 2019 : INR 7.38 million, March 31, 2018: INR 32.41 million)	-	-	-	-	-	-	4,43,040	9.97	19,46,863	41.12
Aditya Birla Sun Life Savings Fund - Growth Regular Plan (Cost- September 30, 2020: INR 208.45 million, September 30, 2019: INR 88.41 million, March 31, 2020: INR 32.45 million, March 31, 2019: INR 122.00 million, March 31, 2018 : NIL)	5,07,506	209.93	5,07,506	92.66	87,455	34.77	3,32,324	122.67	-	-
Kotak Savings Fund - Growth (Regular Plan) (Cost September 30, 2020: NIL, September 30, 2019: NIL, March 31, 2020: INR NIL, March 31, 2019: INR 100.00 million, March 31, 2018 : NIL)	-	-	-	-	-	-	33,55,063	100.56	-	-
HDFC Ultra Short term Fund - Regular Growth (Cost : September 30, 2020: NIL, September 30, 2019: NIL, March 31, 2020: NIL, March 31, 2019: INR 100.00 million, March 31, 2018: NIL)	-	-	-	-	-	-	96,13,998	100.53	-	-
SBI Savings Fund (Regular Plan) (Cost September 30, 2020: NIL, September 30, 2019: NIL, March 31, 2020: NIL, March 31, 2019: INR 50.17 million, March 31, 2018 : NIL)	-	-	-	-	-	-	17,42,079	50.41	-	-
Nippon India Liquid fund (Cost September 30, 2020: NIL, September 30, 2019: NIL, March 31, 2020: INR 67.50 million, March 31, 2019: NIL, March 31, 2018 : NIL)	-	-	-	-	14,953	67.53	-	-	-	-
Uti Liquid Fund -Cash Plan (Cost September 30, 2020: NIL, September 30, 2019: NIL, March 31, 2020: INR 83.42 million, March 31, 2019: NIL, March 31, 2018 : NIL)	-	-	-	-	25,779	83.46	-	-	-	-
SBI Magnum Ultra Short duration fund (Cost: Sep 30, 2020: INR 70.05 million, September 30, 2019: NIL, March 31, 2020: NIL, March 31, 2019: NIL, March 31, 2018 : NIL)*	15,307	70.30	-	-	-	-	-	-	-	-
		280.23		**92.66**		**185.76**		**384.14**		**868.92**

* Includes 6,532 units for September 30, 2020 (September 30, 2019: NIL, March 31, 2020: NIL, March 31, 2019: NIL, March 31, 2018: NIL) in the process of redemption, where redemption proceeds are received subsequent to the period end.
The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XV
Restated Ind AS Summary Statement of Current Financial Assets - Trade and other receivables

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Trade and Other receivables (carried at amortised cost)					
Related parties (Unsecured, considered good)	0.10	-	0.14	-	0.36
Others (Unsecured, considered good)	67.07	65.88	32.06	58.98	25.49
Others- credit impaired (Unsecured)	2.48	2.48	2.48	2.63	-
Total	**69.65**	**68.36**	**34.68**	**61.61**	**25.85**
Less : Allowance for doubtful balances - credit impaired	(2.48)	(2.48)	(2.48)	(2.63)	-
	67.17	**65.88**	**32.20**	**58.98**	**25.85**

No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XVI
Restated Ind AS Summary Statement of Current Financial Asset - cash and cash equivalents

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Balances with banks					
In current accounts	70.61	86.50	24.58	118.67	49.49
Cash on hand	21.14	36.83	15.96	39.88	22.55
	91.75	**123.33**	**40.54**	**158.55**	**72.04**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XVII
Restated Ind AS Summary Statement of Current Financial Asset - Bank balances other than cash and cash equivalents

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Bank deposits with original maturity of more than 3 months and remaining maturity less than 12 months*	241.77	12.02	239.90	1.61	1.86
	241.77	**12.02**	**239.90**	**1.61**	**1.86**

*Above deposits includes deposits given against bank guarantees issued to government authorities. Out of the total deposits outstanding as on September 30, 2020, INR 47.30 Million (September 30, 2019: INR 10.60 Million, March 31, 2020: INR 47.30 Million, March 31, 2019: NIL, March 31, 2018: NIL) is secured against term loan.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XVIII
Restated Ind AS Summary Statement of other current financial assets

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Other current financial assets					
(unsecured, considered good) (Carried at amortised cost)					
Income receivables	4.90	25.19	12.31	29.69	13.32
	4.90	**25.19**	**12.31**	**29.69**	**13.32**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XIX
Restated Ind AS Summary Statement of other current assets

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Prepaid expenses	22.12	29.25	32.73	36.92	12.63
Advance to suppliers	88.85	59.98	79.89	45.83	22.37
Advance to employees	0.58	2.13	2.15	1.67	1.60
Share issue expenses (to the extent not written off or adjusted) *	83.92	5.28	78.30	-	-
Balances with government authorities					
Considered good	2.11	6.17	1.10	29.53	20.22
Credit impaired	8.67	11.35	10.41	11.35	54.73
Less : Allowance for doubtful balances- credit impaired	(8.67)	(11.35)	(10.41)	(11.35)	(54.73)
	197.58	**102.81**	**194.17**	**113.95**	**56.82**

*The Company has so far incurred share issue expenses of INR 83.92 million as at September 30, 2020 (September 30, 2019: INR 5.28 million, March 31, 2020:INR 78.30 million) in connection with proposed public offer of equity shares. These expenses shall be adjusted against securities premium as permissible under Section 52 of the Companies Act, 2013 on successful completion of Initial Public Offer (IPO). The entire amount has been carried forward and disclosed under the head 'Other Current Assets' as Share issue expenses (to the extent of not written off or adjusted).

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XX
Restated Ind AS Summary Statement of Equity Share Capital

(A.1) Authorised share capital	Equity Shares	
	No of shares	(INR million)
At April 1, 2017	26,50,00,000	2,650.00
Increase during the year	-	-
At March 31, 2018	**26,50,00,000**	**2,650.00**
Increase during the year	2,50,00,000	250.00
At March 31, 2019	**29,00,00,000**	**2,900.00**
Increase during the six month period	10,00,00,000	1,000.00
At September 30, 2019	**39,00,00,000**	**3,900.00**
At April 1, 2019	**29,00,00,000**	**2,900.00**
Increase during the year	10,00,00,000	1,000.00
At March 31, 2020	**39,00,00,000**	**3,900.00**
Increase during the six month period	-	-
At September 30, 2020	**39,00,00,000**	**3,900.00**

(A.2) Authorised preference share capital	Preference Shares	
	No of shares	(INR million)
At April 1, 2017	**-**	**-**
Increase during the year	-	-
At March 31, 2018	**-**	**-**
Increase during the year	1,15,00,000	1,150.00
At March 31, 2019	**1,15,00,000**	**1,150.00**
Increase during the six month period	-	-
At September 30, 2019	**1,15,00,000**	**1,150.00**
At April 1, 2019	**1,15,00,000**	**1,150.00**
Increase during the year	-	-
At March 31, 2020	**1,15,00,000**	**1,150.00**
Increase during the six month period	-	-
At September 30, 2020	**1,15,00,000**	**1,150.00**

(B) Issued, subscribed and fully paid up share capital:
Equity shares of INR 10 each

	No of shares	(INR million)
At April 1, 2017	26,50,00,000	2,650.00
Changes during the year	-	-
At March 31, 2018	**26,50,00,000**	**2,650.00**
Changes during the year	-	-
At March 31, 2019	**26,50,00,000**	**2,650.00**
Changes during the six month period	16,30,674	16.31
At September 30, 2019	**26,66,30,674**	**2,666.31**
At April 1, 2019	**26,50,00,000**	**2,650.00**
Changes during the year	1,27,41,785	127.42
At March 31, 2020	**27,77,41,785**	**2,777.42**
Changes during the six month period	1,32,00,000	132.00
At September 30, 2020	**29,09,41,785**	**2,909.42**

(C) Terms/rights attached to equity shares

The Company has a single class of equity shares having par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

(D) Details of shares held by holding/ultimate holding Company and/or their subsidiaries/associates

	As at September 30, 2020		As at September 30, 2019		As at March 31, 2020		As at March 31, 2019		As at March 31, 2018	
	No of shares	(INR million)	No of shares	(INR million)	No of shares	(INR million)	No of shares	(INR million)	No of shares	(INR million)
QSR Asia Pte. Ltd. - Holding Company Equity shares of INR 10 each fully paid	28,93,11,110	2,893.11	26,49,99,999	2,650.00	27,61,11,110	2,761.11	26,49,99,999	2,650.00	26,49,99,999	2,650.00
F&B Asia Ventures (Singapore) Pte. Ltd. - Holding Company of QSR Asia Pte. Ltd. Equity shares of INR 10 each fully paid	1	*0	1	*0	1	*0	1	*0	1	*0

* Denotes amount less than INR 5,000

(E) Details of shareholders holding more than 5% shares in the Company

	As at September 30, 2020		As at September 30, 2019		As at March 31, 2020		As at March 31, 2019		As at March 31, 2018	
	No of shares	% Holding	No of shares	% Holding	No of shares	% Holding	No of shares	% Holding	No of shares	% Holding
QSR Asia Pte Ltd - Holding Company	28,93,11,110	99.44%	26,49,99,999	99.39%	27,61,11,110	99.41%	26,49,99,999	99.99%	26,49,99,999	99.99%
	28,93,11,110	**99.44%**	**26,49,99,999**	**99.39%**	**27,61,11,110**	**99.41%**	**26,49,99,999**	**99.99%**	**26,49,99,999**	**99.99%**

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXI
Restated Ind AS Summary Statement of Other Equity

(A) Securities premium	
At April 1, 2017	**2,454.50**
At March 31, 2018	**2,454.50**
At March 31, 2019	**2,454.50**
Transfer from share based payment reserve	17.69
At September 30, 2019	**2,472.19**
At April 1, 2019	**2,454.50**
Add: Transfer from share based payment reserve	17.69
Add: Transfer on account of CCPS conversion	888.89
At March 31, 2020	**3,361.08**
Add: Transfer on account of issue of equity shares	448.80
At September 30, 2020	**3,809.88**
(B) Share based payment reserve	
At April 1, 2017	**20.66**
Add: Charge for the year	9.96
At March 31, 2018	**30.62**
Add: Charge for the year	10.66
At March 31, 2019	**41.28**
Add: Charge for the year	22.36
At September 30, 2019	**63.64**
At April 1, 2019	**41.28**
Add: Charge for the year	33.60
Less: Transfer to securities premium on exercise of options	(34.00)
At March 31, 2020	**40.88**
Add: Charge for the six months	43.92
At September 30, 2020	**84.80**
(C) Retained earnings	
At April 1, 2017	**(1,449.65)**
Add: Total comprehensive loss during the year	(814.16)
At March 31, 2018	**(2,263.81)**
Add: Total comprehensive loss during the year	(385.50)
At March 31, 2019	**(2,649.31)**
Add: Total comprehensive loss during the six month period	(178.61)
At September 30, 2019	**(2,827.92)**
At April 1, 2019	**(2,649.31)**
Add: Total comprehensive loss during the year	(775.81)
At March 31, 2020	**(3,425.12)**
Add: Total comprehensive loss during the six month period	(1,190.08)
At September 30, 2020	**(4,615.20)**
(D) Total Other Equity (A+B+C)	
At April 1, 2017	**1,025.51**
At March 31, 2018	**221.31**
At March 31, 2019	**(153.53)**
At September 30, 2019	**(292.09)**
At March 31, 2020	**(23.16)**
At September 30, 2020	**(720.52)**

Nature and purpose of reserves:

1. Securities premium : Securities premium reserve represents premium received on shares. The reserve can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

2. Share based payment reserve: Share based payment reserve represents the grant date fair value of options issued to employees under employee stock plan.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXII
Restated Ind AS Summary Statement of Borrowings

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Non Current					
Carried at amortised cost					
Term Loan (Secured)					
Rupee loan from Bank (Secured) (Refer note (i) below)#	1,759.93	385.34	1,787.87	-	-
	1,759.93	**385.34**	**1,787.87**	**-**	**-**
Current					
(Carried at Amortised cost)					
Bank overdraft (Secured) (Refer Note (ii) below)	197.68		197.29	-	-
Carried at Fair Value Through Profit and Loss					
8% Compulsory Convertible Preference shares (CCPS) (Unsecured) (Refer note (iii) below)	-	1,000.00	-	1,000.00	-
	197.68	**1,000.00**	**197.29**	**1,000.00**	**-**

(i)

Particulars	Interest	Maturity*	Security
Term Loan - INR 1,500 million	I-MCLR-1Y+"Spread"	3 Quarterly instalments of INR 75 million each from February 13, 2022 to August 13, 2022 4 Quarterly instalments of INR 93.5 million each from November 13, 2022 to August 13, 2023 8 Quarterly instalments of INR 112.5 million each from November 13, 2023 to August 13, 2025	(i) First pari passu charge on of all assets including moveable and immovable fixed assets, current assets including bank accounts, receivables, inventory, present and future of the Company (ii) First pari passu charge on hypothecation on intangibles goodwill and uncalled capital of the Company (iii) First pari passu charge on the Current Account/ Escrow Account and DSRA Account and all monies credited/deposited therein(in whatever form the same may be), and all investments in respect thereof (in whatever form the same may be)
Term Loan - INR 310 million	I-MCLR-1Y+"Spread"	3 Quarterly instalments of INR 25.82 million each from September 30, 2021 to March 31, 2022 4 Quarterly instalments of INR 7.75 million each for Financial year 2022-23 8 Quarterly instalments of INR 3.88 million each from Financial year 2023-24 to Financial year 2024-25 4 Quarterly instalments of INR 42.63 million each for Financial year 2025-26	(i) First pari passu charge on of all assets including moveable and immovable fixed assets, current assets including bank accounts, receivables, inventory, present and future of the Company (ii) First pari passu charge on hypothecation on intangibles goodwill and uncalled capital of the Company (iii) First pari passu charge on the Current Account/ Escrow Account and DSRA Account and all monies credited/deposited therein(in whatever form the same may be), and all investments in respect thereof (in whatever form the same may be)

Effective rate of interest as on September 30, 2020 for Term Loan- INR 1,500 million and INR 310 million is 9.73% and 10.12% respectively (March 31, 2020: 9.73% and 10.12% respectively)
Effective rate of interest as on September 30, 2020 for bank overdraft is 8.80% (I-MCLR-6M+"Spread" of 1.45% p.a.) (March 31, 2020: 9.55%)
*The amounts mentioned are grossed up to the extent of unamortised processing fees.
#Net of unamortised processing fees as on September 30, 2020 of INR 24.25 million (March 31, 2020: INR 22.13 million)

(ii) The Company has availed bank overdraft facility (repayable on demand) which is secured by:
(1) By way of hypothecation /mortgage of all assets including moveable and immovable fixed assets, current assets including bank accounts, receivables, inventory, present and future of the Company
(2) By way of hypothecation on intangible assets, goodwill and uncalled capital of the Company
(3) The Current and Escrow account (in whatever form the same may be), and all investments in respect thereof (in whatever form the same may be);

Changes in liabilities arising from financing activities	September 30, 2020	September 30, 2019	March 31, 2020	March 31, 2019	March 31, 2018
Beginning of the year/period	1,985.16	1,000.00	1,000.00	**-**	-
Cash inflows (net)	22.52	22.51	2,007.29	1,000.00	-
Unamortised processing fees	(24.25)	(14.66)	(22.13)	-	
CCPS converted into equity shares (Refer Note iii)	-	-	(1,000.00)	-	-
End of the year/period	**1,983.43**	**1,007.85**	**1,985.16**	**1,000.00**	**-**

(iii) Note for CCPS:
During the year ended March 31, 2019, the Company issued 10 million CCPS of INR 100 each fully paid-up. CCPS carry non-cumulative dividend @ 8% p.a. CCPS shall be entitled to dividend, if declared by the Company, at the end of every financial year on non- cumulative basis. Each holder of CCPS is entitled to one vote per share only on resolutions placed before the company which directly affect the rights attached to CCPS.

CCPS were compulsorily convertible into equity shares at the sole discretion of the shareholder at any time within a period of 20 years from the date of issuance at the Fair Market Value as at the date of conversion subject to minimum valuation of floor price mentioned in the terms of CCPS and in accordance with the applicable laws.
In the event of liquidation of the company before conversion of CCPS, the holders of CCPS will have priority over equity shares in the payment of dividend and repayment of capital.

CCPS was classified as financial liability as at March 31, 2019 based on assessment of the terms and conditions as per Ind AS 32. During the year ended March 31, 2020, CCPS were converted into equity shares.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXIII
Restated Ind AS Summary Statement of Lease liabilities

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Non-Current:					
Carried at amortised cost (unsecured)					
Lease Liabilities ((refer annexure XLVIII)	5,616.56	4,999.22	5,665.48	4,508.38	3,522.84
	5,616.56	**4,999.22**	**5,665.48**	**4,508.38**	**3,522.84**
Current:					
Carried at amortised cost (unsecured)					
Current maturities of lease liabilities (refer annexure XLVIII)	266.49	288.44	311.99	231.82	177.40
	266.49	**288.44**	**311.99**	**231.82**	**177.40**
Changes in lease liabilities arising from financing activities					
Beginning of the year/period	**5,977.47**	**4,740.20**	**4,740.20**	**3,700.24**	**2,909.87**
New leases (net off remeasurements)*	48.63	715.24	1,547.28	1,217.25	908.16
Accretion of interest	323.16	273.18	585.33	462.01	366.51
Cash outflows	(247.90)	(388.00)	(837.43)	(639.30)	(484.30)
Lease concessions (**Refer Annexure XXX**)	(218.31)	-	-	-	-
Deletions	-	(52.96)	(57.91)	-	-
End of the year/period	**5,883.05**	**5,287.66**	**5,977.47**	**4,740.20**	**3,700.24**

*Refer Note a (iii) of Annexure XLVIII

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXIV
Restated Ind AS Summary Statement of Provisions

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Non-current provisions					
Gratuity (refer annexure XXXVIII)	40.43	24.11	33.62	16.65	8.88
Site restoration liability (refer note (i) below)	156.20	37.82	153.66	35.13	24.36
	196.63	**61.93**	**187.28**	**51.78**	**33.24**
Current provisions					
Gratuity (refer annexure XXXVIII)	2.25	0.88	1.36	0.33	0.03
Leave benefits	34.94	33.25	31.52	23.48	17.00
	37.19	**34.13**	**32.88**	**23.81**	**17.03**

(i) The Company records a provision for site restoration liability associated with the stores opened

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Opening Balance	**153.66**	**35.13**	**35.13**	**24.36**	**18.49**
Additions during the year*	5.18	2.69	121.25	10.77	6.87
Deletions during the year	(2.64)	-	(2.72)	-	(1.00)
Closing Balance	**156.20**	**37.82**	**153.66**	**35.13**	**24.36**

* Includes amount of INR NIL due to change in estimate for September 30, 2020 (September 30, 2019: INR NIL, March 31, 2020: INR 6.27 Million , March 31, 2019: INR NIL, March 31, 2018: INR NIL)

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXV
Restated Ind AS Summary Statement of Other non current liabilities

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Income received in advance (Contract liabilities)	7.48	8.84	8.16	7.86	7.33
	7.48	**8.84**	**8.16**	**7.86**	**7.33**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXVI
Restated Ind AS Summary Statement of Trade Payables

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Trade payables					
(i) Micro and small enterprises *	5.33	-	5.35	-	-
(ii) Others	1,255.44	767.60	810.67	609.00	434.11
	1,260.77	**767.60**	**816.02**	**609.00**	**434.11**
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year/period:					
(a) Principal amount due to micro and small enterprises	6.98	-	5.35	-	-
(b) Interest due on above	-	-	-	-	-
(c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-	-	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-	-	-	-
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-	-	-	-

* Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXVII
Restated Ind AS Summary Statement of other current financial liabilities

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Carried at amortised cost					
Current maturities of non current borrowings	25.82	-	-	-	-
Payables to capital vendors*	125.02	222.10	107.53	193.78	138.62
Retention money payable	46.54	31.80	45.98	28.37	18.77
	197.38	**253.90**	**153.51**	**222.15**	**157.39**

*Includes payable of INR 1.65 million for September 30, 2020 (September 30, 2019: INR NIL, March 31, 2020: INR NIL, March 31, 2019: INR NIL, March 31, 2018: INR NIL) to Micro and small enterprises (**Refer Annexure XXVI**)

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXVIII
Restated Ind AS Summary Statement of other current liabilities

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Income received in advance (Contract liabilities)	1.36	1.36	1.36	1.32	4.05
Statutory dues	40.81	77.12	60.97	52.13	78.85
	42.17	**78.48**	**62.33**	**53.45**	**82.90**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXIX
Restated Ind AS Summary Statement of Revenue from operations

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Set out below is the disaggregation of the Company's revenue from contracts with customers:					
Revenue recognised at the point of time					
Revenue from Sale of Food and beverages	1,346.93	4,193.70	8,353.23	6,285.86	3,752.00
Revenue recognised over a period of time					
Income from sub franchisee operations	0.68	14.01	29.51	22.93	18.78
Total revenue from contracts with customers	**1,347.61**	**4,207.71**	**8,382.74**	**6,308.79**	**3,770.78**
Other operating income					
Scrap Sales	4.49	15.55	29.64	18.56	8.61
Advertising and marketing support income	-	-	-	-	1.83
Total revenue from operations	**1,352.10**	**4,223.26**	**8,412.38**	**6,327.35**	**3,781.22**
Contract Liabilities					
The Company has recognised the following revenue related contract liabilities:					
Contract liabilities (Refer Annexures XXV and XXVIII)	8.84	10.20	9.52	9.18	11.38
Revenue recognised in the period from:					
Amounts included in contract liability at the beginning of the period	0.68	0.64	1.32	1.01	0.93

Contract liability relates to payments received in advance of performance under the contract. Contract liabilities are recognised as revenue as (or when) the Company performs under the contract.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXX
Restated Ind AS Summary Statement of other income

	Related/Non Related to Normal Business Activity	Recurring/Non Recurring	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest income on fixed deposits	Related	Recurring	9.23	0.28	1.74	0.22	0.20
MTM Gain on financial instruments at fair value through profit and loss	Non Related	Recurring	1.73	3.77	2.24	4.62	41.26
Profit on sale of investments	Non Related	Recurring	2.48	4.08	8.47	25.28	48.40
Rental income	Non Related	Recurring	-	0.25	0.51	1.63	2.48
Interest income on security deposits	Related	Recurring	7.05	6.83	17.66	16.37	13.06
Provisions written back	Related	Non Recurring	1.74	0.15	1.09	64.92	-
Gain on termination of lease	Related	Non Recurring	-	12.44	9.43	-	-
Gain on remeasurement of lease	Related	Non Recurring	14.25	-	14.15	-	-
Lease concession (Refer note below)	Related	Non Recurring	127.56	-	-	-	-
Miscellaneous income	Related	Recurring	0.40	2.62	0.62	0.91	0.75
			164.44	**30.42**	**55.91**	**113.95**	**106.15**

The classification of other income as recurring/non recurring and related /not related to business activity is based on the current operations and business activity of the holding company as determined by the management.

Note:

The Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24th July 2020 on IND- AS 116 for all rent concessions which are granted due to COVID-19 pandemic. As per requirements of MCA notification, out of total rent concessions confirmed till September 30, 2020 of INR 218.31 million (including INR 62.17 million unconditional rent concessions pertaining to subsequent periods), INR 90.75 million has been accounted under rent expenses (to the extent available) and balance of INR 127.56 million is reported under Other Income for the period ended September 30, 2020.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXXI
Restated Ind AS Summary Statement of cost of materials consumed

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Food, beverages, condiments, paper and packaging materials					
Inventory at the beginning of the year/period	94.34	68.56	68.56	51.88	39.98
Add: Purchases	478.06	1,526.77	3,040.68	2,317.52	1,450.44
Less: Inventory at the end of the year/period	(80.51)	(85.50)	(94.34)	(68.56)	(51.88)
	491.89	**1,509.83**	**3,014.90**	**2,300.84**	**1,438.54**
Details of materials consumed					
Food, beverages and condiments	446.93	1,384.54	2,793.00	2,091.77	1,309.22
Paper & packaging material	44.96	125.29	221.90	209.07	129.32
	491.89	**1,509.83**	**3,014.90**	**2,300.84**	**1,438.54**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXXII
Restated Ind AS Summary Statement of cost of employee benefits

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries, wages and bonus	422.17	586.72	1,154.51	834.95	591.80
Contribution to provident and other funds {net of government grant under PMRPY* scheme of INR 2.67 Million (September 30, 2020), INR 10.13 Million (September 30, 2019), INR 17.43 Million (March 31, 2020), INR 16.25 Million (March 31, 2019) , INR 3.14 Million (March 31, 2018)}	30.94	45.17	96.78	60.57	51.14
Employee stock compensation expense (refer annexure XL)	39.66	30.19	27.05	7.80	8.40
Gratuity expense (refer annexure XXXVIII)	7.68	4.41	8.82	5.37	8.71
Staff welfare expense	16.66	36.57	77.87	59.90	44.25
	517.11	**703.06**	**1,365.03**	**968.59**	**704.30**

*PMRPY stands for Pradhan Mantri Rojgar Protsahan Yojana

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXXIII
Restated Ind AS Summary Statement of finance cost

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest expense					
- on term loan	96.25	3.51	53.43	-	-
- on lease liability	323.16	273.18	585.33	462.01	366.51
- on others	4.44	1.09	15.77	2.49	2.86
	423.85	**277.78**	**654.53**	**464.50**	**369.37**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXXIV
Restated Ind AS Summary Statement of Depreciation and amortisation expense

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Depreciation on Property, plant and equipment	311.73	235.84	605.04	381.53	299.37
Depreciation on Right of use asset	298.29	253.33	540.69	427.33	332.90
Amortisation of intangible assets	11.42	8.12	18.01	13.24	8.09
	621.44	**497.29**	**1,163.74**	**822.10**	**640.36**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXXV
Restated Ind AS Summary Statement of Other expenses

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Rent (Refer Annexure XXX)	-	197.83	380.69	269.60	126.30
Power and fuel	191.42	358.04	703.70	472.26	324.51
Rates and taxes	16.34	9.82	33.21	24.25	16.80
Operating supplies	24.21	58.98	123.21	87.29	62.58
Advertising and marketing expenses	67.57	216.67	487.28	535.46	534.80
Consultancy and professional fees (refer note (i) below)	24.40	30.33	70.17	65.12	48.51
Telephone and communication expenses	9.49	8.39	18.40	14.36	12.20
Travelling expenses	2.22	30.04	54.78	44.98	42.47
Insurance	2.45	2.92	5.56	4.93	3.79
Repairs and maintenance - leasehold improvements	20.48	31.44	69.30	48.68	29.49
Repairs and maintenance - restaurant equipments	5.37	7.44	18.06	8.07	3.71
Repairs and maintenance - others	61.16	71.31	145.51	103.18	86.31
Royalty fees	40.44	166.90	343.36	235.86	120.51
Director's sitting fees	-	-	0.89	-	-
Allowance for doubtful receivables	-	-	-	2.63	-
Allowance for doubtful deposits	-	-	0.10	-	-
Write off of Property, plant and equipment (net) (refer note (ii) below)	0.32	2.95	6.89	1.12	6.16
Commission and delivery expenses	147.07	213.29	458.71	294.00	85.04
Miscellaneous expenses	17.47	33.65	72.52	56.27	53.94
	630.41	**1,440.00**	**2,992.34**	**2,268.06**	**1,557.12**

Note
(i) Payment to auditor

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
As auditor					
Audit fee*	3.20	3.40	6.80	2.80	2.35
Tax audit fee	0.20	0.20	0.40	0.35	0.30
In other capacity:					
Other services#	4.25	0.75	10.20	1.05	0.85
Reimbursement of expenses	-	0.10	0.34	0.10	0.10
	7.65	**4.45**	**17.74**	**4.30**	**3.60**

* The amount disclosed for the six months period ended September 30, 2020 includes INR 1.80 Million shown as share issue expenses under the head Other Current Assets in Annexure XIX.
The amount disclosed for the six months period ended September 30, 2020 includes INR 3.50 Million shown as share issue expenses under the head Other Current Assets in Annexure XIX.

(ii) Note:
During the six months period ended September 30, 2020, the Company has written off INR NIL (net) (September 30, 2019: INR 6.04 Million; March 31, 2020: INR 6.04 Million; March 31, 2019: NIL; March 31, 2018: INR 6.08 Million) representing written down value of lease hold improvements installed at stores upon closure.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XXXVI
Restated Ind AS Summary Statement of Income taxes

(A) The major components of income tax expense:

Statement of profit and loss

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Current income tax:					
Current income tax charge	-	-	-	-	-
Adjustments in respect of current income tax of previous year	-	-	-	-	-
Deferred tax:					
Relating to origination and reversal of temporary differences	-	-	-	-	-
Relating to effect of previously unrecognised tax credits, now recorded	-	-	-	-	-
Income tax expense reported in the statement of profit or loss	**-**	**-**	**-**	**-**	**-**

(B) Amounts recognised in other comprehensive income

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Income tax expense charged to OCI	-	-	-	-	-
Income tax expense charged to OCI	**-**	**-**	**-**	**-**	**-**

(C) Reconciliation of tax expense and the accounting profit/(loss) multiplied by effective tax rate:

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Accounting loss before income tax	(1,189.46)	(174.28)	(765.70)	(382.79)	(822.32)
At India's statutory income tax rate (September 30, 2020: 25.17%; September 30, 2019: 31.20%; March 31, 2020: 25.17%; March 31, 2019: 31.20%; March 31, 2018: 33.06%)	(299.36)	(54.37)	(192.71)	(119.43)	(271.86)
Adjustments in respect of current income tax of previous years/period					
Tax effect of brought forward losses/unabsorbed depreciation of current year/period on which no deferred tax is recognised	299.36	54.37	192.71	119.43	271.86
Temporary differences in current year on which no deferred tax is recognised	-	-	-	-	-
Non-deductible expenses for tax purpose	-	-	-	-	-
Effective tax rate					
Income tax expense reported in the statement of profit and loss	-	-	**-**	**-**	**-**

(D) Components of deferred tax assets and liabilities recognised in the Balance Sheet, Statement of profit and loss and Statement of other comprehensive income

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Deferred Tax Assets	78.34	86.87	77.92	102.30	89.15
Deferred Tax Liabilities	(78.34)	(86.87)	(77.92)	(102.30)	(89.15)
Net Deferred Tax Assets /(Liabilities)	**-**	**-**	**-**	**-**	**-**

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)
Movement in Deferred Tax:

	Balance Sheet				
	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Deferred tax relates to the following:					
Deferred tax liability recognised for timing difference due to:					
a. Property, plant and equipment and Intangible assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	-	-	-	31.77	23.58
b. Others- Ind AS adjustments (Security deposit, unamortised processing fees etc)	78.34	86.87	77.92	70.53	65.57
	78.34	**86.87**	**77.92**	**102.30**	**89.15**
Deferred tax assets recognised due to:					
a. Property, plant and equipment and intangible assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	10.79	40.51	10.15	-	-
b. Expenses allowable in Income Tax on payment basis	19.54	18.17	16.74	12.62	8.08
c. Others- Ind AS adjustments (Lease arrangements, deferred income amortisation etc)	48.01	28.19	51.03	65.68	52.10
d. Unabsorbed depreciation and carried forward losses*	-	-	-	24.00	28.97
Deferred Tax expense/(income)	**78.34**	**86.87**	**77.92**	**102.30**	**89.15**
Net Deferred Tax Assets/(Liabilities)	**-**	**-**	**-**	**-**	**-**

Deferred tax relates to the following:	Profit & Loss Account				
	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Deferred tax liability recognised for timing difference due to:					
a. Property, plant and equipment and intangible assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	-	(31.77)	(31.77)	8.19	(0.70)
b. Others- Ind AS adjustments (Security deposit, unamortised processing fees etc)	0.42	16.34	7.39	4.96	18.80
	0.42	**(15.43)**	**(24.38)**	**13.15**	**18.10**
Deferred tax assets recognised due to:					
a. Property, plant and equipment and intangible assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	0.64	40.51	10.15	-	-
b. Expenses allowable in Income Tax on payment basis	2.80	5.55	4.12	4.54	3.67
c. Others- Ind AS adjustments (Lease arrangements, deferred income amortisation etc)	(3.02)	(37.49)	(14.65)	13.58	6.70
d. Unabsorbed depreciation and carried forward losses*	-	(24.00)	(24.00)	(4.97)	7.73
Deferred Tax expense/(income)	**0.42**	**(15.43)**	**(24.38)**	**13.16**	**18.10**
Net Deferred Tax Assets/(Liabilities)	**-**	**-**	**-**	**-**	**-**

*The Company has unused carried forward tax losses and unabsorbed tax depreciation amounting to INR 2,915.32 million as on September 30, 2020. The unused tax losses expire in 8 years and may not be used to offset taxable income by the Company. Unabsorbed tax depreciation does not have any expiry period under the Income Tax Act, 1961. The Company neither has any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Company has determined that it cannot recognise deferred tax assets on the tax losses carried forward. Hence, deferred tax asset is recognised to the extent of deferred tax liabilities.

Pursuant to the Taxation Laws (Amendment) Act, 2019, corporate assesses have been given the option under section 115BBA of the Income Tax Act, 1961 to apply lower income tax rate with effect from April 01, 2019, subject to certain conditions specified therein. The Company had assessed the impact of the amendment and has decided to opted for lower tax rate under section 115BBA of the Income Tax Act, 1961 and accordingly considered in disclosures of Income taxes for the year ended March 31, 2020. Accordingly deferred tax asset/ deferred tax liability as disclosed have reduced by INR 18.77 million for September 30, 2020 (March 31, 2020: INR 18.67 million)

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Annexure XXXVII

Restated Ind AS Summary Statement of Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the loss for the year/period attributable to equity holders by the weighted average number of equity shares outstanding during the year/period.

Diluted EPS amounts are calculated by dividing the loss for the year/period attributable to equity holders by the weighted average number of equity shares outstanding during the year/period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
(Loss) attributable to equity holders					
Continuing operations	(1,189.46)	(174.28)	(765.70)	(382.79)	(822.32)
Loss attributable to equity holders for basic EPS	**(1,189.46)**	**(174.28)**	**(765.70)**	**(382.79)**	**(822.32)**
Loss attributable to equity holders adjusted for the effect of dilution					
Weighted average number of Equity shares for basic EPS (in nos.)	28,71,90,965	26,57,98,564	26,72,16,440	26,50,00,000	26,50,00,000
Effect of dilution:					
Share options under ESOP and 8% Compulsorily Convertible Preference shares (CCPS)^	12,23,005	2,01,99,605	1,22,61,446	3,10,74,379	15,30,843
Weighted average number of Equity shares adjusted for the effect of dilution	28,84,13,970	28,59,98,169	27,94,77,886	29,60,74,379	26,65,30,843
Restated Basic EPS (in INR)*	**(4.14)**	**(0.66)**	**(2.87)**	**(1.44)**	**(3.10)**
Restated Diluted EPS (in INR)*	**(4.14)**	**(0.66)**	**(2.87)**	**(1.44)**	**(3.10)**

*Basic EPS and Diluted EPS for the six months periods ended September 30, 2020 and September 30, 2019 are not annualised.

Potential equity shares are anti-dilutive and hence the effect of anti dilutive potential equity shares is ignored in calculating diluted earning per share.

^Number for year ended March 31, 2020 does not include CCPS post dilution i.e. 28th Feb, 2020

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Annexure XXXVIII

Restated Ind AS Summary Statement of Gratuity employee benefits

(a) Defined Contribution Plan

The Company has recognised following amounts as expense in statement of profit and loss:

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Contribution to provident and other funds:	30.94	45.17	96.78	60.57	51.14
	30.94	**45.17**	**96.78**	**60.57**	**51.14**

(b) Defined Benefit Plan - As per Actuarial Valuation

(i) Gratuity

Gratuity liability is a defined benefit scheme. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The Gratuity liability is unfunded.

The cost of providing benefits under this plan is determined on the basis of an actuarial valuation done.

Changes in the present value of the defined benefit obligation are, as follows :

	Gratuity (Non-funded)				
	September 30, 2020	September 30, 2019	March 31, 2020	March 31, 2019	March 31, 2018
I Change in present value of defined benefit obligation during the year					
1. Present Value of defined benefit obligation at the beginning of the year	34.98	16.98	16.98	8.90	8.35
2. Interest cost	0.95	0.57	1.15	0.64	0.59
3. Current service cost	6.73	3.84	7.67	4.73	8.12
4. Benefit Paid Directly by the Employer	(0.59)	(0.73)	(0.93)	-	-
5. Actuarial changes arising from changes in demographic assumptions	-	-	-	-	(6.32)
6. Actuarial changes arising from changes in financial assumptions	1.01	0.44	4.50	0.71	(0.09)
7. Actuarial changes arising from changes in experience adjustments	(0.39)	3.89	5.61	2.00	(1.75)
8. Present Value of defined benefit obligation at the end of the period	**42.69**	**24.99**	**34.98**	**16.98**	**8.90**
II Net liability recognised in the balance sheet					
1. Present Value of defined benefit obligation at the end of the year	42.69	24.99	34.98	16.98	8.90
2. Fair value of plan assets at the end of the year		-	-	-	-
3. Net liability recognised in balance sheet	**42.69**	**24.99**	**34.98**	**16.98**	**8.90**
III Expenses recognised in the statement of profit and loss					
1. Current service cost	6.73	3.84	7.67	4.73	8.12
2. Interest cost on benefit obligation	0.95	0.57	1.15	0.64	0.59
3. Total expenses included in employee benefits expense	**7.68**	**4.41**	**8.82**	**5.37**	**8.71**
IV Recognised in other comprehensive income for the year					
1. Actuarial changes arising from changes in demographic assumptions	-	-	-	-	(6.32)
2. Actuarial changes arising from changes in financial assumptions	1.01	0.44	4.50	0.71	(0.09)
3. Actuarial changes arising from changes in experience adjustments	(0.39)	3.89	5.61	2.00	(1.75)
4. Recognised in other comprehensive income	**0.62**	**4.33**	**10.11**	**2.71**	**(8.16)**

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
V Maturity profile of defined benefit obligation					
1st following year	2.25	0.88	1.36	0.33	0.03
2nd following year	2.46	1.36	1.90	0.86	0.23
3rd following year	2.99	1.82	2.38	1.22	0.57
4th following year	3.59	2.12	2.84	1.50	0.81
5th following year	3.83	2.42	3.19	1.75	0.99
Sums of years 6 to 10	13.42	9.38	11.70	7.11	4.34
VI Quantitative sensitivity analysis for significant assumption is as below:					
1. Increase/(decrease) on present value of defined benefits obligation at the end of the year					
(i) One percentage point increase in discount rate	(4.25)	(2.42)	(3.53)	(1.62)	(0.87)
(ii) One percentage point decrease in discount rate	5.18	2.92	4.30	1.93	1.03
(i) One percentage point increase in rate of salary Increase	5.04	2.87	4.19	1.91	0.97
(ii) One percentage point decrease in rate of salary Increase	(4.22)	(2.43)	(3.51)	(1.63)	(0.88)
(i) One percentage point increase in employee turnover rate	(1.40)	(0.65)	(1.12)	(0.39)	(0.40)
(ii) One percentage point decrease in employee turnover rate	1.57	0.70	1.24	0.41	0.20
2. Sensitivity Analysis Method					
The sensitivity analysis is determined based on reasonably possible changes of the assumptions occurring at the end of the year, while holding other assumptions constant.					
VII Actuarial assumptions					
1. Discount rate	5.23%	6.17%	5.45%	6.76%	7.18%
2. Salary escalation	7.00%	7.00%	7.00%	7.00%	7.00%
3. Mortality rate during employment	Indian Assured Lives Mortality (2006-08)	Indian assured lives mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian assured lives mortality (2006-08)	Indian assured lives mortality (2006-08)
4. Mortality post retirement rate	N.A	N.A	N.A	N.A	N.A
5. Rate of Employee Turnover	Operations :- Service < 5 yrs - 35% Service <= 10 yrs - 15% Service >= 11 yrs - 5% RSC:- Service < 5 yrs - 15% Service >= 5 yrs - 5%	Operations :- Service < 5 yrs - 35% Service <= 10 yrs - 15% Service >= 11 yrs - 5% RSC:- Service < 5 yrs - 15% Service >= 5 yrs - 5%	Operations :- Service < 5 yrs - 35% Service <= 10 yrs - 15% Service >= 11 yrs - 5% RSC:- Service < 5 yrs - 15% Service >= 5 yrs - 5%	Operations :- Service < 5 yrs - 35% Service <=10 yrs - 15% Service >= 11 yrs - 5% RSC :- Service < 5 yrs - 15% Service >=5 yrs - 5%	Service < 4 yrs - 35% Service > 4 and <= 10 yrs - 15% Service > 10 yrs - 5%
6. Retirement age	58 years	58 years	58 years	58 years	58 years

Notes:

(i) The actuarial valuation of the defined benefit obligation were carried out at each period end. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

(ii) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

(iii) The salary escalation rate is arrived after taking into consideration the seniority, the promotion and other relevant factors, such as, demand and supply in employment market.

(iv) The average duration of the defined benefit plan obligation at September 30, 2020 is 13 years (September 30, 2019: 12 years, March 31, 2020: 13 years, March 31, 2019: 12 years, March 31, 2018: 12 years).

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

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Annexure XXXIX
Restated Ind AS Summary Statement of Related Party

Names of related parties and related party relationship

A) Parties where control exists:

Holding Company	QSR Asia Pte. Ltd.
Holding Company of QSR Asia Pte. Ltd.	F&B Asia Ventures (Singapore) Pte. Ltd.
Ultimate Holding Company	F&B Asia Ventures Ltd. (Mauritius)

B) Other related parties with whom transactions have taken place during the period / year :

(i) Fellow subsidiary	Harry's India Private Limited
(ii) Enterprises over which Key Management Personnel/ shareholders or their relatives is/are able to exercise significant influence	Pan India Food Solutions Private Limited (Upto April 25, 2019)
(iii) Key management personnel:	
Directors	Mr. Rajeev Varman (Chief Executive Officer) Mr. Shivakumar Pullaya Dega (Independent Director) (w.e.f Oct 14, 2019) Mrs. Tara Subramaniam (Independent Director) (w.e.f Oct 14, 2019) Mr. Sandeep Chaudhary (Independent Director) (w.e.f. Oct 14, 2019)
Chief Financial Officer	Mr. Tanmay Kumar (Upto Aug 9, 2019) Mr. Sumit Zaveri (w.e.f Sept 23, 2019)
Company Secretary	Ms. Madhulika Rawat (w.e.f Oct 26, 2020) Ms. Ranjana Saboo (Uptill Aug 31, 2020)

C) Transactions with related parties during the period / year:

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Issue of 8% Compulsory Convertible Preference Shares					
QSR Asia Pte Ltd	-	-	-	1,000.00	-
# Converted into equity shares during year ended March 31, 2020					
(b) Issue of equity shares					
QSR Asia Pte Ltd	580.80	-	-	-	-
(c) Rent received					
Harry's India Private Limited	-	0.25	0.51	1.63	2.48
(d) Remuneration to Key management personnel*					
Mr. Rajeev Varman	33.85	31.00	40.66	26.29	23.65
Mr. Tanmay Kumar	-	5.74	5.74	18.93	15.33
Ms. Ranjana Saboo	1.69	2.08	4.09	5.01	3.59
Mr. Sumit Zaveri	8.46	0.34	8.15	-	-
Above remuneration includes:					
Compensation of key management personnel					
Short-term employee benefits	0.51	0.48	0.12	0.81	0.06
Post-employment gratuity	0.11	0.11	0.22	0.48	0.24
Share-based payment transactions	17.36	1.56	12.06	2.75	2.20
*The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel. The remuneration to key management personnel includes reimbursements paid, perquisites, gratuity, leave encashment and provident fund.					
(e) Directors' sitting fees					
Mrs. Tara Subramaniam	-	-	0.35	-	-
Mr. Shivakumar Pullaya Dega	-	-	0.30	-	-
Mr Sandeep Chaudhary	-	-	0.24	-	-

D) Outstanding balances with related party:

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Advance for expense					
Rajeev Varman	-	-	-	0.11	-
(b) Other Receivables					
Harry's India Private Limited	0.10	-	0.14	-	0.36
(c) Trade Payables					
Pan India Food Solutions Private Limited	-	-	-	0.04	0.04

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

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Annexure XL
Restated Ind AS Summary Statement of Share Based payments
1. The expense recognised for employee services received during the year/period is shown in the following table :

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Expense arising from equity-settled share-based payment transactions	39.66	30.19	27.05	7.80	8.40
Total expense arising from share-based payment transactions	**39.66**	**30.19**	**27.05**	**7.80**	**8.40**

There were no cancellations or modifications to the awards in September 30, 2020, September 30, 2019, March 31, 2020, March 31, 2019 or March 31, 2018.

2. ESOP 2015 Scheme (as last amended vide shareholders' resolution dated October 23, 2019)

The Company provides share-based payment schemes to its senior executives. During the year ended March 31, 2016, an employee stock option plan (ESOP) was introduced. The relevant details of the scheme and the grant are as below.

On September 21, 2015, the board of directors approved the Equity Settled 'Employees Stock Option Scheme 2015' (Scheme 2015) for issue of stock options to the key employees of the Company. According to the Scheme 2015, the employee selected will be entitled to convert options based on option value, subject to satisfaction of the prescribed vesting conditions, viz., continuing employment of 5 years from the date of commencement of employment. The contractual life (comprising the vesting period and the exercise period) of options granted is 5 years. The other relevant terms of the grant are as below:

Vesting period	5 years from the date of grant of the Option or initial public offering or liquidity event whichever is earlier. Liquidity event means the occurrence of a transaction of sale or purchase of shares or the execution of definitive document by which there is a change in control
Exercise period	After the Vesting Date
Expected life	5 years
Exercise price	Cashless
Conversion price	Rs 20.85 (w.e.f. 1 July 2019) Erstwhile, Total capital invested in the Company (i.e. face value + share premium infused in the Company up to the Vesting Date) divided by Total number of Shares issued and outstanding on the Vesting Date

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Movements during the year					
Outstanding at April 1	-	63.50	63.50	41.00	41.00
Granted during the year	-	-	-	27.50	-
Exercised during the year	-	34.00	34.00	-	-
Lapsed during the year	-	3.00	3.00	5.00	-
Change pursuant to ESOP Scheme*	-	26.50	26.50	-	-
Outstanding (Exercisable) at year/period end	**-**	**-**	**-**	**63.50**	**41.00**
Option unvested at the end of the year *		-	-	49.50	41.00
Option exercisable at the end of the year*		-	-	14.00	-

* With effect from July 1, 2019, the number of options have been fixed based on the fair value of shares on the date of grant i.e. 20.85. The total number of options outstanding as on September 30, 2020 are 1,223,005. Out of the total options outstanding as on September 30, 2020, 1,031,161 options are unvested at period end and 191,844 options are vested but not exercised at period end. The weighted average fair value of the option granted ranges from INR 5.48 - INR 9.56.

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3. Additional Grant under ESOP 2015 Scheme (as last amended vide shareholders' resolution dated October 23, 2019)

	Tranche I	Tranche II	Tranche III	Tranche IV
No. of Options Granted	34,16,608	35,49,108	3,78,571	18,929
No. of Options Lapsed	94,644	-	-	-
Grant Date	01-07-2019	30-08-2019	26-09-2019	01-02-2020
Weighted average exercise price	52.83	52.83	52.83	52.83
Market Price on the date of grant	52.83	52.83	52.83	52.83
Weighted average Fair Value on grant date of the option	15.34	17.38	15.48	14.35
Vesting Period	The Stock Options, subject to the ESOS 2015 (as amended form time to time), shall vest as follows : 50% on Initial Public Offering subject to a minimum of 1 year from the grant date or 3 years from the grant date, whichever is earlier. 50% on 3 years from Grant Date.	The Stock Options, subject to the ESOS 2015 (as amended form time to time), shall vest as follows : 50% on Initial Public Offering subject to a minimum of 1 year from the grant date or 3 years from the grant date, whichever is earlier. 50% on 3 years from Grant Date.	The Stock Options, subject to the ESOS 2015 (as amended form time to time), shall vest as follows : 50% on Initial Public Offering subject to a minimum of 1 year from the grant date or 3 years from the grant date, whichever is earlier. 50% on 5 years from Grant Date.	The Stock Options, subject to the ESOS 2015 (as amended form time to time), shall vest as follows : 50% on Initial Public Offering subject to a minimum of 1 year from the grant date or 3 years from the grant date, whichever is earlier. 50% on 3 years from Grant Date.
Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled
Exercise Period	Vested Options may be exercised for equity shares within 1 year of the vesting date.	Vested Options may be exercised for equity shares within 1 year of the vesting date.	Vested Options may be exercised for equity shares within 1 year of the vesting date.	Vested Options may be exercised for equity shares within 1 year of the vesting date.

The weighted average remaining contractual life for the share options outstanding as at September 30, 2020 is 1.73 years (September 30, 2019: 2.52 years, March 31, 2020: 2.82 years, March 31, 2019: NIL, March 31, 2018: NIL)
The weighted average fair value of the option granted during the period September 30, 2020 is INR 16.34

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Movements during the year					
Outstanding at April 1	73,44,287	73,44,287	-	-	-
Granted during the year/period	-	-	73,63,216	-	-
Exercised during the year/period	-	-	-	-	-
Lapsed during the year/period	(75,715)	-	(18,929)	-	-
Outstanding (Exercisable) at year/period end	**72,68,572**	**73,44,287**	**73,44,287**	**-**	**-**

The following tables list the inputs to the models used for the six months ended September 30, 2020 :

Fair Valuation	Tranche I		Tranche II		Tranche III		Tranche IV	
No. of options	16,60,982	16,60,982	17,74,554	17,74,554	1,89,286	1,89,285	9,465	9,464
Method Used	Black- Scholes		Black- Scholes		Black- Scholes		Black- Scholes	
Risk-Free Rate	6.20%	6.51%	5.56%	5.95%	5.61%	6.42%	5.56%	5.95%
Option Life (Years)	1.75	3.5	1.59	3.5	1.51	5.5	1.17	3.50
Expected Volatility	33.32	37.19	33.12	35.99	34.59	36.49	33.12	35.99
Dividend Yield	0%	0%	0%	0%	0%	0%	0%	0%

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

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Annexure XLI
Restated Ind AS Summary Statement of Commitments and contingencies

(a) Commitments : Estimated amount of contracts remaining to be executed on capital account and not provided for

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	121.87	484.31	150.08	114.05	74.96
	121.87	**484.31**	**150.08**	**114.05**	**74.96**

(b) Contingent Liabilities
There are no contingent liabilities as on the Balance Sheet date.

(c) The Company believes that there is no impact of retrospective applicability of the Supreme Court (SC) judgement on definition of basic wages for PF contributions. The Company has complied with the Supreme Court (SC) judgement on prospective basis.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

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Annexure XLII
Restated Ind AS Summary Statement of Capitalization of pre-operative expenditure

The Company has capitalized the following expenses as pre-operative expenses under Property, Plant & Equipment. Consequently, expenses disclosed under the respective notes are net of amounts capitalized by the Company.

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Salary, bonus and allowances	2.75	27.32	68.73	34.27	37.76
Stamp duty and registration charges	0.29	4.18	7.51	3.45	3.56
Commission and brokerage	0.60	3.77	4.44	3.62	2.22
Legal, consultancy and professional fees	0.12	3.71	7.40	4.44	5.97
Power and fuel	1.15	2.13	4.23	3.89	1.34
Rent	1.45	0.67	2.35	2.97	0.40
Miscellaneous expenses	1.10	3.03	7.72	8.39	5.00
	7.46	**44.81**	**102.38**	**61.03**	**56.25**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Annexure XLIII
Restated Ind AS Summary Statement of Going Concern

During the six months ended September 30, 2020 and September 30, 2019 and the year ended March 31, 2020, March 31, 2019 and March 31, 2018 the Company has incurred loss of INR 1,190.08 million, INR 178.61 million, INR 775.81 million, INR 385.50 million and INR 814.16 million respectively. The accounts of the Company for the above periods have been prepared on the basis of going concern, as the management is confident that the performance of the Company will improve in the upcoming years. Additionally, the Company has obtained financial support from QSR Asia Pte. Ltd. through additional funding for meeting its operating and financial requirements and such support to enable the Company to continue as a going concern for atleast next twelve months commencing from September 30, 2020. The Company is therefore considered as a going concern and accordingly, the financial statements have been prepared based on going concern assumption.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Annexure XLIV
Restated Ind AS Summary Statement of Segment Reporting

The Chief Executive Officer (CEO) of the Company has been identified as Chief Operating Decision Maker ("CODM") of the Company who evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by reportable segments. CODM reviews the entire operating results of the business as a whole for the purpose of making decisions about resource allocation and performance assessment and therefore, Company believes that there is single reportable segment i.e. " Restaurants and Management". Segment performance is evaluated based on Profit or loss and is measured consistently with profit or loss in the financial statement.

The Company operates only in India and hence all non current assets belong to reportable segment are located in India. The Company doesn't have any individual customer who is contributing more than 10% of revenue.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

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Annexure XLV
Restated Ind AS Summary Statement of fair value of financial Instruments

The fair value of financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

a. Fair value hierarchy

The Company categories fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:
- Level 1 — Quoted prices (unadjusted) in active market for identical assets or liabilities that the Co—operative can access at the measurement date,
- Level 2 — Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 — Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

b. Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value.

Management has determined that the carrying amounts of cash and bank balances, receivables and payables approximate their fair values due to their short-term nature.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

	Carrying value					Fair value				
	September 30, 2020	September 30, 2019	March 31, 2020	March 31, 2019	March 31, 2018	September 30, 2020	September 30, 2019	March 31, 2020	March 31, 2019	March 31, 2018
Financial assets carried at amortised cost										
Security deposits	285.06	254.94	280.05	213.08	161.40	285.06	254.94	280.05	213.08	161.40
Loan to employees	11.25	10.89	10.89	-	-	11.25	10.89	10.89	-	-
Bank deposits	0.37	0.87	0.87	0.62	0.30	0.37	0.87	0.87	0.62	0.30
Trade and other receivables	67.17	65.88	32.20	58.98	25.85	67.17	65.88	32.20	58.98	25.85
Cash and cash equivalents	91.75	123.33	40.54	158.55	72.04	91.75	123.33	40.54	158.55	72.04
Bank balances other than cash and cash equivalents	241.77	12.02	239.90	1.61	1.86	241.77	12.02	239.90	1.61	1.86
Other financial assets	4.90	25.19	12.31	29.69	13.32	4.90	25.19	12.31	29.69	13.32
Financial assets at fair value through profit & loss										
Investments	280.23	92.66	185.76	384.14	868.92	280.23	92.66	185.76	384.14	868.92
Total	**982.50**	**585.77**	**802.52**	**846.67**	**1,143.69**	**982.50**	**585.77**	**802.52**	**846.67**	**1,143.69**
Financial liabilities carried at amortised cost										
Borrowings	1,957.60	385.34	1,985.16	-	-	1,957.60	385.34	1,985.16	-	-
Trade payables	1,260.77	767.60	816.01	609.00	434.11	1,260.77	767.60	816.01	609.00	434.11
Other financial liabilities	197.38	253.90	153.51	222.15	157.39	197.38	253.90	153.51	222.15	157.39
Financial liabilities carried at fair value through profit or loss										
8% Compulsory Convertible Preference shares (CCPS)	-	1,000.00	-	1,000.00	-	-	1,000.00	-	1,000.00	-
Total	**3,415.75**	**2,406.84**	**2,954.68**	**1,831.15**	**591.50**	**3,415.75**	**2,406.84**	**2,954.68**	**1,831.15**	**591.50**

The management assessed that cash and cash equivalents, trade receivables, bank deposits, Bank balances other than cash and cash equivalents, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair values for security deposits is calculated based on cash flows discounted using risk adjusted discounting rates currently available for debt on similar terms, credit risk and remaining maturities. It is classified as level 3 fair value hierarchy due to the inclusion of unobservable inputs.

Particulars	Significant unobservable inputs	Discount rate
Security Deposits	Discount Rate	10.8%

The fair value of quoted mutual fund investment is calculated based on the Net Assets value on reporting date and it is classified as level 1 fair value hierarchy since NAV quotes are obtainable from Mutual fund. 8% Compulsory Convertible Preference shares (CCPS) has been classified as Level II fair value hierarchy.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XLVI
Restated Ind AS Summary Statement of financial risk management objectives and policies

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and foreign currency risk. The following sections provide details regarding the Company's exposure to the above mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Credit risk
Credit risk is the risk of loss that may arise on the outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk arises primarily from deposits with landlords for store properties taken on leases and other receivables including receivables from vendors, investment in mutual funds and balances with banks. There is no significant concentration of credit risk. For Investment in mutual funds and cash and bank balances, the Company minimise credit risk by dealing with high credit rating parties.

Financial instruments and cash deposits:
Credit risk from balances with banks and financial institutions is managed in accordance with the Company's policy. Investments of surplus funds in mutual funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Trade and other receivables:
The Company's business is predominantly retail in nature on 'cash and carry' basis which is largely through cash and credit card collections. The credit risk on such credit card collections is minimal, since they are primarily owned by customers' card issuing banks. The Company also carries credit risk on lease deposits with landlords for store properties taken on leases, for which agreements are signed and property possessions timely taken for store operations. The risk relating to refunds after store shut down is managed through successful negotiations or appropriate legal actions, where necessary.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. The collective loss allowance is determined based on historical data of payment statistics for similar financial assets. No allowance for collective impairment was made based on past experience.

Credit risk concentration:
The Company's revenue is principally settled on cash terms or through credit cards, thus there are no significant past due balances in the Company's trade receivables. The Company's customers are walk-in whose individual annual expenditure at the Company's establishments does not constitute a substantial percentage relative to the Company's revenue.
Other receivables consist mainly of deposits placed with well-established and reputable lessors for lease of retail space.

The Company's maximum exposure to credit risk for the components of the balance sheet as at September 30, 2020, September 30, 2019, March 31, 2020, March 31, 2019 and March 31, 2018 is the carrying amount as provided in Annexures X, XI, XV, XVIII.

(b) Liquidity risk
Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company and the Company monitor its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by-management to finance the Company's operations and to mitigate the effects of fluctuations in cash flows. Typically the Company ensure that it has sufficient cash on demand to meet expected operational expenses including the servicing of financial obligations. The Company is dependent on financial support from its immediate holding Company and has access to funds from the immediate holding Company to meet its obligations as and when necessary.
The Company's operations are financed mainly through internally generated funds.

The table below summarises the maturity profile of the Company's and the Company's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	September 30, 2020			September 30, 2019			March 31, 2020			March 31, 2019			March 31, 2018		
	Payable on demand	<1 yrs	>1 yrs	Payable on demand	<1 yrs	>1 yrs	Payable on demand	<1 yrs	>1 yrs	Payable on demand	<1 yrs	>1 yrs	Payable on demand	<1 yrs	>1 yrs
8% Compulsory Convertible Preference Shares	-	-	-	-	-	-	-	-	-	1,000.00	-	-	-	-	-
Term Loan	-	-	1,810.00	-	-	400.00	-	-	1,810.00	-	-	-	-	-	-
Bank overdraft	197.68	-	-	-	-	-	197.29	-	-						
Trade payables	-	1,260.77	-	-	767.60	-	-	816.01	-	-	609.00	-	-	434.11	-
Other financial liabilities	-	197.38	-	-	253.90	-	-	153.51	-	-	222.15	-	-	157.39	-
Lease Liabilities	-	964.81	9,492.68	-	925.17	9,627.97	-	952.68	9,600.46	-	710.36	9,284.91	-	549.55	7,010.37

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

With all other variables held constant, the Company's loss after tax is impacted through floating rate borrowings.

Interest rate sensitivity

Period	Increase/decrease in basis points	Effect on loss before tax
September 30, 2020	+10	(9.98)
September 30, 2020	-10	9.98
March 31, 2020	+10	(5.59)
March 31, 2020	-10	5.59
September 30, 2019	+10	(0.38)
September 30, 2019	-10	0.38

No impact on March 31, 2019 and March 31, 2018 since no borrowings

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million, unless otherwise stated)

Annexure XLVII
Restated Ind AS Summary Statement of Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The Company had issued Compulsory Convertible Preference Shares to maintain sufficient cash in order to support its business.

The primary objective of the Company's capital management is to ensure it maintains sufficient cash in order to support its business and maximise shareholder value.
The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during six months ended September 30, 2020, September 30, 2019 and year ended March 31, 2020, March 31, 2019 and March 31, 2018. The Company is dependent on financial support from the immediate holding Company. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

	September 30, 2020	September 30, 2019	March 31, 2020	March 31, 2019	March 31, 2018
Total borrowings	1,983.43	1,385.34	1,985.16	1,000.00	-
Less : Cash and cash equivalents	91.75	123.33	40.54	158.55	72.04
Net Debt	**1,891.68**	**1,262.01**	**1,944.62**	**841.45**	**-**
Equity	2,188.90	2,374.22	2,754.26	2,496.47	2,871.31
Debt to equity ratio	**0.86**	**0.53**	**0.71**	**0.34**	**-**

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Burger King India Limited (formerly known as 'Burger King India Private Limited')
CIN:U55204MH2013FLC249986
(Amount in INR million. unless otherwise stated)

Annexure XLVIII

Restated Annexure of Leases

Company as a lessee

The Company has lease contracts for operational stores, corporate office and restaurant equipment's used in its operations. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

(a) Amounts recognised in the Balance Sheet

(i) Right-of-Use Assets - : Leasehold Restaurants

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Cost	6,931.86	5,949.45	6,804.04	5,260.31	4,032.09
Accumulated depreciation	1,902.92	1,336.03	1,614.44	1,105.10	689.49
Net carrying amount	**5,028.94**	**4,613.42**	**5,189.60**	**4,155.21**	**3,342.60**

(ii) Right-of-Use Assets - : Restaurant Equipments

Cost	240.51	189.86	232.78	163.56	105.67
Accumulated depreciation	52.69	34.07	42.88	26.52	14.80
Net carrying amount	**187.82**	**155.79**	**189.90**	**137.04**	**90.87**

(iii) Lease liabilities - Borrowings

	As at September 30, 2020	As at September 30, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Beginning of the year/period	5,977.47	4,740.20	4,740.20	3,700.24	2,909.87
Additions	48.63	715.24	1,547.28	1,217.25	908.16
Accretion of interest	323.16	273.18	585.33	462.01	366.51
Payments	(247.90)	(388.00)	(837.43)	(639.30)	(484.30)
Lease concessions (**Refer Note XXX**)	(218.31)	-	-	-	-
Deletion	-	(52.96)	(57.91)	-	-
Closing of the year/period	**5,883.05**	**5,287.66**	**5,977.47**	**4,740.20**	**3,700.24**
Current	**266.49**	**288.44**	**311.99**	**231.82**	**177.40**
Non-current	**5,616.56**	**4,999.22**	**5,665.48**	**4,508.38**	**3,522.84**

(b) Amounts recognized in the Statement of Profit and Loss

	For six months ended September 30, 2020	For six months ended September 30, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
(i) Other income					
Operating lease income	-	0.25	0.51	1.63	2.48
Gain on termination of lease	-	12.44	9.43	-	-
Gain on remeasurement of lease	14.25	-	14.15	-	-
Lease concessions (**Refer Annexure XXX**)	127.56	-	-	-	-
(ii) Other Expenses					
Variable lease rent expense (**Refer Annexure XXX**)	-	197.83	380.69	269.60	126.30
(iii) Depreciation					
Depreciation on right of use lease asset	298.29	253.33	540.69	427.33	332.90
(iv) Finance cost					
Interest expense on lease liability	323.16	273.18	585.33	462.01	366.51

(c) Amount recognised in restated statement of cash flow

Total cash outflow for leases	247.89	440.95	895.35	639.30	484.30

The Company had total cash outflows for leases of INR 247.89 million, INR 440.95 million, INR 895.35 million, INR 639.30 million, INR 484.30 million in six months period ended September 30, 2020, September 30, 2019 and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 respectively.

The Company also had non-cash additions to Rights-of-use assets of INR 135.55 million, INR 770.81 million, INR 1,672.73 million, INR 1,286.11 million, INR 952.39 million in six months period ended September 30, 2020, September 30, 2019 and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 respectively.

The Company also had non-cash additions to lease liabilities of INR 48.63 million, INR 715.24 million, INR 1,547.28 million, INR 1,217.25 million, INR 908.16 million in six months period ended September 30, 2020, September 30, 2019 and for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 respectively.

Difference between ROU assets and lease liabilities pertaining to new leases recorded on initial recognition represents initial direct costs and deferred component of Security deposits given to lessors.

(d) Practical expedient as per Ind AS 116 availed by the Company

(i) Short term leases or leases of low value assets

The Company applies the short-term lease recognition exemption to its short-term leases of restaurant and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

(ii) Lease concessions

As per MCA notification dated 24th July 2020 on IND- AS 116, a lessee may apply practical expedient and elect not to assess whether a rent concession is a lease modification if specified criteria are met. It applies to only those rent concessions occurring as a direct consequence of the COVID-19 pandemic and if all the following conditions are met:

(a) the change in lease payments is substantially the same or less than the lease payments immediately preceding the change;
(b) any reduction in lease payments affects only the payments originally due on or before the June 30, 2021; and
(c) there is no substantive change to other terms and conditions of the lease.

The Company has disclosed the application of the practical expedient and the amount recognised in the profit or loss for the reporting period to reflect changes in lease payments that arise from rent concession in the Annexure XXX.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

Annexure XLIX
Impact of COVID-19 Outbreak

The World Health Organisation declared COVID-19 to be a pandemic in March 2020. Consequently, Government of India declared a nation-wide lockdown with effect from March 24, 2020, which caused significant disruption in economic activity and has impacted the business activities and lives of the people. In view of the COVID- 19 outbreak such as complete lockdown of states, brought economic activity to a standstill affecting our restaurant traffic as well which is no exception for industry as a whole. During the trying times our priorities are to serve most hygienic and safe food to our customers.

The Company has assessed the impact of this pandemic on its business operations and has considered all relevant information available up to the date of approval of these financial statements, in determination of the recoverability of its all its non-current and current assets and recognised necessary adjustments to carrying values of these assets. Further, given the uncertainties associated with nature, condition and duration of COVID -19, the impact assessment on the company's financial statements will be continuously made and any material changes will be provided for as required.

Since Company operates in QSR Segment, its inventory includes food items which are perishable in nature. Based on the situation of COVID-19 resulting in overall decline in customer frequencies, the Company has provided for related commitments amounting to INR 21.30 million in period ended September 30, 2020. Also, the Company provided for write off of food inventory and related commitments amounting to INR 43.45 million in year ended March 31, 2020 (Refer Annexure L)

Also, the Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24th July 2020 on IND- AS 116 for all rent concessions which are granted due to COVID-19 pandemic. (Refer Annexure XXX)

Accordingly, rent expense for the six months period ended September 30, 2020 is not comparable with comparative six month period ended September 30, 2019.

Annexure L
Exceptional items

The Company operates in QSR industry, its inventory includes food items which are perishable in nature. Based on the situation of COVID-19 resulting in overall decline in customer frequencies, the Company has provided for related commitments amounting to INR 21.30 million in period ended September 30, 2020. Also, the Company provided for write off of food inventory and related commitments amounting to INR 43.45 million in year ended March 31, 2020.

Annexure LI
Restated Ind AS Summary Statement of Dividend Paid

No dividends have been paid in the periods covered in the restated financials, as the Company has been incurring losses.

Annexure LII
Code of Social Security

The Code on Social Security, 2020 ('Code') relating to employee benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

The above statement should be read with Significant Accounting Policies forming part of the Restated Ind AS financial information in Annexure V and Statement of Restated Adjustments to Ind AS Financial Statements in Annexure VI.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No: 324982E/E300003

per Ravi Bansal
Partner

Membership No : 49365

Place : Mumbai
Date: November 12, 2020

For and on behalf of the Board of Directors of
Burger King India Limited

Rajeev Varman
Director and
Chief Executive Officer
DIN: 03576356

Shivakumar Pullaya Dega
Director

DIN: 00364444

Tara Subramaniam
Director

DIN: 07654007

Sumit Zaveri
Chief Financial Officer

Place: Mumbai
Date: November 12, 2020

Madhulika Rawat
Company Secretary
Membership No : F8765

OTHER FINANCIAL INFORMATION

The accounting ratios required under Paragraph 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(in ₹ million other than shared data)

Particulars	For the six months period ended September 30, 2020[(1)]	Fiscal 2020	Fiscal 2019	Fiscal 2018
Restated earnings per Equity Share (in ₹) - Basic	(4.14)	(2.87)	(1.44)	(3.10)
Restated earnings per Equity Share (in ₹) - Diluted	(4.14)	(2.87)	(1.44)	(3.10)
Return on net worth (%)	(54.34)	(27.80)	(15.33)	(28.64)
Net asset value per Equity Share (in ₹)	7.62	10.31	9.42	10.84
Company EBITDA	(159.75)	1,040.11	789.86	81.26
Company Adjusted EBITDA	(625.95)	202.68	150.59	(403.04)

[(1)] Not annualised.

***Notes**: Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard (Ind AS) 33 'Earnings per Share' prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).*

As of the date of this Prospectus, our Company does not have any subsidiary. For details, see "*History and Certain Corporate Matters - Our Subsidiary, Associates and Joint Venture*" on page 151.

The audited financial statements of our Company as at and for the six months ended September 30, 2020 and the Fiscals ended March 31, 2020, March 31, 2019, and March 31, 2018, respectively ("**Audited Financial Statements**") are available at www.burgerkingindia.in. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any BRLMs or the Promoter Selling Shareholder, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2020, derived from our Restated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Statements*" and "*Risk Factors*" beginning on pages 256, 171 and 19, respectively.

(in ₹ million)

Particulars	Pre issue as at September 30, 2020	Adjusted for the proposed Offer
Debt		
Non-current borrowings	1,759.93	1,759.93
Current borrowings	197.68	197.68
Current maturities of non-current borrowings	25.82	25.82
Total debt (A)	1,983.43	1,983.43
Equity:		
Equity Share capital	2,909.42	3,816.55
Other equity	(720.52)	3,791.55
Total equity (B)	2,188.90	7,608.10
Total debt/ total equity (A) / (B)	0.91	0.26

Note 1 - The above table does not include lease liability on implementation of Ind AS 116 – "Leases" which we have disclosed as a separate line item in the Restated Financial Statement.

Note 2 - Since September 30, 2020, 15,712,820 Equity Shares have been allotted to AIL pursuant to the Pre-IPO Placement. For details, see "Capital Structure – Notes to the capital structure – Share capital history of our Company – Equity Share capital – Allotment dated November 18, 2020" on page 65.

Note 3 - As adjusted for the proposed offer column reflects changes in equity on account of (a) proceeds from the Fresh Issue of ₹ 4,500 million out of which ₹ 750 million has been adjusted against equity share capital and ₹ 3,750 million has been adjusted against other equity; and (b) proceeds from the pre-IPO placement (by way of preferential allotment) of ₹ 919.20 million out of which ₹ 157.13 million has been adjusted against equity share capital and ₹ 762.07 million has been adjusted against other equity. Further, the other equity amount has not been adjusted for share issue expenses of the proposed Offer.

FINANCIAL INDEBTEDNESS

Our Company has availed credit facilities from ICICI Bank Limited for the purpose of undertaking expenditure for opening new restaurants and renovation/ refurbishment of existing restaurants, expenses pertaining to the proposed initial public offering, and meeting working capital requirements.

The details of indebtedness of our Company is provided below:

(in ₹ million)

Category of borrowing	Sanctioned amount (to the extent applicable)	Principal amount outstanding as on November 16, 2020*
Secured		
Fund-based facilities		
Term loan facilities	2,100	1,810
Working capital facility	200	82.81
Non-fund based facilities		
Bank guarantee	100	
Total borrowings	**2,400**	**1,892.81**

* *As certified by Ramanand and Associates, Chartered Accountants, by way of their certificate dated November 18, 2020.*

Principal terms of the borrowing availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the borrowing arrangement entered into by us.

1. ***Interest:*** The interest levied on our terms loans and our working capital loan varies and is usually a certain percentage of spread over and above the MCLR rate, such as in case of our term loan, the interest ranges from 9.22% to 10.42% per annum and for our working capital loan the interest rate is 8.80% per annum.

2. ***Prepayment penalty:*** The term loan facilities availed by us carries a prepayment premium of 1% on the principal amount of the loan being prepaid subject to our Company giving atleast 15 days prior irrevocable written notice of the same to the bank. However, prepayment may be made without any prepayment premium in certain cases, including (a) within 60 days of any increase of spread (after giving a notice within 15 days of such increase), and (b) via internal accruals and equity on the interest reset date. Further, our Company is required to mandatorily repay (without payment of prepayment penalty) in certain cases including (a) breach under the sponsor support undertaking and non-disposable undertaking, (b) proceeds from initial public offering/ public offering (whenever it happens in future) shall be first used for repaying a minimum of 50% of the lender's debt in case the shareholding of the Promoter in our Company falls up to 61%, and (c) proceeds from initial public offering/ public offering (whenever it happens in future) shall be first used for repaying 100% of the lender's debt in case the shareholding of the Promoter in our Company falls below 61%.

3. ***Additional interest (penal interest)***: For payment related defaults, an additional interest of 2% per annum on the defaulted amounts over applicable interest rate for period of default, and for non-payment defaults, 2% per annum on the entire outstanding facility amount over the applicable interest rate for period of default.

4. ***Availability period:*** The validity of our facilities is typically for a period of 12 months from the date of first drawdown under the facility or execution of the finance documents, whichever is earlier. The drawdown date may be extended on written request, from time to time.

5. ***Security:*** In terms of our borrowing, the security includes:

   (a) Charge by way of hypothecation/mortgage of all assets of our Company including moveable and immovable fixed assets and current assets including bank accounts, receivables, inventory, present and future;

   (b) Hypothecation on intangibles goodwill and uncalled capital of our Company; and

   (c) The current account/escrow account and debt service reserve account and all monies credited/deposited therein (in whatever form the same may be) and all investments in respect thereof (in whatever form the same may be).

6. ***Repayment:*** The working capital facility availed by our Company is repayable on demand. The term loan facilities shall be repayable in quarterly instalments, as per the repayment schedule.

7. ***Key covenants:*** The loan facilities entails various restrictive covenants and conditions restricting certain corporate actions, and we are required to take the prior approval of the respective lender before carrying out such actions, including for:

(a) undertake or permit any merger, demerger, consolidation, reorganisation, scheme or arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction including creation of any subsidiary or permit any company to become its subsidiary;

(b) enter into any management contract or similar arrangement whereby its business or operations are managed by any other person save and except in the normal course of business;

(c) declaration of dividend or make any distributions in respect of equity to the shareholders (i) unless all dues with respect to the facility till the date on which the dividend is proposed to be declared have been paid or provided for; or (ii) if an event of default has occurred and is subsisting or would occur due to such declaration;

(d) save and except in the normal course of business make any investments whether by way of deposits, loans, or investments in share capital or otherwise (other than fixed deposits), provide any credit or give any guarantee, indemnity or similar assurance except as permitted. This provision shall not apply to guarantee, indemnity, loans and advances granted to staff or contractors or suppliers or vendors in the ordinary course of business;

(e) incur or cause to incur any indebtedness in any manner whatsoever. This shall not apply to normal trade guarantees;

(f) effect any change in its capital structure (except due to employee stock options) or constitutional documents in any manner whatsoever;

(g) change its financial year end, accounting methods or policies currently followed unless expressly required by law;

(h) disposing any assets of ₹ 50 million and above or create charge or encumbrances on any assets, except in normal course of business;

(i) if an event of default has occurred and is subsisting, undertake any new business, operations or projects, or modernisation, diversification or substantial expansion of any present business;

(j) payment of any commission to its promoter, directors, members, managers, or other persons, for furnishing guarantees, counter guarantees or indemnities incurred by the Company or in connection with any other obligation undertaken for the Company;

(k) payment of compensation to its directors in event of loss of office, if there is any default in payment of any money due and payable under the facility; and

(l) reduction of shareholding or voting rights below a specified threshold, or change in management control of, among others, our Company, our Promoter and the Promoter Group, as specified in the relevant facility agreement.

8. ***Events of default:*** In terms of the loan facilities, the occurrence of any of the following, will constitute an event of default:

(a) failure to pay amounts of principal or interest due under the facility on the relevant due date;

(b) committing any breach or default in the performance or observance of the terms and conditions of the transaction documents;

(c) breach of any covenant, condition, obligation, undertaking or agreement under the facility agreement;

(d) receiver being appointed in respect of the whole or any part of our property;

(e) one or more events, conditions or circumstances (including any change in law) shall occur or exist which in the reasonable opinion of the lender, could have a material adverse effect;

(f) misleading information and representation;

(g) inadequate security and insurance, such that our Company's assets have not been kept insured by the Company or depreciates in value, to have a material adverse effect or any insurance contracts which ceases to meet its obligations in full or in part;

(h) bankruptcy, insolvency or dissolution of our Company;

(i) cessation in business or change in general nature or scope of the business, operations, management (Key Managerial Personnel, CEO and CFO) or ownership of the Company;

(j) security is in jeopardy or ceases to exist;

(k) expropriation by any government, governmental authority, agency, official or entity, which in reasonable opinion of the lender causes material adverse effect;

(l) illegality of any obligation under the facility agreement;

(m) change in control of our Company;

(n) cross default;

(o) any transaction document becomes ineffective, unenforceable or invalid;

(p) any administrative, regulatory or judicial action, suit or proceeding under or relating to any environmental law or asserting any environmental claim, instituted against our Company; and

(q) repudiation, termination, unenforceability or invalidity of any project documents.

9. ***Consequences of occurrence of events of default:*** In terms of the loan facilities, upon the occurrence of events of default, our lenders may:

(a) terminate either whole or part of the facility agreement and declare any amount as immediately due and payable;

(b) accelerate the maturity of the facility and declare all amounts as payable by our Company in respect of the facility to be due and payable immediately;

(c) suspend or cancel further access/drawals;

(d) declare the security created, to be enforceable;

(e) stipulation of additional terms and conditions as the agent/lender may reasonably deem fit, to comply with any applicable law;

(f) exercise such other remedies, permissible under law, including RBI guidelines;

(g) declare the commitments to be cancelled or suspended;

(h) sue for creditors' process and/or exercise rights with respect to the security in accordance with the financing documents;

(i) utilize any amounts in the debt service reserve accounts/ current account/ designated accounts/ escrow account to service and repay the facilities;

(j) first invoke/trigger the sponsor support of the QSR Asia, and only if not regularised in five days, invoke/trigger support of F&B Singapore; and

(k) exercise any other rights available to the agent under any regulations/law or the transaction documents.

10. ***Initial public offering***: Appointment of ICICI Bank Limited as the: (i) Banker to the Offer for handling the complete Offer; and (ii) Monitoring Agency.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unless otherwise specifically mentioned, the following discussion should be read together with the information in the section titled "Summary Financial Information", and our restated financial statements as at and for the six months ended September 30, 2020 and September 30, 2019 and as at and for the fiscal years ended March 31, 2020, 2019 and 2018 along with the related schedules thereto, included in the section titled "Financial Information" beginning on page 171.

Our restated summary statements of assets and liabilities as at September 30, 2020 and September 30, 2019 and March 31, 2020, March 31, 2019 and March 31, 2018 and the restated statements of profit and loss (including other comprehensive income), cash flow statement and changes in equity for the six months periods ended September 30, 2020 and September 30, 2019 and for the year ended March 31, 2020, March 31, 2019 and March 31, 2018 of the Company together with the summary statement of significant accounting policies, and other explanatory information thereon, derived from audited interim financial statements as at and for the six months periods ended September 30, 2020 and September 30, 2019 prepared in accordance with Ind AS 34 -"Interim Financial Reporting" and audited financial statements as at and for the year ended March 31, 2020, March 31, 2019 and March 31, 2018 prepared in accordance with the Ind AS, read with the Companies (Indian Accounting Standards) Rules, 2015 and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI. Ind AS differs in certain respects from IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Accordingly, the degree to which the restated financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. In this Prospectus, amounts for the six month periods ended September 30, 2020 and September 30, 2019 are presented along with fiscal years 2020, 2019 and 2018.

Our fiscal year ends on March 31 of each year. Accordingly, references to "Fiscal 2020", "Fiscal 2019" and "Fiscal 2018", are to the 12-month period ended March 31 of the relevant year.

Statements contained in this discussion that are not historical facts may be forward-looking statements. Such statements are subject to certain risks, uncertainties and assumptions that could cause actual results to differ materially from those forward-looking statements. Under no circumstances should the inclusion of such information herein be regarded as a representation, warranty or prediction with respect to the accuracy of the underlying assumptions by us or any other person, or that these results will be achieved or are likely to be achieved. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors and contingencies that could affect our financial condition, results of operations and cash flows. You are also advised to read the sections titled "Forward-looking Statements" and "Risk Factors" on pages 15 and 19, respectively, which discuss a number of factors or contingencies that could affect our business, financial condition and results of operations. You are cautioned not to place undue reliance on these forward-looking statements.

OVERVIEW

We are one of the fastest growing international QSR chains in India during the first five years of our operations based on number of restaurants. (Source: Technopak) As the national master franchisee of the BURGER KING® brand in India, we have exclusive rights to develop, establish, operate and franchise Burger King branded restaurants in India. Our master franchisee arrangement provides us with the ability to use Burger King's globally recognised brand name to grow our business in India, while leveraging the technical, marketing and operational expertise associated with the global Burger King brand.

The globally recognised Burger King brand, also known as the "HOME OF THE WHOPPER®", was founded in 1954 in the United States and is owned by Burger King Corporation, a subsidiary of Restaurant Brands International Inc., which holds a portfolio of fast food brands that are recognized around the world that include the BURGER KING®, POPEYES® and TIM HORTONS® brands. The Burger King brand is the second largest fast food burger brand globally as measured by the total number of restaurants, with a global network of 18,675 restaurants in more than 100 countries and U.S. territories as at September 30, 2020.

Our master franchisee arrangement provides us with flexibility to tailor our menu to Indian tastes and preferences, as well as our promotions and pricing. Our customer proposition focuses on value leadership, offering our customers variety through innovative new food offerings at different day parts, catering to the local Indian palate, offering a wide range of vegetarian meal options, and our taste advantage and flame grilling expertise. We believe that this enables us to grow our customer base by attracting customers looking for everyday value and giving them opportunities to access our brand for the first time. This also increases the frequency and occasions when customers can visit our restaurants, which drives footfalls and same-store sales. This has driven footfalls and same-store sales in our restaurants and enabled us to become one of the fastest growing QSR brands to reach 200 restaurants among international QSR brands in India during the first five years of our operations. (Source: Technopak)

Since opening our first restaurant in November 2014, we have used our well defined restaurant roll out and development process with the aim of growing quickly, consistently and efficiently into a pan-India QSR chain and capitalising on the growing market opportunity in India for QSR restaurants. Although the COVID-19 crisis has adversely affected our ability to open new restaurants and expand our restaurant network temporarily, we continue to evaluate the pace and quantity of new restaurant openings and the expansion of our restaurant network and aim to increase the pace of our growth when the COVID-19 crisis subsides and more of our restaurants become operational again. As of the date of this Prospectus, the majority of our restaurants have opened for dine-in guests and to support food delivery services; however, the capacity for dine-in guests may be limited, based on local regulations. As at September 30, 2020, we had 261 restaurants, including eight Sub-Franchised Burger King Restaurants, across 17 states and union territories and 57 cities across India. Of our 261 restaurants as of September 30, 2020, 226 were operational. As at the date of this Prospectus, we had 259 Company-owned Burger King Restaurants and nine Sub-Franchised Burger King Restaurants, of which 249 were operational, including two Sub-Franchised Burger King Restaurant. We plan to continue to build our restaurant network using a cluster approach and penetration strategy with the objective to provide greater convenience and accessibility for our customers across relevant geographies. We launch our brand from flagship locations in high traffic and high visibility locations in key metropolitan areas and cities across India and then develop new restaurants within that cluster. This approach also helps us to efficiently manage our vertically managed and scalable supply chain and drive down costs, due to the proximity of our restaurants to each other and to the distribution centres of our third-party distributor.

A key focus of our business is promoting and maintaining operational quality, a people-centric culture and effective technology systems that enable us to optimise the performance of our restaurants, enhance the customer experience we offer and contribute to our growth. We also believe that our right to use the Burger King brand exclusively on a national basis also provides us with substantial advantages with respect to operational efficiencies and the speed with which we are able to roll out our national advertising campaigns, manage our supply chain and tailor our menu architecture, promotions and pricing to our customers' tastes and preferences. Burger King Corporation awarded us the "*Global Master Franchisee of the Year"* in 2018 for our Company's strong business performance on sales, operations, development and profitability. Further, our Company has consistently won regional performance awards since 2015, including "*APAC Master Franchisee of the Year*" and "*APAC Operator of the Year*" in 2018 and 2019, as well as "*APAC Marketer of the Year*" in 2017 and 2018.

Our revenue from sale of food and beverages grew from ₹3,752.00 million in Fiscal 2018 to ₹8,353.23 million in Fiscal 2020. However, the COVID-19 pandemic has had a significant impact on our results of operations at the end of Fiscal 2020 and in the first half of Fiscal 2021, resulting in a decrease of our revenue from sale of food and beverages to ₹1,346.93 million in the six months ended September 30, 2020, compared to ₹4,193.70 million in the six months ended September 30, 2019. In addition, although our same-store sales grew at 29.21% in Fiscal 2019 and 6.11% in the nine months ended December 31, 2019, our same-store sales decreased by 0.30% in Fiscal 2020 and by 56.90% in the six months ended September 30, 2020 primarily due to the impact of the COVID-19 pandemic. Our gross margin grew from ₹2,322.07 million in Fiscal 2018 to ₹5,367.97 million in Fiscal 2020 and decreased to ₹859.53 million in the six months ended September 30, 2020 compared to ₹2,699.42 million in the six months ended September 30, 2019.

SIGNIFICANT FACTORS AFFECTING RESULTS OF OPERATIONS

Our results of operations, financial condition and cash flow are significantly affected by a number of factors, including:

COVID-19

The outbreak of the COVID-19 pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations since the end of Fiscal 2020, and the timing of how long the COVID-19 pandemic and the related GoI measures will last is still uncertain. In addition, our restaurants in different states and regions in India have been disproportionately affected by COVID-19 and the measures implemented in each state have varied due to regional and regulatory differences in each state in India. As a result of COVID-19, we and our sub-franchisees have had to close temporarily a number of restaurants across India commencing from the end of Fiscal 2020 and have experienced reduced store-level operations, including reduced operating hours and dining-room closures. By the end of March 2020, 201 of our restaurants had closed their operations temporarily due to the COVID-19 lockdown in India, resulting in only 59 of our restaurants remaining operational as of March 31, 2020. From April 1, 2020 to June 30, 2020, 130 restaurants had reopened for operations over the course of the period for either dine-in or food delivery, with a further 37 restaurants reopening between July 1, 2020 and September 30, 2020, resulting in us having a total of 226 operational restaurants as of September 30, 2020. As of the date of filing of this Prospectus, we had a total of 249 operational restaurants, often with limited operations or limitations on capacity for dine-in guests, depending on local regulations. Of our nine Sub-Franchised Burger King Restaurants, seven remain temporarily closed as of the date of this Prospectus. During the initial stage of the COVID-19 crisis, footfalls and sales in our restaurants fell significantly due to the lockdown and other measures implemented by the GoI. Our footfalls and sales have not yet recovered to levels we saw prior to the COVID-19 crisis. The COVID-19 pandemic has directly impacted our same-store sales in our restaurants and our revenue from sale of food and beverages. Although our same-store sales grew at 29.21% and 6.11% in Fiscal 2019 and in the nine months ended December 31, 2019, respectively, our same-store sales decreased by 0.30% in Fiscal 2020 and by 56.90% in the six months ended September 30, 2020 primarily due to the impact of the COVID-19 pandemic. Our revenue from sale of food and beverages decreased in the six months ended September 30, 2020 to ₹1,346.93

million compared to ₹4,193.70 million in the six months ended September 30, 2019. The reduction in level of business activity due to COVID-19 pandemic has also led to write offs of food inventory and related commitments of the amount ₹43.45 million in Fiscal 2020 and ₹21.30 million in the six months ended September 30, 2020, since our inventory includes food items which are perishable and exceptional in nature. Similarly, our offices have also experienced closures and certain of our employees have been restricted from commuting to their places of work. As of September 30, 2020, the number of our employees decreased to 4,836 employees compared to 6,141 as of March 31, 2020 as a result of attrition resulting from certain employees (especially restaurant staff) returning to and remaining in their hometowns as a result of the crisis, as well as redundancies of certain employees. There can be no assurance that our footfalls, same store sales and sales from food and beverages will recover from the impact of the COVID-19 crisis.

The financial impact of COVID-19 has had, and is expected to continue to have, an adverse effect on our liquidity, and we continue to monitor and assess our access to appropriate sources of liquidity in order to sustain our business throughout this crisis. As of the date of the Prospectus, we had certain outstanding amounts due and payable under our Master Franchise and Development Agreement and our Company Franchise Agreement with respect to royalty payments, franchise fees, travel expenses and subscriptions fees in respect of certain periods in 2020. Our Company and our Promoter (collectively referred to as the "**Franchisee Parties**") have entered into a letter agreement dated November 18, 2020 (the "**Receivables Letter**") with BK AsiaPac with respect to these overdue fees and expenses as a one-time accommodation, pursuant to which the Franchisee Parties are required to pay the aggregate amount of US$1,455,535 to BK AsiaPac in three instalments in the fourth quarter of Fiscal 2021.

We have also engaged in rent relief negotiations with all of our landlords, and arrived at negotiated agreements with respect to reductions in rent and our rental obligations during the COVID-19 crisis with a majority of our landlords. In accordance with MCA Notification dated July 24, 2020 on IND- AS 116 (the "**MCA Notification**"), the Company has elected to apply the practical expedient of not assessing lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. As per the requirements of the MCA Notification, out of total lease concessions confirmed till September 30, 2020 of ₹218.31 million (including ₹62.17 million unconditional lease concessions pertaining to subsequent periods), ₹90.75 million has been accounted under rent expenses (to the extent available) and balance of ₹127.56 million is reported under Other Income for the period ended September 30, 2020. As of September 30, 2020, we had a total of ₹286.58 million in outstanding rental payments to landlords.

In May 2020, we completed a rights issue pursuant to which we allotted 13,200,000 Equity Shares to our Promoter for cash at a price of ₹44 per Equity Share aggregating to ₹580.80 million. In addition, as of September 30, 2020, we have access to liquidity in the amount of ₹292.32 million under our term loan and credit facilities from ICICI Bank Limited pursuant to our corporate rupee loan facility agreements and working capital facility agreement, each dated March 6, 2020. In addition, as at September 30, 2020, we had cash and cash equivalents of ₹91.75 million, bank deposits with original maturity of more than 3 months and remaining maturity less than 12 months of ₹241.77 million and investments in quoted mutual funds of ₹280.23 million. In addition, the salaries of senior management and our Chief Executive Officer and Whole Time Director and certain other support centre employees were reduced temporarily. We have also negotiated revised commercial terms during COVID-19 crises with other service providers, and we have managed our inventory through promotions, reorganisation and liquidation of stocks. This has provided us with working capital support and additional liquidity.

However, depending on how long the COVID-19 pandemic lasts, we may need to seek additional sources of liquidity, which may or may not be available. Our future available liquidity will also be impacted by the amounts coming due under the Receivables Letter, as well as payment of rental payments to landlords that remain outstanding. In addition, if the Franchisee Parties fail to pay to BK AsiaPac in full any relevant instalment due on or before the applicable payment dates under the Receivables Letter, such failure shall constitute an event of default and entitle BK AsiaPac to such remedies as set out in the Master Franchise and Development Agreement, the Company Franchise Agreement and the Receivables Letter. The COVID-19 pandemic is adversely affecting the availability of liquidity generally in the credit markets, and there can be no guarantee that additional liquidity from other sources will be available to us on favourable terms, or at all, especially the longer the COVID-19 pandemic lasts or if it were to worsen. While we cannot currently estimate the duration or future negative impact of the COVID-19 pandemic on our business or our sub-franchisees or on the Indian or global economy, we expect the negative effects to continue into the third and fourth quarters of Fiscal 2021 and for such further period that COVID-19 persists. Similarly, we cannot predict the effects the COVID-19 pandemic will have on the restaurant industry as a whole or the share of customer traffic to our restaurants compared to other restaurants or outlets. In addition, there can be no assurance that the COVID-19 crisis will not cause the Indian or global macroeconomic environment to worsen.

Expansion of our restaurant network

One of the key drivers of our results of operations historically has been the growth of the number of restaurants in our restaurant network, which helped to make us one of the fastest growing QSR brands to reach 200 restaurants among international QSR brands in India during the first five years of our operations. (Source: Technopak). In light of the COVID-19 pandemic, the expansion of our restaurant network has slowed significantly, and the COVID-19 pandemic has also adversely affected our ability to open new restaurants and expand our restaurant network temporarily. We have delayed some new restaurant openings and will continue to evaluate the pace and quantity of new restaurant openings and the expansion of our restaurant network

until more clarity on the restaurant industry operating environment in India emerges. The following table sets forth the growth of our restaurant network since December 31, 2019:

Growth in Our Restaurants Since December 31, 2019					
	As at December 31,	As at March 31,	As at June 30,	As at September 30,	As at the date of the Prospectus
	2019	2020			
	Number of Restaurants				
Opening number of restaurants at the beginning of the relevant quarter[1]	202[2]	255	260	259	261
Number of Company-owned (net) added during the relevant quarter	52	5	(1)	2	6
New stores opened in the relevant quarter	53	6	2	4	6
Stores permanently closed in the relevant quarter	1	1	(3)	(2)	0
Opening number of sub-franchised restaurants at the beginning of the relevant quarter[3]	7	8	8	8	8
Sub-franchised restaurants added during the relevant quarter[3]	1	0	0	0	1
Total	**255**	**260**	**259**	**261**	**268**
Total number of operational restaurants	**255**	**59**	**189**	**226**	**249**

[1] Includes the opening number of sub-franchised restaurants at the beginning of the relevant quarter.
[2] This opening figure is as on June 30, 2019.
[3] As at September 30, 2020, all of our sub-franchised restaurants remain temporarily closed. As at the date of this Prospectus, one of our sub-franchised restaurants had reopened and one new sub-franchised restaurant was opened.

Although the COVID-19 crisis has adversely affected our ability to open new restaurants and expand our restaurant network temporarily, we continue to evaluate the pace and quantity of new restaurant openings and the expansion of our restaurant network and aim to increase the pace of our growth when the COVID-19 crisis subsides and more of our restaurants become operational again. We intend to continue to grow our restaurant network in a disciplined manner by continuing to identify new locations in key metropolitan areas and cities across India in order and build out restaurants quickly, consistently and efficiently to capitalise on the growing market opportunity in India for QSR restaurants. Prior to the COVID-19 crisis, we expanded our number of restaurants from 12 restaurants as at March 31, 2015 to 260 restaurants, including eight Sub-Franchised Burger King Restaurants, as at March 31, 2020. As at the date of this Prospectus, we had 268 restaurants, including nine Sub-Franchised Burger King Restaurants. Our management believes that when the COVID-19 crisis subsides we will be able to increase the pace of growth of our restaurant network.

We build our restaurant network using a cluster approach and penetration strategy with the objective to provide greater convenience and accessibility for our customers across relevant geographies. We launch our brand from flagship locations in high traffic and high visibility locations in key metropolitan areas and cities across India and then develop new restaurants within that cluster. As we look to grow our number of restaurants in the future, we will also look for new channels of growth, such as India's rapidly developing and expanding infrastructure network of metro stations and transit areas. As we expand our network again, we expect our new restaurants to help provide accessibility to the Burger King brand to a larger number of customers, which helps us to enhance our brand awareness in the locations where our restaurants open. Growing our number of restaurants has also historically enabled us to achieve economies of scale through operational leverage across various costs. Historically, this growth also enabled us to realise cost efficiencies in distribution costs embedded in the prices we pay to our third-party distributor for our products since we are able to supply multiple restaurants at lower cost due to their proximity to each other and the distribution centres of our third-party distributor. This also enabled us to enhance our purchasing power with our suppliers and obtain better pricing for the ingredients and packaging materials that we consume. Our cost of materials consumed was 38.34%, 36.60% and 36.09% as a percentage of our revenue from sales of food and beverages in Fiscal 2018, 2019 and 2020. In the six months ended September 30, 2020, our cost of materials consumed as a percentage of our revenue from sales of food and beverages was 36.52% as both our cost of materials consumed and revenue from sales of food and beverages decreased due to the decrease in business activity during the COVID-19 pandemic, compared to 36.00% in the six months ended September 30, 2019. Our employee benefits expense as a percentage of our revenue from sale of food and beverages was 18.77%, 15.41% and 16.34% in Fiscal 2018, 2019 and 2020, respectively. Due to the COVID-19 pandemic, our employee benefits expense as a percentage of our revenue from sale of food and beverages increased to 38.39% for the six months ended September 30, 2020 due to the decrease in revenue from sale of food and beverages during the period and the 21.25% decrease in the number of employees from 6,141 employees as of March 31, 2020 to 4,836 employees as of September 30, 2020, compared to employee benefits expense as a percentage of our revenue from sale of food and beverages of 16.76% in the six months ended September 30, 2019.

Historically, as our network of restaurants expanded, we were able to spread advertising and marketing expenses, which include brand launch and building investment, over the increasing revenue we derive from a larger network of restaurants. Our advertising and marketing expenses were 14.25%, 8.52% and 5.83% as a percentage of our revenue from sales of food and beverages in Fiscal 2018, 2019 and 2020. In the six months ended September 30, 2020, our advertising and marketing expenses as a percentage of our revenue from sales of food and beverages was 5.02% compared to 5.17% in the six months ended

September 30, 2019, as both business activity and our advertising and marketing efforts decreased during the COVID-19 pandemic. We consider our historical expenditure in excess of 5% of sales from Company-owned Burger King restaurants (as calculated under our Master Franchise and Development Agreement) to be discretionary advertising and marketing expenses that we incur in order to continue to build brand awareness of the Burger King brand in India and promote the growth of our business.

Our ability to effectively grow our network of restaurants will depend on a number of factors, in particular the duration or future negative financial impact of the COVID-19 pandemic, as well as macroeconomic and demographic conditions, competitive conditions, consumer tastes and discretionary spending patterns in the areas where we want to open restaurants, as well as availability of sites and our ability to achieve greater cluster penetration and risks related to the development and roll out of our restaurants. Any of these factors could lead to us not being able to open restaurants in the number or as quickly as we have planned. See "*Risk Factors—The outbreak of the 2019 novel coronavirus ("COVID-19") pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations and the timing of how long the COVID-19 pandemic and the related GoI measures will last is still uncertain*" and "*—We may not be able to identify suitable locations and successfully develop and roll out new restaurants, and our expansion into new regions and markets may present increased risks due to our unfamiliarity with the areas in which our restaurants are located*" on pages 19 and 27.

Same-store sales growth

The COVID-19 pandemic has significantly impacted our same-store sales in our restaurants at the end of Fiscal 2020 and the first half of Fiscal 2021. Although our same-store sales grew at 12.23%, 29.21% and 6.11% in Fiscal 2018 and 2019 and in the nine months ended December 31, 2019, respectively, our same-store sales decreased by 0.30% in Fiscal 2020 and by 56.90% in the six months ended September 30, 2020, primarily due to the impact of the COVID-19 crisis.

Our customer proposition focuses on value leadership, offering our customers variety through innovative new food offerings at different day parts, catering to the local Indian palate, offering a wide range of vegetarian meal options, and our taste advantage and flame grilling expertise. Historically, we believe that this has enabled us to grow our customer base by attracting customers looking for everyday value and giving them opportunities to access our brand for the first time. During the pre-COVID period, this also increased the frequency and occasions when customers can visit our restaurants, which drove footfalls and same-store sales. In addition, our focus on promoting and maintaining operational quality, a people-centric culture and effective technology systems in our interactions with customers has historically enabled us to enhance customer experience and drive footfalls and same-store sales in our restaurants. In pre-COVID-19 periods, same-store sales were also driven by the accessibility of the Burger King brand to the Indian consumer through brand awareness. We have historically made sustained investment in our advertising and marketing, including brand launch and building investment, and expect to resume this investment when the COVID-19 crisis subsides. We approach the growth of our brand as a 'science', actively managing our campaigns to match our products and promotions with a view to profitability. Our integrated marketing approach has historically targeted a broad consumer base with frequent and inclusive messaging and engaging consumers at multiple touch points, including through sustained investment in social media and mass media channels, such as regular TV commercials, big ticket and high impact media properties. Our advertising and marketing expenses were ₹534.80 million, ₹535.46 million and ₹487.28 million in Fiscal 2018, 2019 and 2020, respectively. In the six months ended September 30, 2020, our advertising and marketing expenses decreased significantly to ₹67.57 million compared to ₹216.67 million in the six months ended September 30, 2019 due to a decrease in our advertising and marketing activity during the COVID-19 pandemic.

When the COVID-19 crisis subsides, we expect our integrated marketing approach to help us to create and further enhance brand awareness of the Burger King brand in India. Prior to the COVID-19 crisis, growth in our brand awareness and loyalty directly impacted our number of footfalls by making customers aware of our product and promotions, which brought in new customers into our restaurants and kept our brand fresh in the minds of existing customers and drove same-store sales. The effectiveness of our advertising and marketing as well as our same-store sales have also historically been impacted by the advertising and marketing of our competitors, as well as competition generally on the basis of product and service quality, price and location. Future growth of our same-store sales will also depend on trends in consumer spending, demographics and general economic and market conditions in India. See "*—Consumer spending, demographics and general economic and market conditions in India*" on page 261.

However, a continuation or worsening of the COVID-19 crisis or unfavourable changes in macroeconomic conditions, demographic trends or consumer sentiment, or in other business and economic conditions affecting our customers, could result in a reduction in our same-store sales in some or all of our restaurants. In addition, there can be no assurances that our advertising and marketing of our products and promotions and our customer proposition will be successful or that our competitors will not be more effective in their advertising and marketing or in competing with our products and promotions. See "*Risk Factors--The outbreak of the 2019 novel coronavirus ("COVID-19") pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations and the timing of how long the COVID-19 pandemic and the related GoI measures will last is still uncertain*", "*—Our business may be adversely affected by changes in general macroeconomic and demographic factors in India*" on page 36, "*—Our marketing and advertising campaigns may not be effective in increasing our brand awareness and the effectiveness of our competitors' advertising and promotional programs could adversely affect our competitive position*" on page 31 and "*—The success of our business strategy depends on our ability*

to establish, deliver and maintain our value leadership strategy, the failure of which could have a material adverse effect on our business, results of operations and financial condition" on page 30.

Cost management

We actively manage our costs to drive cost efficiencies and achieve economies of scale through operational leverage throughout our business. Our cost of materials consumed was 38.34%, 36.60% and 36.09% as a percentage of our revenue from sale of food and beverages in Fiscal 2018, 2019 and 2020, respectively. In the six months ended September 30, 2020, our cost of materials consumed as a percentage of our revenue from sales of food and beverages was 36.52% as both our cost of materials consumed and revenue from sales of food and beverages decreased due to the decrease in business activity during the COVID-19 pandemic. Our vertically managed and scalable shared supply chain infrastructure gives us access to our third-party distributor's multiple warehousing space and extensive logistics network across the country, which gives us reach to support our penetration strategy in a cost effective manner and helps us to lower costs and achieve economies of scale through operational leverage, which we believe historically drove our gross margin in pre-COVID periods. Our arrangement with our third-party distributor has also historically helped us manage, plan and reduce our working capital requirements since our third-party distributor purchases from suppliers and holds the ingredients and packaging materials we require as its own inventory until it delivers the product to our restaurants.

As at March 31, 2018, 2019 and 2020, we were present in 28, 45 and 57 cities in India, respectively. As at September 30, 2020, the expansion of our restaurant network had slowed due to the COVID-19 crisis, but we were still present in 57 cities in India. During the pre-COVID period, as our number of restaurants grew using our cluster approach and penetration strategy, we were able to drive down our transportation costs, which are embedded in our cost of material consumed, since we were able to supply multiple restaurants at lower cost due to their proximity to each other and the distribution centres of our third-party distributor. The size of our restaurant network has also historically enabled us to enhance our purchasing power with our suppliers and obtain better pricing for the ingredients and packaging materials that we consume. We seek to optimize spending on ingredients, reduce our exposure to price fluctuations and contain supply chain costs through a variety of measures, including maintaining multiple suppliers for most of our key products, like vegetable and non-vegetable patties, sauces and dressings, all fresh produce and packaging materials, enhancing our buying power and enabling us to generate competitiveness among our suppliers with the aim of obtaining the best procurement price, and actively planning our network growth using our cluster approach and penetration strategy to reduce supply chain costs. We negotiate individually with suppliers at each level of our supply chain to ensure the lowest cost and best quality products can be procured. For a few select categories of ingredients, we also engage in strategic or long-term contracting, which helps us secure a pricing insulated from inflationary impacts. Although we cannot estimate the duration or future negative financial impact of the COVID-19 pandemic on our business, we expect our cost of materials consumed and supply chain costs to decrease to the extent our network grows and becomes more dense in the future once COVID-19 subsides. However, there can be no assurance that the COVID-19 crisis will not continue or worsen or that we will be successful in this strategy or that we will be able to manage our costs in a cost effective manner and achieve economies of scale through operational leverage throughout our business. See "*Risk Factors--The outbreak of the 2019 novel coronavirus ("COVID-19") pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations and the timing of how long the COVID-19 pandemic and the related GoI measures will last is still uncertain*", "*—We rely on a single third-party distributor for the purchase, supply and delivery of most of our ingredients and packaging materials and if we are required to source our ingredients or packaging materials from alternative distributors, deliveries to certain of our restaurants may be disrupted or delayed, which could adversely affect our operations and have an adverse effect on our business, results of operations and financial condition*" on page 26, "*—We are dependent on the adequate and timely delivery of quality ingredients, packaging materials and other necessary supplies and if our suppliers fail to provide us with sufficient quality and quantities of ingredients, packaging materials and other necessary supplies, our business, results of operations and financial condition could be adversely affected*" on page 33 and "*—Increasing cost of ingredients or packaging materials and other costs could adversely affect our profitability*" on page 34.

Consumer spending, demographics and general economic and market conditions in India

Historically key drivers of our growth have been consumer spending, demographics and general economic and market conditions in India. Prior to the COVID-19 crisis, the Indian eating out market was estimated to be ₹4,236 billion as at Fiscal 2020 and is currently expected to grow at a CAGR of 9% to reach ₹6,505 billion by Fiscal 2025. (Source: Technopak) The Chain QSR share of the Indian eating out market was 22% in Fiscal 2020 and is currently expected to grow at a CAGR of 23% by Fiscal 2025. (Source: Technopak) India remains an underpenetrated Chain QSR market with only 18 Chain QSR restaurants per one million residents in Fiscal 2020, as compared to 175 and 765 in China and the United States as at December 2019. (Source: Technopak) When the COVID-19 crisis subsides, we believe that the future growth of our business and our penetration of new markets through our cluster approach and penetration strategy to expanding our restaurant network will continue to be supported by further Chain QSR penetration into the Indian eating out market, as well as macroeconomic and demographic drivers that will be conducive to further market growth. A key long-term trend in India is the increasing nuclearization of families which has resulted in a fall in the average household size, resulting in 74% of households having five or less members according to the 2011 census compared to 65% in 2001, coupled with rising disposable income, which is expected to result in a larger number of urban household units that are pre-disposed to discretionary spending. (Source: Technopak) In addition, historically the overall size of India's workforce has been increasing driven in part by increased employment of women. In

2010, 106 million were employed in India, compared to 112 million in 2018. These factors have resulted in higher disposable incomes and driving demand for eating out with greater frequency. India is also expected to continue to experience increased urbanisation from 34.5% in Fiscal 2019 to 37.0% in Fiscal 2025, creating population concentrations, which facilitates growth of brand awareness and provides larger of numbers of consumers in the markets where our restaurants are located. At the same time, India continues to adopt lifestyles changes, such as changes in food habits and consumption patterns, as well as improved connectivity and mobility that lead to increases in eating out, ordering in, takeaway and delivery, increasing footfalls and sales in restaurants. Historically, a key driver of QSR growth has been investment in organised retail space. Before the COVID-19 pandemic, approximately 2 million square feet of mall space for expansion of the food services market in India's top seven cities was expected by Fiscal 2021. However, as a result of the COVID-19 crisis, future supply of available mall space has been disrupted due to the shortage of the required labour force and financial means, and the approximately 2 million square feet of available space is now expected by the end of Fiscal 2023. (Source: Technopak) We believe that once the COVID-19 crisis subsides, these macroeconomic and demographic factors will, in turn, be supported by growing infrastructure for the QSR format, which we believe will also facilitate the expansion of our restaurant network, the availability of locations for our restaurants and same-store sales growth. Further, the numbers of global food service suppliers setting up establishments in India has also increased historically, which pre-COVID-19 resulted in improvements in the back-end supply chain for QSR restaurants, including with respect to packaging materials, warehousing and logistics, which we expect to leverage in the future.

In addition, access to QSRs through delivery aggregators is increasing, which has led to an increase in delivery from US$4.7 billion in Fiscal 2016 to US$10.2 billion in Fiscal 2020. The impact of the COVID-19 crisis has increased this trend even more; before the pandemic, the overall food delivery market was expected to reach US$16.4 billion in Fiscal 2025, but it is now projected to reach US$18.1 billion in Fiscal 2025. (Source: Technopak) We believe the increased presence of delivery aggregators in India will have a significant impact on our business going forward. Delivery aggregators have increased and facilitated access to international QSR brands like us to more households across India, which has helped us to increase daily sales and same store sales at our restaurants. Through delivery aggregators and our own delivery platform, we have been able to leverage the fixed costs we have invested in our restaurants to generate more revenue by serving customers seeking delivery of our products.

Unfavourable changes in the above factors or in other business and economic conditions affecting our customers, such as a continuation or worsening of the COVID-19 crisis, could increase our costs, reduce customer footfalls in some or all of our restaurants or decrease average ticket price or impose practical limits on the pricing of our products, any of which could lower our gross margins or otherwise materially and adversely affect our business and operations. See "*Risk Factors – The outbreak of the 2019 novel coronavirus ("COVID-19") pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations and the timing of how long the COVID-19 pandemic and the related GoI measures will last is still uncertain*" on page 19 and " *– Our business may be adversely affected by changes in general macroeconomic and demographic factors in India"* on page 36.

Competition

We compete within the food service industry and the QSR sector not only for customers, but also for personnel and suitable sites for our restaurants. Our competitors include international QSR chains operating in India, such as McDonalds, KFC, Domino's Pizza, Subway and Pizza Hut, as well as local restaurants in the QSR industry. The QSR industry in India is competitive, and we generally compete on the basis of product and service quality and price, location. The industry is often also affected by various factors, including changes in consumer tastes, economic conditions, demographic and technological trends and consumer disposable income. Due to increased competition, we could experience downward pressure on prices, lower demand for our products, reduced margins, an inability to take advantage of new business opportunities, including finding suitable restaurant locations and a loss of market share.

Government regulations

As a preparer of food products for human consumption, we are subject to health, safety and environmental laws and regulations, including regulations promulgated and enforced by local, national and international authorities. These directives, laws and regulations relate to water discharges, air emissions, waste management, noise pollution and workplace and product health and safety and the use of plastics, among others. Health, safety and environmental legislation in India and elsewhere has tended to become broader and stricter, and enforcement has tended to increase over time. For example, as a part of a national campaign to get rid of plastic waste in India, in June 2019, the GoI announced its intention to eliminate single-use plastic by 2022. This required us to incur additional costs to adapt our operations and eliminate straws and lids from our products. In addition, due to the COVID-19 crisis, FSSAI has issued the FSSAI Guidelines with an intent to provide guidance to food businesses, including their personnel involved in handling of food and other employees to prevent spread of COVID-19 in the work environment and any incidental contamination of food/food packages. It also provides guidance in relation to operative mechanism such as establishment of an in-house emergency response team in large food businesses to deal with suspected infections effectively. It mandates that employers should have a COVID-19 screening protocol in place to screen all personnel entering the premise and have measures installed for hand hygiene and encourages the self-declaration of any symptoms of any respiratory illness before visiting the premises and the spreading of awareness of the disease, among others. If health, safety and environmental laws and regulations in India change or are further strengthened in the future, as a result of COVID-19 or

otherwise, the extent and timing of investments required to maintain compliance may differ from our internal planning and may limit the availability of funding for other investments. The costs of compliance with health, safety and environmental laws and regulations may continue to increase and it may not be possible for us to reflect these additional costs in the prices of our products or otherwise mitigate their impact, which may adversely affect our gross margins.

Royalties and store opening franchise fees

Our Company is required to pay a monthly royalty fee based on a percentage of sales from Burger King Restaurants (as calculated under our Master Franchise and Development Agreement). The monthly royalty fee ranges from 2.5% to 5% of sales from Burger King Restaurants (as calculated under our Master Franchise and Development Agreement), depending on the opening date of the restaurant. Our Company is also required to pay BK AsiaPac a non-refundable one-time fee upon the opening of each Burger King Restaurant of US$15,000, increasing to US$25,000 from the calendar years 2020 to 2022 and remaining at US$35,000 for all periods thereafter while the Master Franchise and Development Agreement remains in effect. Our Company is required to pay a renewal fee to BK AsiaPac upon issuance of any renewal unit addendum of a Burger King Restaurant; however, the renewal fee will not be higher than the maximum opening fee charged for Burger King Restaurants. In addition, we are required to contribute 5% of sales from Company-owned Burger King Restaurants (as calculated under our Master Franchise and Development Agreement) for marketing and advertising.

The Franchise Parties have entered into the Receivables Letter with BK AsiaPac with respect to overdue fees and expenses as a one-time accommodation, pursuant to which the Franchisee Parties are required to pay the aggregate amount of US$1,455,535 to BK AsiaPac in three instalments in the fourth quarter of Fiscal 2021. If the Franchisee Parties fail to pay to BK AsiaPac in full any relevant instalment due by the relevant payment date, such failure would constitute an event of default and entitle BK AsiaPac to such remedies as set out in the Master Franchise and Development Agreement, the Company Franchise Agreement and the Receivables Letter.

CRITICAL ACCOUNTING POLICIES

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, except where otherwise noted. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We evaluate these estimates on an on-going basis. We base our estimates on our historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying amount values of assets and liabilities that are not readily apparent from other sources.

We believe that application of the following critical accounting policies entails the most significant judgments and estimates used in the preparation of our financial statements.

SUMMARY OF CRITICAL ACCOUNTING POLICIES

Revenue recognition for sale of goods

We recognize revenue from sale of food and beverages through Company's owned stores and when the items are delivered to or carried out by customers. Goods and Services Tax ("**GST**") is excluded from revenue and revenue is net of GST.

Revenue recognition for revenue from sub franchisee operations

Revenue from sub franchisee operations includes one-time initial fees and royalty income on sales. One-time initial fees are non-refundable and are recognised over the term of contract. Royalty income on sales is recognised on an accrual basis based on the terms of the relevant agreement.

Property, plant and equipment

Property, plant and equipment ("**PPE**") are stated at the cost of acquisition, including incidental costs related to acquisition and installation, less accumulated depreciation and impairment loss, if any. Cost of acquisition comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use and initial estimate of restoration liabilities. Trade discounts and rebates are deducted for purposes of calculating the purchase price. The present value of the expected cost for restoration of a used asset is included in the cost of any such asset if the recognition criteria for a provision are met.

When significant parts of PPE are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognised from, and the cost of the new item of PPE is recognised on, the balance sheet. Further, if the replaced part was not depreciated separately, the cost of the replacement is used as an indication to determine the cost of the replaced part at the time it was acquired.

Depreciation is calculated using the straight line method on a pro-rata basis from the date of use of the relevant asset. The rates of depreciation are based on management's technical evaluation of the economic life of assets as set out below (noting the rates are equal to or greater than the corresponding rates prescribed in Schedule II to the Companies Act, 2013):

PPE	Economic Life
Leasehold improvement	Lower of 15 years or lease period
Furniture and fixtures	
Restaurants	8 years
Office	10 years
Restaurant equipment	
Kitchen equipment	10 years
Other equipment	5 years
Office equipment	5 years
Computers	3 years
Servers and networks	6 years
Vehicles	8 years

The useful lives, residual values and depreciation method of PPE are reviewed, and adjusted appropriately, at least as at each reporting date to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from the relevant assets. The effect of any change in the estimated useful lives, residual values and/or depreciation method are accounted prospectively, and accordingly the depreciation is calculated over the relevant asset's remaining revised useful life.

Gains or losses arising from disposal of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is disposed.

Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. The recoverable amount of an asset or cash generating unit ("**CGU**") is the higher of its (i) fair value less costs of disposal and (ii) value in use. The recoverable amount is determined for an individual asset unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, the Company takes into account recent market transactions. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and impairment loss, if any. An intangible asset is recognized where it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. The Company capitalises software costs where it is reasonably estimated that the software has an enduring useful life. The Company capitalises one-off initial franchisee fees paid in respect of the opening of each restaurant.

The useful lives of intangible assets are classified as finite or indefinite. The Company does not have intangible assets that are classified as having indefinite useful life.

Our intangible assets with finite lives are amortised on a straight line basis over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the intangible asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets are amortised on a straight line basis, with software being amortised for 5 years and franchise fees being amortised over the term of the Master Franchise Agreement.

Gains or losses arising from the de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is de-recognised.

Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, deferred lease components of security deposits and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Right-of-use leasehold restaurants and restaurant equipment are amortised over a period of lease term.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to April 1, 2016, the Company has determined whether the arrangement contains lease on the basis of facts and circumstances existing on the date of transition.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of restaurant and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment's that are low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense in statement of profit and loss.

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Retirement and other employee benefits

State governed Provident Fund and Employees State Insurance Corporation are considered as defined contribution plans and contributions thereto are charged to the statement of profit and loss for the year when an employee renders the related service. There are no other obligations, other than contribution payable to the respective funds.

Gratuity liability is a defined benefit scheme. The cost of providing benefits under a defined gratuity plan is determined on the basis of an actuarial valuation undertaken by an independent actuary on the projected unit credit method at the end of each financial year. Re-measurements, comprising of actuarial gains, are recognised immediately in the balance sheet with a corresponding charge or credit to retained earnings through other comprehensive income ("**OCI**") in the period in which they occur. For the purpose of presentation of defined benefit plan, allocation between short term and long term provision is made as determined by an actuary.

Accumulated leaves, which are expected to be utilised within the next 12 months, are treated as current employee benefit. The Company treats the entire leave as a current liability in the balance sheet, as it does not have an unconditional right to defer its settlement for 12 months after the reporting date. It is measured on the basis of an actuarial valuation done by an independent actuary on the projected unit credit method at the end of each financial year.

Share-based payments

Senior executives of the Company receive remuneration in the form of share-based payment, whereby employees render services as consideration for equity instruments (including equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model and is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company measures financial instruments at fair value at each balance sheet date. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through OCI, and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest ("**SPPI**")' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. For purposes of subsequent measurement, financial assets are classified in the following categories: Debt instruments at amortised cost; debt instruments at fair value through other comprehensive income ("**FVTOCI**"); debt instruments, derivatives and equity instruments at fair value through profit or loss ("**FVTPL**"); and equity instruments measured at FVTOCI.

Changes in Accounting Policies in the last three Financial Years

There have been no changes in the accounting policies of the Company during the last three financial years, except for with respect to Ind AS 115 "Revenue from Contracts with Customers" effective from April 1, 2018, which did not have a material impact on our restated financial statements, and Ind AS 116, which we adopted using the full retrospective method of adoption, with the date of initial application of April 1, 2019.

Ind AS 116

On March 30, 2019, the Ministry of Company Affairs ("**MCA**") notified that Ind AS 116 would be effective for accounting periods beginning on or after April 1, 2019. Our first quarterly interim financial statements for the year ending March 31, 2020 were the first financial statements that we issued in accordance with Ind AS 116. The new Ind AS standard requires lessees to recognise most leases on their balance sheets. Lessees must use a single accounting model for all leases, with limited exemptions. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. We adopted Ind AS 116 using the full retrospective method with an initial application date of April 1, 2019, but giving effect to the adoption of Ind AS 116 from April 1, 2016.

Upon adoption of Ind AS 116, we applied a single recognition and measurement approach for all leases to which we are a lessee, recognising the present value of the fixed minimum monthly guaranteed amount of our leases, initial direct costs incurred and deferred lease components of security deposits in relation to the relevant leases, as right-of-use assets on our balance sheet.

We also recognised the present value of the fixed minimum monthly guaranteed amount of our leases representing lease liabilities on our balance sheet.

The table below sets out the impact of adoption of Ind AS 116 as at March 31, 2018, March 31, 2019, March 31, 2020 and September 30, 2020 on the line items of our statement of assets and liabilities:

	As at March 31,			As at September 30,
	2018 (*in ₹ million*)	**2019 (*in ₹ million*)**	**2020 (*in ₹ million*)**	**2020 *(in ₹ million)***
Assets				
Right-of-use-assets	3,433.47	4,292.25	5,379.50	5,216.76
Other non-current assets and other current assets	(155.61)	(201.31)	(256.58)	(252.44)
Total Assets	**3,277.86**	**4,090.94**	**5,122.92**	**4,964.32**
Equity				
Retained Earnings	(422.38)	(649.26)	(854.55)	(918.74)
Total Equity	**(422.38)**	**(649.26)**	**(854.55)**	**(918.74)**
Liabilities				
Non-current lease liabilities	3,522.84	4,508.38	5,665.48	5,616.56
Current lease liabilities	177.40	231.82	311.99	266.49
Total liabilities	**3,700.24**	**4,740.20**	**5,977.47**	**5,883.05**

As per Ind AS 116, right of use assets are amortised over the term of lease which is accounted for as depreciation and amortisation expense.

Finance costs inherently embedded in lease liabilities are accounted for as finance costs.

Rent expense accounted as part of other expenses comprises the variable revenue-linked portion of rent relating to our leases and any indirect taxes on the fixed minimum monthly guaranteed amount and variable revenue-linked portion of rent of our restaurant leases.

The table below sets out the impact of adoption of Ind AS 116 for Fiscal 2018, 2019 and 2020 and the six months ended September 30, 2019 and September 30, 2020 on the line items of our statement of profit and loss:

	Fiscal Year			For the six months ended September 30,	
	2018 (*in ₹ million*)	**2019 (*in ₹ million*)**	**2020 (*in ₹ million*)**	**2019 (*in ₹ million*)**	**2020 (*in ₹ million*)**
Finance cost	366.51	462.01	585.33	273.18	323.16
Depreciation on right of use assets	332.90	427.33	540.69	253.33	298.29
Other expenses	(502.95)	(662.44)	(863.62)	(399.99)	(477.56)
Net impact	196.46	226.90	262.40	126.52	143.89

The table below sets out the impact of adoption of Ind AS 116 for Fiscal 2018, 2019 and 2020 and the six months ended September 30, 2019 and September 30, 2020 on the line items of our statement of cash flows:

	Fiscal Year			For the six months ended September 30,	
	2018 (*in ₹ million*)	**2019 (*in ₹ million*)**	**2020 (*in ₹ million*)**	**2019 (*in ₹ million*)**	**2020 (*in ₹ million*)**
Net cash flows generated from operating activities	484.30	639.30	895.35	440.95	247.89
Net cash flows used in financing activities	(484.30)	(639.30)	(895.35)	(440.95)	(247.89)

Company EBITDA, Company Adjusted EBITDA and Restaurant Adjusted EBITDA (Non-GAAP measure)

In this section we have presented our Restaurant EBITDA and the reconciliation of our Restaurant Adjusted EBITDA to Company Adjusted EBITDA and the reconciliation of our restated loss for the year/period to Company EBITDA and Company Adjusted EBITDA.

The table below sets out our Restaurant Adjusted EBITDA, which has been adjusted to remove the effects of our adoption of Ind AS 116, for the periods indicated.

Restaurant Adjusted EBITDA	**Fiscal Year**			**For the six months ended September 30,**	
	2018 (*in ₹ million*)	**2019 (*in ₹ million*)**	**2020 (*in ₹ million*)**	**2019 (*in ₹ million*)**	**2020 (*in ₹ million*)**
Revenue from sale of food and beverages	**3,752.00**	**6,285.86**	**8,353.23**	**4,193.70**	**1,346.93**
Less:					
Cost of materials consumed less Scrap Sales	1,429.93	2,282.28	2,985.26	1,494.28	487.40
Restaurant related expenses[(1)]	1,844.38	2,935.09	4,232.72	2,023.49	1,182.20
Mandatory advertising and marketing expenses (5% of sales from Company-owned Burger King Restaurants, as calculated under our Master Franchise and Development Agreement)[(2)]	188.53	314.72	419.14	210.46	67.57
Discretionary advertising and marketing expenses[(3)]	346.28	220.74	68.13	6.21	-
Discretionary advertising and marketing expenses as a % of Revenue from sale of food and beverages (%)	9.23%	3.51%	0.82%	0.15%	-
Restaurant Adjusted EBITDA	**(57.11)**	**533.02**	**647.98**	**459.26**	**(390.24)**

Notes:

(1) Restaurant related expenses includes employee benefit expense and other expenses in relation to our restaurant-level functions, which primarily include power and fuel expenses, royalties, operating supplies, repairs and maintenance, rental expenses, Commission and delivery expenses and IT-related expenses in relation to our restaurant-level functions. Restaurant related expenses have not been adjusted to remove the effects of our adoption of Ind AS 116, which in Fiscal 2018, 2019 and 2020 and the six months ended September 30, 2019 and September 30, 2020 included an adjustment on account of lease contract, which related to amounts corresponding to other expenses relating primarily to restaurant leases existing as at April 1, 2016. Upon adoption of Ind AS 116 by the Company, rent and repair and maintenance others under Other expenses are now recognised as finance costs and depreciation and amortisation expenses, for the Fiscal 2018, 2019 and 2020 and the six months ended September 30, 2019 and September 30, 2020 amounting to ₹502.95 million, ₹662.44 million, ₹863.62 million, ₹399.99 million and ₹477.56 million, respectively. In addition, deferred prepaid rent on security deposit of the Company ("**Deferred Prepaid Rent on Security Deposit**"), which related to amounts corresponding to portion of other expenses relating to amortisation of Deferred Prepaid Rent on Security Deposits paid to landlords, was recognised as right-of-use assets upon the adoption of Ind AS 116. The Deferred Prepaid Rent on Security Deposit for Fiscal 2018, 2019 and 2020 and the six months ended September 30, 2019 and September 30, 2020, amounts to ₹18.65 million, ₹23.17 million, ₹26.19 million, ₹11.99 million and ₹11.35 million respectively.

(2) Mandatory advertising and marketing expenses amounts to 5% of sales from Company-owned Burger King restaurants (as calculated under our Master Franchise and Development Agreement), which primarily includes revenue from sale of food and beverages and scrap sales, that we are required to spend on marketing and advertising under the terms of our Master Franchise and Development Agreement ("**Mandatory Advertising and Marketing Expenses**").

(3) Discretionary advertising and marketing expenses amount to all advertising and marketing expenses in excess of our Mandatory Advertising and Marketing Expenses that we have incurred in our initial set up years in order to continue to build brand awareness of the Burger King brand in India and promote the growth of our business.

The table below sets out a reconciliation of Restaurant Adjusted EBITDA to Company Adjusted EBITDA for the periods indicated.

Reconciliation of Restaurant Adjusted EBITDA to Company Adjusted EBITDA for the Year/Period	Fiscal Year			For the six months ended September 30,	
	2018 (*in ₹ million*)	2019 (*in ₹ million*)	2020 (*in ₹ million*)	2019 (*in ₹ million*)	2020 (*in ₹ million*)
Restaurant Adjusted EBITDA	**(57.11)**	**533.02**	**647.98**	**459.26**	**(390.24)**
Less:					
Corporate general and administration expenses[(1)]	361.42	398.87	**463.51**	**285.77**	**236.39**
Add:					
Revenue from sub franchisee operations[(2)]	13.67	16.44	**18.21**	**8.86**	**0.68**
Other operating income[(3)]	1.83	-	-	-	-
Company Adjusted EBITDA	**(403.04)**	**150.59**	**202.68**	**182.35**	**(625.95)**

Notes:

(1) Corporate general and administration expenses includes employee benefit expense and other expenses in relation to our corporate-level functions, which primarily include salaries, travel consultancy, housekeeping, rental and IT-related expenses in relation to our corporate-level functions in relation to our corporate-level functions.

(2) Revenue from sub franchise operations includes royalties received from our sub franchisees, including the royalties we pay to BK AsiaPac with respect to our sub-franchise arrangements under our Master Franchise and Development Agreement.

(3) Other operating income includes advertising and marketing support income not adjusted in calculating Restaurant Adjusted EBITDA.

The table below sets out a reconciliation of restated loss for the year/period to Company EBITDA and Company Adjusted EBITDA for the periods indicated.

Reconciliation of Restated Loss for the year/period to Company EBITDA and Company Adjusted EBITDA	Fiscal Year			For the six months ended September 30,	
	2018 (*in ₹ million*)	2019 (*in ₹ million*)	2020 (*in ₹ million*)	2019 (*in ₹ million*)	2020 (*in ₹ million*)
Restated loss for the year/period	**(822.32)**	**(382.79)**	**(765.70)**	**(174.28)**	**(1,189.46)**
Less:					
Other Income[(1)]	106.15	113.95	55.91	30.42	164.44
Add:					
Finance cost[(2)]	369.37	464.50	654.53	277.78	423.85
Depreciation and amortisation expense[(3)]	640.36	822.10	1,163.74	497.29	621.44
Exceptional items[(4)]	-	-	43.45	-	21.30
Lease concessions included in other income[(5)]	-	-	-	-	127.56
Company EBITDA	**81.26**	**789.86**	**1,040.11**	**570.37**	**(159.75)**
Add:					
Ind AS 116 adjustment on account of deferred rent on security deposit[(6)]	18.65	23.17	26.19	11.99	11.35
Less:					
Ind AS 116 adjustment on account of lease contract[(7)]	502.95	662.44	863.62	399.99	477.56
Company Adjusted EBITDA	**(403.04)**	**150.59**	**202.68**	**182.35**	**(625.95)**

Notes:

(1) Other income includes primarily mark-to market gains on financial investments we hold pending the deployment of capital in our business and our profits on the sale of such investments and non-recurring income resulting from the write-back of provisions in respect of prior year which we were able to recognise in Fiscal 2019.

(2) Finance cost includes finance costs for interest accrued on lease liabilities recognised as financial liabilities under Ind AS 116 with respect to the fixed minimum monthly guaranteed amount of our leases and site restoration, as well as finance costs in relation to our interest expense that we incurred in Fiscal 2020 and in the six months ended September 30, 2020 in relation to our credit facilities with ICICI Bank Limited. As of September 30, 2020, we had a principal amount of ₹2,007.68 million outstanding under these credit facilities. See "Financial Indebtedness".

(3) Depreciation and amortisation expense includes depreciation on right-of-use assets recognised under Ind AS 116 in respect of the fixed minimum monthly guaranteed amount of our leases, amortisation of deferred pre-paid rent on security deposits, and on leasehold improvements and plant and equipment; and amortisation of franchise rights and software.

(4) Exceptional items include write offs of food inventory and related commitments in Fiscal 2020 and in the six months ended September 30, 2020 due to the reduction in level of business activity due to COVID-19 pandemic crisis and since our inventory includes food items which are perishable and exceptional in nature.

(5) In accordance with MCA Notification, the Company has elected to apply the practical expedient of not assessing lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. As per the requirements of the MCA Notification, out of total lease concessions confirmed till September 30, 2020 of ₹218.31 million (including ₹62.17 million unconditional

lease concessions pertaining to subsequent periods), ₹90.75 million has been accounted under rent expenses (to the extent available) and balance of ₹127.56 million is reported under Other Income for the period ended September 30, 2020.

(6) Amounts corresponding to portion of other expenses relating to amortisation of deferred prepaid rent on security deposits paid to landlords, which upon the adoption of Ind AS 116 was recognised as right-of-use assets.

(7) Amounts corresponding to other expenses relating primarily to restaurant leases existing as at April 1, 2016, which upon the adoption of Ind AS 116, were recognised as finance expenses and depreciation and amortisation expenses.

Restaurant Adjusted EBITDA, Company Adjusted EBITDA and Company EBITDA data have been included as supplemental disclosure because we believe they are useful indicators of our operating performance and our unit economics. However, because Restaurant Adjusted EBITDA, Company Adjusted EBITDA and Company EBITDA are not determined in accordance with Ind AS, such measures are susceptible to varying calculations, and not all companies calculate the measures in the same manner. As a result, Restaurant Adjusted EBITDA, Company Adjusted EBITDA and Company EBITDA as presented may not be directly comparable to similarly titled measures presented by other companies.

These non-GAAP financial measures have limitations as analytical tools. Some of these limitations are: they do not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments; they do not reflect changes in, or cash requirements for, our working capital needs; although depreciation and amortisation are noncash charges, the assets being depreciated and amortised may change in the future, and these measures do not reflect any cash requirements for such changes; and other companies in our industry may calculate Restaurant Adjusted EBITDA, Company Adjusted EBITDA and Company EBITDA differently than we do, limiting their usefulness as a comparative measure. Because of these limitations, Restaurant Adjusted EBITDA, Company Adjusted EBITDA and Company EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with Ind AS.

RESULTS OF OPERATIONS

The table below sets forth our results of operation derived from our restated financial statements for Fiscal 2018, 2019 and 2020 and the six months ended September 30, 2019 and September 30, 2020, expressed in absolute terms and as a percentage of our revenue from sale of food and beverages in India for the periods indicated.

	Fiscal Year						**Six months ended September 30,**			
	2018		**2019**		**2020**		**2019**		**2020**	
	Amount (in ₹ million)	***As a percentage of revenue from sale of food and beverages (%)***	***Amount (in ₹ million)***	***As a percentage of revenue from sale of food and beverages (%)***	***Amount (in ₹ million)***	***As a percentage of revenue from sale of food and beverages (%)***	***Amount (in ₹ million)***	***As a percentage of revenue from sale of food and beverages (%)***	***Amount (in ₹ million)***	***As a percentage of revenue from sale of food and beverages (%)***
Income										
Revenue from sale of food and beverages	3,752.00	100.00	6,285.86	100.00	8,353.23	100.00	4,193.70	100.00	1,346.93	100.00
Revenue from sub-franchisee operations	18.78	0.50	22.93	0.36	29.51	0.35	14.01	0.33	0.68	0.05
Other operating income	10.44	0.28	18.56	0.30	29.64	0.35	15.55	0.37	4.49	0.33
Revenue from operations	3,781.22	100.78	6,327.35	100.66	8,412.38	100.71	4,223.26	100.70	1,352.10	100.38
Other income	106.15	2.83	113.95	1.81	55.91	0.67	30.42	0.73	164.44	12.21
Total Income	**3,887.37**	**103.61**	**6,441.30**	**102.47**	**8,468.29**	**101.38**	4,253.68	101.43	1,516.54	112.59
Expenses										
Cost of materials consumed	1,438.54	38.34	2,300.84	36.60	3,014.90	36.09	1,509.83	36.00	491.89	36.52
Employee benefits expense	704.30	18.77	968.59	15.41	1,365.03	16.34	703.06	16.76	517.11	38.39
Finance cost	369.37	9.84	464.50	7.39	654.53	7.84	277.78	6.62	423.85	31.47
Depreciation and amortisation expense	640.36	17.07	822.10	13.08	1,163.74	13.93	497.29	11.86	621.44	46.14
Other expenses	1,557.12	41.50	2,268.06	36.08	2,992.34	35.82	1,440.00	34.34	630.41	46.80
Total Expenses	**4,709.69**	**125.52**	**6,824.09**	**108.56**	**9,190.54**	**110.02**	4,427.96	105.59	2,684.70	199.32

	Fiscal Year						Six months ended September 30,			
	2018		2019		2020		2019		2020	
	Amount (in ₹ million)	*As a percentage of revenue from sale of food and beverages (%)*	*Amount (in ₹ million)*	*As a percentage of revenue from sale of food and beverages (%)*	*Amount (in ₹ million)*	*As a percentage of revenue from sale of food and beverages (%)*	*Amount (in ₹ million)*	*As a percentage of revenue from sale of food and beverages (%)*	*Amount (in ₹ million)*	*As a percentage of revenue from sale of food and beverages (%)*
Exceptional items[(1)]	-	-	-	-	43.45	0.52	-	-	21.30	1.58
Restated Loss for the year/period	**(822.32)**	**(21.92)**	**(382.79)**	**(6.09)**	**(765.70)**	**(9.17)**	(174.28)	(4.16)	(1,189.46)	(88.31)

Notes:

(1) Exceptional items include write offs of food inventory and related commitments in Fiscal 2020 and in the six months ended September 30, 2020 due to the reduction in level of business activity due to COVID-19 crisis and since our inventory includes food items which are perishable and exceptional in nature.

PRINCIPAL COMPONENTS OF STATEMENT OF PROFIT AND LOSS

Income

Our income includes the following:

Revenue from operations: Our revenue from operations comprises revenue from sale of food and beverages, revenue from sub franchisee operations and other operating income.

- Our revenue from sale of food and beverages comprises revenue from sale of food and beverages through the restaurants we operate, net of taxes. It does not include sales through restaurants operated by our sub franchisees.
- Revenue from sub franchisee operations primarily includes royalties received from our sub franchisees; and
- Other operating income primarily includes income from scrap sales, which comprises income from the sale of by-products of our restaurant operations such as used oil and cartons.

The table below sets forth a breakdown of our revenue from operations for Fiscal 2018, 2019 and 2020 and the six months ended September 30, 2019 and September 30, 2020, expressed in absolute terms and as a percentage of our revenue from sale of food and beverages in India for the periods indicated.

	Fiscal Year						Six months September 30,			
	2018		2019		2020		2019		2020	
	Amount (in ₹ million)	*As a percentage of revenue from sale of food and beverages (%)*	*Amount (in ₹ million)*	*As a percentage of revenue from sale of food and beverages (%)*	*Amount (in ₹ million)*	*As a percentage of revenue from sale of food and beverages (%)*	*Amount (in ₹ million)*	*As a percentage of revenue from sale of food and beverages (%)*	*Amount (in ₹ million)*	*As a percentage of revenue from sale of food and beverages (%)*
Revenue from operations										
Revenue from sale of food and beverages	3,752.00	100.00	6,285.86	100.00	8,353.23	100.00	4,193.70	100.00	1,346.93	100.00
Revenue from sub franchisee operations	18.78	0.50	22.93	0.36	29.51	0.35	14.01	0.33	0.68	0.05
Other operating income	10.44	0.28	18.56	0.30	29.64	0.35	15.55	0.37	4.49	0.33
Total revenue from operations	**3,781.22**	**100.78**	**6,327.35**	**100.66**	**8,412.38**	**100.71**	4,223.26	100.70	1,352.10	100.38

Other income: Our other income primarily includes mark-to-market gains on financial investments we hold pending the deployment of capital in our business, profits on the sale of such investments and non-recurring income resulting from the write-back of provisions no longer required and gain on account of termination of lease**.**

Expenses

Cost of materials consumed: Our cost of materials consumed primarily includes the cost of food, beverages and condiments and paper and packing materials.

- Our cost of food, beverages and condiments primarily includes vegetarian and non-vegetarian patties, buns, french fries, vegetables, other chicken products, beverages and desserts, that we source for our products and related transportation and distribution costs.

- Cost of paper and packaging material includes the cost of paper and packaging for our products, and related transportation and distribution costs.

Under our arrangements with our third-party distributor, the third-party distributor purchases and owns inventory, which accounts a substantial portion of the food, beverages, condiments, paper and packaging that we consume at our restaurants until delivered. The prices we pay to our third-party distributor for supply of materials include the cost of transportation and distribution up to our restaurants; however, the entire cost we pay to our third-party distributor for these purchases are recorded as cost of materials consumed and the transportation and distribution costs are not recorded separately.

The prices for certain products that we purchase directly from suppliers and not through our third-party distributor also include primary transportation and distribution costs, which are recorded as cost of materials consumed and not recorded separately.

The table below sets forth a breakdown of our cost of materials consumed for Fiscal 2018, 2019 and 2020 and the six months ended September 30, 2019 and September 30, 2020, expressed in absolute terms and as a percentage of our revenue from sale of food and beverages in India for the periods indicated.

	Fiscal Year						**Six months ended September 30,**			
	2018		**2019**		**2020**		**2019**		**2020**	
	Amount (in ₹ million)	***As a percentage of revenue from sale of food and beverages (%)***	***Amount (in ₹ million)***	***As a percentage of revenue from sale of food and beverages (%)***	***Amount (in ₹ million)***	***As a percentage of revenue from sale of food and beverages (%)***	***Amount (in ₹ million)***	***As a percentage of revenue from sale of food and beverages (%)***	***Amount (in ₹ million)***	***As a percentage of revenue from sale of food and beverages (%)***
Cost of materials consumed										
Food, beverages and condiments	1,309.22	34.89	2,091.77	33.28	2,793.00	33.44	1,384.54	33.01	446.93	33.18
Paper and packaging material	129.32	3.45	209.07	3.33	221.90	2.66	125.29	2.99	44.96	3.34
Total cost of materials consumed	**1,438.54**	**38.34**	**2,300.84**	**36.60**	**3,014.90**	**36.09**	1,509.83	36.00	491.89	36.52

Employee benefits expense: Our employee benefits expense includes salaries, wages and bonuses paid to employees, contributions to provident other funds (net of government grants), employee stock compensation expense in connection with our employee stock option plan, gratuity expense in connection with our defined employee benefit scheme, and staff welfare expense.

Finance cost: Our finance cost primarily includes the notional finance costs we incur in respect of the lease liabilities we recognize in respect of the fixed minimum monthly guaranteed amount of our restaurant leases under Ind AS 116. We did not incur any finance cost with respect to indebtedness for borrowed money for Fiscal 2018 and 2019; however, on August 8, 2019, we entered into credit facilities with ICICI Bank Limited, which, as subsequently amended, are for total sanctioned amount of ₹2,400 million. We recognised finance cost in relation to our interest expense on that loan in Fiscal 2020 and in the six months ended September 30, 2020, and expect to recognise finance cost in relation to our interest expense on that loan and any other indebtedness we incur in future periods. As of September 30, 2020, we had a principal amount of ₹2,007.68 million outstanding under these credit facilities. See "Financial Indebtedness".

Depreciation and amortisation expense: Our depreciation and amortisation expense includes depreciation on the right-of-use assets we recognize in respect of the fixed minimum monthly guaranteed amount of our restaurant leases under Ind AS 116, and on leasehold improvements and plant and equipment at our restaurants, and amortisation of our franchise rights and software.

Other expenses: Other expenses primarily include advertising and marketing expenses, the cost of the power and fuel that we consume to operate our restaurants, rent, commission and delivery expenses with respect to delivery business, the royalty fees that we pay under the Master Franchise and Development Agreement, and repairs and maintenance relating to our restaurants.

Prior to the adoption of Ind AS 116, our rent expenses comprised the fixed minimum monthly guaranteed amounts we paid in relation to our restaurant leases, the variable revenue-linked portion of rent we paid based on a percentage of revenue generated by the relevant restaurants, indirect taxes (to the extent credit not available) on both portions of rent and amortisation of the deferred lease component of security deposits. Historically during pre-COVID-19 periods, as our restaurants matured and we achieved higher same-store sales in Fiscal 2018 and 2019, percentage of contractual rent owed under our restaurant leases decreased, while our revenue from sale of food and beverages increased. In Fiscal 2018 and 2019, our rent prior to Ind AS 116 was ₹582.48 million and ₹873.55 million, respectively, while our revenue from sale of food and beverages was ₹3,752.00 million and ₹6,285.86 million, respectively.

In accordance with MCA Notification, the Company has elected to apply the practical expedient of not assessing lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. As per the requirements of the MCA Notification, out of total lease concessions confirmed till September 30, 2020 of ₹218.31 million (including ₹62.17 million unconditional lease concessions pertaining to subsequent periods), ₹90.75 million has been accounted under rent expenses (to the extent available) and balance of ₹127.56 million is reported under Other Income for the period ended September 30, 2020.

Six Months ended September 30, 2020 compared to Six Months ended September 30, 2019

Income

Our total income decreased by ₹2,737.14 million, or 64.35%, from ₹4,253.68 million in the six months ended September 30, 2019 to ₹1,516.54 million in the six months ended September 30, 2020, primarily due to the impact of the COVID-19 crisis and the temporary closure of a number of our restaurants across India due to the lockdown related restrictions on our business operations commencing from at end of Fiscal 2020, as well as reduced store-level operations, including reduced operating hours and dining closures in line with GoI guidelines, which resulted in a significant decrease in customer footfalls at our restaurants given the lockdown, a significant decrease in same-store sales and a significant slowdown in the growth of our restaurant network.

Revenue from sale of food and beverages

Our revenue from sale of food and beverages decreased by ₹2,846.77 million, or 67.88%, from ₹4,193.70 million in the six months ended September 30, 2019 to ₹1,346.93 million in the six months ended September 30, 2020. The significant decrease in our revenue from sale of food and beverages was primarily driven by the temporary closures of a large number of our restaurants during the six months ended September 30, 2020 compared to the six months ended September 30, 2019 and a significant slowdown in the expansion of our restaurant network due to our ability to open new restaurants and expand our restaurant network being temporarily adversely affected as a result of the COVID-19 pandemic, as well as reduced operating hours and dining-room closures in accordance with GoI guidelines. Our same-store sales decreased by 56.90% in the six months ended September 30, 2020 compared to growing by 9.98% in the six months ended September 30, 2019 as a result of reduced customer footfalls at our restaurant outlets given the lockdown and related measures imposed by the GoI. As at September 30, 2020, we had 253 Company-owned Burger King Restaurants with a presence in 57 cities across India compared to 252 Company-owned Burger King Restaurants in 57 cities as at March 31, 2020. As at September 30, 2020, we had 226 restaurants that were operational compared to 59 operational restaurants as at March 31, 2020.

Revenue from sub franchisee operations

Our revenue from sub franchisee operations decreased by ₹13.33 million, or 95.15%, from ₹14.01 million in the six months ended September 30, 2019 to ₹0.68 million in the six months ended September 30, 2020, driven by significantly lower royalties received in respect of existing sub franchisee-operated restaurants, which were all temporarily closed during the six months ended September 30, 2020 due to the impact of the COVID-19 pandemic and GoI measures to reduce the spread of COVID-19 at transit locations, such as airports. As at September 30, 2020, we had sub-franchised eight restaurants, seven of which were temporarily closed due to being located at transit locations.

Other income

Our other income increased by ₹134.02 million from ₹30.42 million in the six months ended September 30, 2019 to ₹164.44 million in the six months ended September 30, 2020, primarily due to a ₹127.56 million from lease concessions that resulted

from renegotiations of certain of our leases with our landlords, which resulted in additional liquidity in the six months ended September 30, 2020 compared to the six months ended September 30, 2019, as well as an increase in interest income on fixed deposits, which was partially offset by a decrease in gain on termination of lease, since no leases were terminated before the end of their terms in the six months ended September 30, 2020, and a decrease in profit on sale of investments, since the funds previously held for investments were used for operational expenditures during the six months ended September 30, 2020.

Expenses

Our total expenses decreased by ₹1,743.26 million, or 39.37%, from ₹4,427.96 million in the six months ended September 30, 2019 to ₹2,684.70 million in the six months ended September 30, 2020, primarily due to the decreased scale of our restaurant operations during the COVID-19 pandemic. As at September 30, 2020, we had 226 restaurants that were operational compared to 59 operational restaurants as at March 31, 2020 and 209 operational restaurants as at September 30, 2019.

Cost of materials consumed and gross margins

Our cost of materials consumed decreased by ₹1,017.94 million, or 67.42%, from ₹1,509.83 million in the six months ended September 30, 2019 to ₹491.89 million in the six months ended September 30, 2020, primarily due to decreased food and beverage sales as a result of the temporary closure of a number of our restaurants across India commencing from the end of Fiscal 2020, as well as reduced store-level operations, including reduced operating hours and dining-room closures in line with GoI guidelines.

- *Food, beverage and condiments consumed*

  Our food, beverages and condiments consumed decreased by ₹937.61 million, or 67.72%, from ₹1,384.54 million in the six months ended September 30, 2019 to ₹446.93 million in the six months ended September 30, 2020. Our food, beverages and condiments consumed as a percentage of our revenue from sale of food and beverages increased slightly to 33.18% in the six months ended September 30, 2020 compared to 33.01% in the six months ended September 30, 2019 as consumption of food, beverages and condiments decreased in line with the decrease in our revenue from the sale of food and beverages during the same period.

- *Paper and packaging material consumed*

  Our paper and packaging material consumed decreased by ₹80.33 million, or 64.12%, from ₹125.29 million in the six months ended September 30, 2019 to ₹44.96 million in the six months ended September 30, 2020. Our paper and packaging material as a percentage of revenue from sale of food and beverages increased to 3.34% in the six months ended September 30, 2020 compared to 2.99% in the six months ended September 30, 2019 primarily due to additional costs associated with development of modified packaging to cater to the increase in delivery customers and customers opting for take-away in restaurants in the six months ended September 30, 2020.

Our gross margin percentage decreased to 63.81% in the six months ended September 30, 2020 compared to 64.37% in the six months ended September 30, 2019 primarily due to our more limited means of achieving economies of scale through operational leverage with respect to our cost of materials consumed and increased purchasing power due to the significant slowdown in the expansion of our restaurant network during the COVID-19 pandemic, as well as increased costs incurred in connection with the COVID-19 pandemic.

The table below sets forth our gross margins for the six months ended September 30, 2019 and September 30, 2020.

Computation of Gross Margin	**Six months ended September 30,**	
	2019 *(in ₹ million)*	**2020** *(in ₹ million)*
Revenue from sale of food and beverages (A)	**4,193.70**	**1,346.93**
Cost of materials consumed (B)	**1,509.83**	**491.89**
Less:		
Scrap sales (C)	**15.55**	**4.49**
Net cost (D = B – C)	**1,494.28**	**487.40**
Gross margin (E = A – D)	**2,699.42**	**859.53**
Gross margin (%) (F = E/A)	**64.37**	**63.81**

Employee benefits expense

Our employee benefits expense decreased by ₹185.95 million, or 26.45%, from ₹703.06 million in the six months ended September 30, 2019 to ₹517.11 million in the six months ended September 30, 2020, primarily due to a decrease in the number of our employees from 6,141 as at March 31, 2020 to 4,836 as at September 30, 2020 as a result of attrition resulting from certain employees (especially restaurant staff) returning to and remaining in their hometowns as a result of the COVID-19 crisis and redundancies of certain employees, as well as temporary reductions in the salaries of senior management and certain other

support centre employees during the COVID-19 crisis. Our employees benefits expense as a percentage of our revenue from sale of food and beverages increased to 38.39% in the six months ended September 30, 2020 compared to 16.76% in the six months ended September 30, 2019, primarily as a result of us incurring employee benefit expense while our revenue was reduced during COVID-19.

Finance cost

Our finance cost increased by ₹146.07 million, or 52.58%, from ₹277.78 million in the six months ended September 30, 2019 to ₹423.85 million in the six months ended September 30, 2020, primarily as a result of our notional finance costs for lease liabilities we recognize in respect of our restaurant leases under Ind AS 116 and changes in the discounting rate for these new restaurants based on tenure of the lease, which we applied to determine our notional finance costs, as well as finance costs in relation to our interest expense that we incurred in the six months ended September 30, 2020 in relation to our credit facilities with ICICI Bank Limited, which, as subsequently amended, are for total sanctioned amount of ₹2,400 million, of which ₹2,007.68 million was outstanding as of September 30, 2020. The non-current borrowings outstanding as at September 30, 2020 was ₹1,759.93 million, net of unamortised processing fees of ₹24.25 million and current maturities of non-current borrowings was ₹25.82 million, for six-month period ended September 30, 2020 in accordance with Ind AS 109 – "Financial Instruments" and ₹197.29 million outstanding bank overdraft as at September 30, 2020.

Depreciation and amortisation expense

Our depreciation and amortisation expense increased by ₹124.154 million, or 24.97%, from ₹497.29 million in the six months ended September 30, 2019 to ₹621.44 million in the six months ended September 30, 2020, primarily due to depreciation of the right-of-use assets we recognize in respect of our restaurant leases under Ind AS 116 and on leasehold improvements and plant and equipment at our restaurants and amortisation of our franchise rights and software. Our depreciation and amortisation expense as a percentage of our revenue from sale of food and beverages increased to 46.14% in the six months ended September 30, 2020 compared to 11.86% in the six months ended September 30, 2019, primarily due to the significant decrease in revenue from sale of food and beverages.

Other expenses

Our other expenses decreased by ₹809.59 million, or 56.22%, from ₹1,440.00 million in the six months ended September 30, 2019 to ₹630.41 million in the six months ended September 30, 2020, primarily due to decreases in power and fuel costs, advertising and marketing expenses, commission and delivery expenses, rent and royalty fees. Our other expenses as a percentage of our revenue from sale of food and beverages increased to 46.80% in the six months ended September 30, 2020 compared to 34.34% in the six months ended September 30, 2019.

- *Power and fuel costs*

  Our power and fuel costs decreased by ₹166.62 million, or 46.54%, from ₹358.04 million in the six months ended September 30, 2019 to ₹191.42 million in the six months ended September 30, 2020, primarily due to the temporary closures of certain of our restaurants due to COVID-19 and reduced operating hours. Our power and fuel costs as a percentage of our revenue from sale of food and beverages increased to 14.21% in the six months ended September 30, 2020 compared to 8.54% in the six months ended September 30, 2019 primarily due to reduction in revenue from sale of food and beverages.

- *Advertising and marketing expenses*

  Our advertising and marketing expenses decreased by ₹149.10 million, or 68.81%, from ₹216.67 million in the six months ended September 30, 2019 to ₹67.57 million in the six months ended September 30, 2020, primarily due to a decrease in advertising and marketing due to the reduction in our operations due to COVID-19. Our advertising and marketing expenses as a percentage of our revenue from sale of food and beverages decreased slightly to 5.02% in the six months ended September 30, 2020 compared to 5.17% in the six months ended September 30, 2019.

- *Commission and delivery expenses*

  Our commission and delivery expenses decreased by ₹66.22 million, or 31.05%, from ₹213.29 million in the six months ended September 30, 2019 to ₹147.07 million in the six months ended September 30, 2020, primarily due to overall decreased delivery sales during the COVID-19 pandemic. Our commission and delivery expenses as a percentage of our revenue from sale of food and beverages increased to 10.92% in the six months ended September 30, 2020 compared to 5.09% in the six months ended September 30, 2019 as delivery sales constituted an increasing portion of our food and beverage sales, in particular during the COVID-19 pandemic, when dine-in services were restricted and in addition, due to reduction in revenue from sale of food and beverages.

- *Rent*

  Our rent cost decreased by ₹197.83 million, or 100.00%, from ₹197.83 million in the six months ended September 30, 2019 to nil in the six months ended September 30, 2020, primarily due to rent relief negotiations pursuant to which we arrived at negotiated agreements with respect to reductions in rent and our rental obligations during the COVID-19 pandemic with a majority of our landlords. In accordance with the MCA Notification, the Company has elected to apply the practical expedient of not assessing the lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. In accordance with MCA Notification, the Company has elected to apply the practical expedient of not assessing lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. As per the requirements of the MCA Notification, out of total lease concessions confirmed till September 30, 2020 of ₹218.31 million (including ₹62.17 million unconditional lease concessions pertaining to subsequent periods), ₹90.75 million has been accounted under rent expenses (to the extent available) and balance of ₹127.56 million is reported under Other Income for the period ended September 30, 2020. As of September 30, 2020, we had a total of ₹286.58 million in outstanding rental payments to landlords..

- *Royalty fees*

  Our royalty fees decreased by ₹126.46 million, or 75.77%, from ₹166.90 million in the six months ended September 30, 2019 to ₹40.44 million in the six months ended September 30, 2020, primarily due to having opened fewer restaurants in the six months ended September 30, 2020 compared to the six months ended September 30, 2019. Our royalty fees as a percentage of our revenue from sale of food and beverages decreased to 3.00% in the six months ended September 30, 2020 compared to 3.98% in the six months ended September 30, 2019.

Fiscal Year 2020 compared to Fiscal Year 2019

Total Income

Our total income increased by ₹2,026.99 million, or 31.47%, from ₹6,441.30 million in Fiscal 2019 to ₹8,468.29 million in Fiscal 2020, primarily due to the increase in the number of our Company-owned Burger King Restaurants during most of Fiscal 2020.

Revenue from sale of food and beverages

Our revenue from sale of food and beverages increased by ₹2,067.37 million or 32.89%, from ₹6,285.86 million in Fiscal 2019 to ₹8,353.23 million in Fiscal 2020. The increase in our revenue from sale of food and beverages was primarily driven by a 39.23% increase in the number of our Company-owned Burger King Restaurants from 181 as at March 31, 2019 to 252 as at March 31, 2020, giving us a presence in 57 cities across India as of March 31, 2020, as compared to 45 cities as of March 31, 2019. For the first nine months of Fiscal 2020, our same-store sales grew by 6.11%, driven by our continued marketing efforts to establish ourselves as the value leader in the Indian QSR industry, as well as other new product promotions, such as on hash browns, egg burgers, wraps, rice bowls and BK® Fried Chicken products, and increased delivery sales. However, COVID-19 and the related lockdown in the end of Fiscal 2020 and other GoI guidelines to reduce the spread of COVID-19 resulted in our same store sales decreasing 0.30% in Fiscal 2020 as compared to March 31, 2019.

Revenue from sub franchisee operations

Our revenue from sub franchisee operations increased by ₹6.58 million, or 28.70%, from ₹22.93 million in Fiscal 2019 to ₹29.51 million in Fiscal 2020, primarily driven by royalties received in respect of existing sub franchisee-operated restaurants. Two new sub franchisee-operated restaurants were opened during Fiscal 2020, one in Forum Shantiniketan Mall in Bangalore and one in Hyderabad International Airport. As at March 31, 2020, we had eight Sub-Franchised Burger King Restaurants.

Other income

Our other income decreased by ₹58.04 million, or 50.93%, from ₹113.95 million in Fiscal 2019 to ₹55.91 million in Fiscal 2020, primarily due to the prior-year effect of non-recurring income resulting from provision write back of ₹64.92 million in Fiscal 2019 that was no longer required in Fiscal 2020. We also had decreases in gains and profits from investments, since the funds previously held for investments were used for capital expenditures in Fiscal 2020. The decrease was partially offset by a gain on remeasurement of lease that resulted from renegotiations of certain of our leases with respect to the terms of our leases with our landlords in March 2020.

Expenses

Our total expenses increased by ₹2,366.45 million, or 34.68%, from ₹6,824.09 million for Fiscal 2019 to ₹9,190.54 million for Fiscal 2020, primarily due to the increased scale of our restaurant operations in Fiscal 2020.

Costs of materials consumed and gross margins

Our costs of materials consumed increased by ₹714.06 million, or 31.03%, from ₹2,300.84 million for Fiscal 2019 to ₹3,014.90 million for Fiscal 2020, primarily due to increased food and beverage sales.

- *Food, beverages and condiments consumed*

  Our food, beverages and condiments consumed increased by ₹701.23 million, or 33.52%, from ₹2,091.77 million for Fiscal 2019 to ₹2,793.00 million for Fiscal 2020. Our food, beverages and condiments consumed as a percentage of our revenue from sales of food and beverages increased slightly to 33.44% in Fiscal 2020 compared to 33.28% in Fiscal 2019.

- *Paper and packaging material consumed*

  Our paper and packaging material increased by ₹12.83 million, or 6.14%, from ₹209.07 million for Fiscal 2019 to ₹221.90 million for Fiscal 2020. Our paper and packaging material as a percentage of our revenue from sales of food and beverages decreased to 2.66% in Fiscal 2020 compared to 3.33% in Fiscal 2019.

In Fiscal 2020, we continued to pursue our cluster approach and penetration strategy up until end of Fiscal 2020 when the COVID-19 crisis started to impact our business significantly. During Fiscal 2020, we believe our cluster approach and penetration strategy enabled us to achieve economies of scale through operational leverage with respect to our cost of materials consumed through our third-party distributor's logistical infrastructure. We also continued to enjoy the effects of our increased purchasing power from our direct and indirect suppliers during Fiscal 2020.

Our gross margin percentage increased to 64.26% in Fiscal 2020 compared to 63.69% in Fiscal 2019.

The table below sets forth our gross margins for Fiscal 2020 and Fiscal 2019.

Computation of Gross Margin	**Fiscal year**	
	2019	**2020**
	(in ₹ million)	***(in ₹ million)***
Revenue from sale of food and beverages (A)	**6,285.86**	**8,353.23**
Cost of materials consumed (B)	2,300.84	**3,014.90**
Less:		
Scrap sales (C)	18.56	**29.64**
Net cost (D = B – C)	**2,282.28**	**2,985.26**
Gross margin (E = A – D)	**4,003.58**	**5,367.97**
Gross margin (%) (F = E/A)	**63.69**	**64.26**

Employee benefits expense

Our employee benefits expense increased by ₹396.44 million, or 40.93%, from ₹968.59 million for Fiscal 2019 to ₹1,365.03 million for Fiscal 2020, primarily due to an increase in the number of our employees from 4,854 as at March 31, 2019 to 6,141 as at March 31, 2020. Our employee benefits expense as a percentage of our revenue from sales of food and beverages increased to 16.34% in Fiscal 2020 compared to 15.41% in Fiscal 2019, primarily as a result of the expansion of our restaurant network, the establishment of our sixth cluster in the Kolkata and Odisha region, increase in our employees and the related payments to them and one-time expenses in relation to ESOS 2015.

Finance cost

Our finance cost increased by ₹190.03 million, or 40.91%, from ₹464.50 million for Fiscal 2019 to ₹654.53 million for Fiscal 2020, primarily as a result of an increase in our notional finance costs for lease liabilities we recognize in respect of our restaurant leases under Ind AS 116, which increased due to new restaurant openings, and changes in the discounting rate for these new restaurants based on tenure of the lease, which we applied to determine our notional finance costs, as well as finance costs in relation to our interest expense that we incurred in the year ended March 31, 2020 in relation to our credit facilities with ICICI Bank Limited, which, as subsequently amended, are for total sanctioned amount of ₹2,400 million, of which ₹2,007.29 million was outstanding as of March 31, 2020. The non-current borrowings outstanding as at March 31, 2020 was ₹ 1,787.87 million, net of unamortised processing fees of ₹ 22.13 million, in accordance with Ind AS 109 – "Financial Instruments" and ₹197.68 million outstanding bank overdraft as at March 31, 2020.

Depreciation and amortisation expense

Our depreciation and amortisation expense increased by ₹341.64 million, or 41.56%, from ₹822.10 million for Fiscal 2019 to ₹1,163.74 million for Fiscal 2020, primarily due to the increase in the number of our Company-owned Burger King Restaurants

in connection with the expansion of our restaurant network, depreciation of the right-of-use assets we recognize in respect of our restaurant leases under Ind AS 116 and on leasehold improvements and plant and equipment at our restaurants and amortisation of our franchise rights and software. Our depreciation and amortisation expenses as a percentage of our revenue from sale of food and beverages increased to 13.93% in Fiscal 2020 compared to 13.08% in Fiscal 2019.

Other expenses

Our other expenses increased by ₹724.28 million, or 31.93%, from ₹2,268.06 million for Fiscal 2019 to ₹2,992.34 million for Fiscal 2020, primarily due to increases in power and fuel costs, commission and delivery expenses, rent and royalty. Our other expenses as a percentage of our revenue from sale of food and beverages decreased to 35.82% in Fiscal 2020 compared to 36.08% in Fiscal 2019 as we continued to increase our operating leverage through the growth of our restaurant operations in Fiscal 2020.

- *Power and fuel*

  Our power and fuel costs increased by ₹231.44 million, or 49.01%, from ₹472.26 million for Fiscal 2019 to ₹703.70 million for Fiscal 2020, primarily due to the increased number of Company-owned Burger King Restaurants, the variable component of fuel costs associated with food sales , in particular with respect to new products and day parts, such as breakfast and late night, that we introduced, and annual inflation on rates of electricity. Our power and fuel costs as a percentage of our revenue from sale of food and beverages increased to 8.42% in Fiscal 2020 compared to 7.51% in Fiscal 2019.

- *Advertising and marketing expenses*

  Our advertising and marketing expenses decreased by ₹48.18 million, or 9.00%, from ₹535.46 million for Fiscal 2019 to ₹487.28 million for Fiscal 2020, primarily due to lower spending on discretionary marketing expenses, notwithstanding certain new product launches, promotions on television and continued participation in the sponsorship of the Mumbai Indians during the Indian Premier League. Our advertising and marketing expenses as a percentage of our revenue from sale of food and beverages decreased to 5.83% in Fiscal 2020 compared to 8.52% in Fiscal 2019 primarily due to increased food and beverage sales.

- *Commission and delivery expenses*

  Our commission and delivery expenses increased by ₹164.71 million, or 56.02%, from ₹294.00 million for Fiscal 2019 to ₹458.71 million for Fiscal 2020, primarily due to overall increased delivery sales. Our commission and delivery expenses as a percentage of our revenue from sale of food and beverages increased to 5.49% in Fiscal 2020 compared to 4.68% in Fiscal 2019 as delivery sales, particularly through delivery aggregators, accounted for an increasing proportion of our total sales of food and beverages and as we continued to increase our operating leverage through the growth of our restaurant operations in Fiscal 2020.

- *Rent*

  Our rent cost increased by ₹111.09 million, or 41.21%, from ₹269.60 million for Fiscal 2019 to ₹380.69 million for Fiscal 2020, primarily due to the variable, revenue-linked contractual rent we pay on our restaurant leases, plus GST on the fixed minimum monthly guaranteed amount under our leases that has been categorized as right-of-use assets under Ind AS 116. Our rent costs as a percentage of our revenue from sale of food and beverages increased to 4.56% in Fiscal 2020 compared to 4.29% in Fiscal 2019.

- *Royalty fees*

  Our royalty fees increased by ₹107.50 million, or 45.58%, from ₹235.86 million for Fiscal 2019 to ₹343.36 million for Fiscal 2020, primarily due to increased revenue from operations. Our royalty fees as a percentage of our revenue from sale of food and beverages increased to 4.11% in Fiscal 2020 compared to 3.75% in Fiscal 2019 as the proportional revenue contribution from newer restaurants, which are subject to higher royalty rates capped at 5% under the terms of the Master Franchise and Development Agreement, continued to increase in Fiscal 2020.

Fiscal Year 2019 compared to Fiscal Year 2018

Total Income

Our total income increased by ₹2,553.93 million, or 65.70%, from ₹3,887.37 million in Fiscal 2018 to ₹6,441.30 million in Fiscal 2019, primarily due to significant same-store sales growth, as well as increase in the number of our Company-owned Burger King Restaurants.

Revenue from sale of food and beverages

Our revenue from sale of food and beverages increased by ₹2,533.86 million or 67.53%, from ₹3,752.00 million in Fiscal 2018 to ₹6,285.86 million in Fiscal 2019. Our same-store sales growth was 29.21% for Fiscal 2019, driven by our continued marketing efforts to establish ourselves as the value leader in the Indian QSR industry through our continued marketing and promotion activity, including our first time participation in sponsorship of the Mumbai Indians, television advertising slots during the Indian Premier League, our continued "2 for" promotions on television aimed at establishing ourselves as the value leaders in QSR in Indian, as well as other new product promotions, such as our King Egg burgers and wraps, and increased delivery sales. The increase in our revenue from sale of food and beverages was also driven by a 47.15% increase in the number of our Company-owned Burger King Restaurants from 123 as at March 31, 2018 to 181 as at March 31, 2019, giving us a presence in 45 cities across India as of March 31, 2019, as compared to 28 cities as of March 31, 2018.

Revenue from sub franchisee operations

Our revenue from sub franchisee operations increased by ₹4.15 million, or 22.10%, from ₹18.78 million in Fiscal 2018 to ₹22.93 million in Fiscal 2019, primarily due to the full year impact of the three Sub-Franchised Burger King Restaurants opened during Fiscal 2018. As at March 31, 2019, we had 6 Sub-Franchised Burger King Restaurants.

Other income

Our other income increased by ₹7.80 million, or 7.35%, from ₹106.15 million in Fiscal 2018 to ₹113.95 million in Fiscal 2019, primarily due to non-recurring income resulting from provision write back of ₹64.92 million that was no longer required. We also had decreases in gains and profits from investments.

Expenses

Our total expenses increased by ₹2,114.40 million, or 44.89%, from ₹4,709.69 million for Fiscal 2018 to ₹6,824.09 million for Fiscal 2019, primarily due to the increased scale of our restaurant operations. Our total expenses in Fiscal 2019 were also impacted by the annualised impact of GST on our restaurants and our non-availment of a GST credit resulting in a higher effective tax rate compared to Fiscal 2018, which was a transitional year for the application of GST.

Costs of materials consumed and gross margins

Our costs of materials consumed increased by ₹862.30 million, or 59.94%, from ₹1,438.54 million for Fiscal 2018 to ₹2,300.84 million for Fiscal 2019, primarily due to increased food and beverage sales.

- *Food, beverages and condiments consumed*

  Our food, beverages and condiments consumed increased by ₹782.55 million, or 59.77%, from ₹1,309.22 million for Fiscal 2018 to ₹2,091.77 million for Fiscal 2019. Our food, beverages and condiments consumed as a percentage of our revenue from sales of food and beverages decreased to 33.28% in Fiscal 2019 compared to 34.89% in Fiscal 2018.

- *Paper and packaging material consumed*

  Our paper and packaging material increased by ₹79.75 million, or 61.67%, from ₹129.32 million for Fiscal 2018 to ₹209.07 million for Fiscal 2019. Our paper and packaging material as a percentage of our revenue from sales of food and beverages decreased to 3.33% in Fiscal 2019 compared to 3.45% in Fiscal 2018.

Our cluster approach and penetration strategy continued to enable us to achieve economies of scale though operational leverage with respect to our cost of materials consumed through our third-party distributor's logistical infrastructure. We also continued to enjoy the effects of our increased purchasing power from our direct and indirect suppliers during Fiscal 2019 and during Fiscal 2019 we were able to negotiate more favourable contractual rates from certain of our direct suppliers and our third-party distributor.

Our gross margin percentage increased to 63.69% in Fiscal 2019 compared to 61.89% in Fiscal 2018.

The table below sets forth our gross margins for Fiscal 2019 and Fiscal 2018.

Computation of Gross Margin	**Fiscal year**	
	2018	**2019**
	(in ₹ million)	***(in ₹ million)***
Revenue from sale of food and beverages (A)	**3,752.00**	**6,285.86**
Cost of materials consumed (B)	1,438.54	2,300.84
Less:		
Scrap sales (C)	8.61	18.56
Net cost (D = B – C)	**1,429.93**	**2,282.28**

Computation of Gross Margin	Fiscal year	
	2018	2019
	(*in ₹ million*)	(*in ₹ million*)
Gross margin (E = A – D)	**2,322.07**	**4,003.58**
Gross margin (%) (F = E/A)	**61.89**	**63.69**

Employee benefits expense

Our employee benefits expense increased by ₹264.29 million, or 37.53%, from ₹704.30 million for Fiscal 2018 to ₹968.59 million for Fiscal 2019, primarily due to an increase in the number of our employees from 3,204 as at March 31, 2018 to 4,854 as at March 31, 2019. Our employee benefits expense as a percentage of our revenue from sales of food and beverages decreased to 15.41% in Fiscal 2019 compared to 18.77% in Fiscal 2018 as we continued to achieve operating leverage by adding restaurant-level employees to our staff as our restaurant operations grew while our corporate staff cost did not grow in line with our increase in sales. In Fiscal 2019, the Company also received government grants under the Pradhan Mantri Rojgar Protsahan Yojana scheme in the amount of ₹16.25 million.

Finance cost

Our finance cost increased by ₹95.13 million, or 25.75%, from ₹369.37 million for Fiscal 2018 to ₹464.50 million for Fiscal 2019, primarily as a result of an increase in our notional finance costs for lease liabilities we recognize in respect of our restaurant leases under Ind AS 116, which increased due to new restaurant openings, and changes in the discounting rate for these new restaurants based on tenure of the lease, which we applied to determine our notional finance costs.

Depreciation and amortisation expense

Our depreciation and amortisation expense increased by ₹181.74 million, or 28.38%, from ₹640.36 million for Fiscal 2018 to ₹822.10 million for Fiscal 2019, primarily due to depreciation of the right-of-use assets we recognize in respect of our restaurant leases under Ind AS 116 and on leasehold improvements and plant and equipment at our restaurants. Our depreciation and amortisation expenses as a percentage of our revenue from sale of food and beverages decreased to 13.08% in Fiscal 2019 compared to 17.07% in Fiscal 2018.

Other expenses

Our other expenses increased by ₹710.94 million, or 45.66%, from ₹1,557.12 million for Fiscal 2018 to ₹2,268.06 million for Fiscal 2019, primarily due to increases in power and fuel costs, commission and delivery expenses, rent and royalty. Our other expenses as a percentage of our revenue from sale of food and beverages decreased to 36.08% in Fiscal 2019 compared to 41.50% in Fiscal 2018 as we continued to increase our operating leverage through the growth of our restaurant operations, which was partially offset by the increase in our variable rent.

- *Advertising and marketing expenses*

  Our advertising and marketing expenses were relatively stable at ₹534.80 million for Fiscal 2018 to ₹535.46 million for Fiscal 2019, primarily driven by our continued marketing efforts to establish ourselves as the value leader in the Indian QSR industry through our continued marketing and promotion activity, including our first time participation in sponsorship of the Mumbai Indians, television advertising slots during the Indian Premier League, our continued "2 for" promotions on television aimed at establishing ourselves as the value leaders in the QSR industry in India, as well as other new product promotions, such as our King Egg burgers and wraps. Our advertising and marketing expenses as a percentage of our revenue from sale of food and beverages decreased to 8.52% in Fiscal 2019 compared to 14.25% in Fiscal 2018 primarily due to increased food and beverage sales.

- *Power and fuel*

  Our power and fuel costs increased by ₹147.75 million, or 45.53%, from ₹324.51 million for Fiscal 2018 to ₹472.26 million for Fiscal 2019, primarily due to the increased number of Company-owned Burger King Restaurants, the variable component of fuel costs associated with food sales and annual inflation on rates of electricity. Our power and fuel costs as a percentage of our revenue from sale of food and beverages decreased to 7.51% in Fiscal 2019 compared to 8.65% in Fiscal 2018 as we continued to achieved operating leverage on power and fuel costs.

- *Commission and delivery expenses*

  Our commission and delivery expenses increased by ₹208.96 million, or 245.72%, from ₹85.04 million for Fiscal 2018 to ₹294.00 million for Fiscal 2019, primarily due to substantially increased sales through delivery aggregators. Our commission and delivery expenses as a percentage of our revenue from sale of food and beverages increased to 4.68% in Fiscal 2019 compared to 2.27% in Fiscal 2018 as delivery sales, particularly through delivery aggregators, accounted for an increasing proportion of our total sales of food and beverages.

- *Rent*

  Our rent cost increased by ₹143.30 million, or 113.46%, from ₹126.30 million for Fiscal 2018 to ₹269.60 million for Fiscal 2019, primarily due to the variable, revenue-linked contractual rent we pay on our restaurant leases, plus GST on the fixed minimum monthly guaranteed amount under our leases that has been categorized as right-of-use assets under Ind AS 116, as our restaurants matured and achieve higher revenues. Our rent costs as a percentage of our revenue from sale of food and beverages increased to 4.29% in Fiscal 2019 compared to 3.37% in Fiscal 2018.

- *Royalty fees*

  Our royalty fees increased by ₹115.35 million, or 95.72%, from ₹120.51 million for Fiscal 2018 to ₹235.86 million for Fiscal 2019, primarily due to increased revenue from operations. Our royalty fees as a percentage of our revenue from sale of food and beverages increased to 3.75% in Fiscal 2019 compared to 3.21% in Fiscal 2018 as the proportional revenue contribution from newer restaurants, which are subject to higher royalty rates capped at 5% under the terms of the Master Franchise and Development Agreement, continued to increase.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2020, we had cash and cash equivalents of ₹91.75 million, bank deposits with original maturity of more than 3 months and remaining maturity less than 12 months of ₹241.77 million and investments in quoted mutual funds of ₹280.23 million. Our primary liquidity requirements have been and we expect will continue to be for funding the growth of our business and for our day-to-day operations. The financial impact of COVID-19 has had, and is expected to continue to have, an adverse effect on our liquidity, and we continue to monitor and assess our access to appropriate sources of liquidity in order to sustain our business throughout this crisis. As of the date of the Prospectus, we had certain outstanding amounts due and payable under our Master Franchise and Development Agreement and our Company Franchise Agreement with respect to royalty payments, franchise fees, travel expenses and subscriptions fees in respect of certain periods in 2020. The Franchisee Parties have entered into the Receivables Letter with BK AsiaPac with respect to these overdue fees and expenses as a one-time accommodation, pursuant to which the Franchisee Parties are required to pay the aggregate amount of US$1,455,535 to BK AsiaPac in three instalments in the fourth quarter of Fiscal 2021.

We have also engaged in rent relief negotiations with all of our landlords, and arrived at negotiated agreements with respect to reductions in rent and our rental obligations during the COVID-19 crisis with a majority of our landlords. In accordance with MCA Notification, the Company has elected to apply the practical expedient of not assessing lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. As per the requirements of the MCA Notification, out of total lease concessions confirmed till September 30, 2020 of ₹218.31 million (including ₹62.17 million unconditional lease concessions pertaining to subsequent periods), ₹90.75 million has been accounted under rent expenses (to the extent available) and balance of ₹127.56 million is reported under Other Income for the period ended September 30, 2020. As of September 30, 2020, we had a total of ₹286.58 million in outstanding rental payments to landlords. We have historically met our liquidity requirements through the issuance of equity and CCPS, our term loan agreement with ICICI Bank Limited and cash flow generated through our business operations. The salaries of senior management, our Chief Executive Officer and Whole Time Director and certain other support centre employees were reduced temporarily. We have also negotiated revised commercial terms during COVID-19 crises with other service providers, and we have managed our inventory through promotions, reorganisation and liquidation of stocks for working capital support and additional liquidity. However, depending on how long the COVID-19 pandemic lasts, we may need to seek additional sources of liquidity. Although we currently expect to meet our working capital needs and liquidity requirements for the next 12 months primarily from the proceeds of the Offering, cash flows from our business operations and borrowings, as determined by the management, the financial impact of COVID-19 has had, and is expected to continue to have, an adverse effect on our liquidity. We continue to monitor and assess our access to appropriate sources of liquidity in order to sustain our business throughout this crisis. In these circumstances, if additional liquidity is not available in the amounts or under the terms that we required, this could have a material adverse a material adverse effect on our business, results of operations, financial condition, reputation and prospects. See "*The outbreak of the 2019 novel coronavirus ("COVID-19") pandemic, as well as GoI measures to reduce the spread of COVID-19, have had a substantial impact on our restaurant operations and the timing of how long the COVID-19 pandemic and the related GoI measures will last is still uncertain.*" on page 19.

Summary of Cash flows

Set forth below is a table of selected information from our statements of cash flows for Fiscal 2020, 2019 and 2018 and the six months ended September 30, 2020 and September 30, 2019:

	Fiscal Year			For the six months ended September 30,	
	2018 (*in ₹ million*)	**2019 (*in ₹ million*)**	**2020 (*in ₹ million*)**	**2019 (*in ₹ million*)**	**2020 (*in ₹ million*)**
Net cash flows generated / (used) in operating activities	304.90	865.43	1,127.20	738.22	95.62

	Fiscal Year			For the six months ended September 30,	
	2018 (*in ₹ million*)	2019 (*in ₹ million*)	2020 (*in ₹ million*)	2019 (*in ₹ million*)	2020 (*in ₹ million*)
Net cash flows generated / (used) in investing activities	127.85	(1,139.62)	(2,304.23)	(714.32)	(277.53)
Net cash flows generated / (used) in financing activities	(484.30)	360.70	1,059.02	(59.12)	233.12
Net increase / (decrease) in cash and cash equivalents	(51.55)	86.51	(118.01)	(35.22)	51.21
Cash and cash equivalents at the beginning of the year / period	123.59	72.04	158.55	158.55	40.54
Cash and cash equivalents as at the end of the year / period	72.04	158.55	40.54	123.32	91.75

Cash flows from operating activities

For six months ended September 30, 2020, net cash flow generated in operating activities were ₹95.62 million derived from restated loss before tax of ₹1,190.08 million adjusted for non-cash and non-operating adjustments and positive working capital movements. Our positive non-cash and non-operating adjustments primarily consisted of depreciation on fixed assets associated with our restaurants and the related right-of-use assets. We had net positive working capital movements of ₹447.30 million, which primarily consisted of an increase in trade payables of ₹444.49 million associated with the sales of food and beverages.

For six months ended September 30, 2019, net cash flow generated in operating activities were ₹738.22 million derived from restated loss before tax of ₹178.61 million adjusted for non-cash and non-operating adjustments and positive working capital movements. Our positive non-cash and non-operating adjustments primarily consisted of depreciation on fixed assets associated with our restaurants and the related right-of-use assets. We had net positive working capital movements of ₹136.41 million, which primarily consisted of an increase in trade payables of ₹158.59 million primarily associated with the increased sales of food and beverages.

For Fiscal 2020, net cash flow generated in operating activities were ₹1,127.20 million derived from loss before tax of ₹775.81 million adjusted for non-cash and non-operating adjustments and positive working capital movements. Our non-cash and non-operating adjustments primarily consisted of depreciation on fixed assets associated with our restaurants and the related right-of-use assets, and notional finances costs on such right-of-use assets. We had net positive working capital movements of ₹107.84 million, which primarily consisted of an increase in trade payables of ₹206.51 million primarily associated with the increased sales of food and beverages.

For Fiscal 2019, net cash flow generated in operating activities were ₹865.43 million derived from loss before tax of ₹385.50 million adjusted for non-cash and non-operating adjustments and positive working capital movements. Our non-cash and non-operating adjustments primarily consisted of depreciation on fixed assets associated with our restaurants and the related right-of-use assets, and notional finances costs on such right-of-use assets. We had net positive working capital movements of ₹66.36 million, which primarily consisted of an increase in trade payables of ₹196.98 million primarily associated with the increased sales of food and beverages.

For Fiscal 2018, net cash flow generated in operating activities were ₹304.90 million derived from loss before tax of ₹814.16 million adjusted for non-cash and non-operating adjustments and positive working capital movements. Our non-cash and non-operating adjustments primarily consisted of depreciation on fixed assets associated with our restaurants and the related right-of-use assets, and notional finances costs on such right-of-use assets. We had net positive working capital movements of ₹201.24 million, which primarily consisted of an increase in trade payables of ₹239.28 million primarily associated with the increased sales of food and beverages and marketing liabilities for television spent for the first time during the year.

Cash flows from investing activities

For the six months ended September 30, 2020, we had net cash used in investing activities of ₹277.53 million, for the six months ended September 30, 2019, we had net cash used in investing activities of ₹714.32 million, for Fiscal 2020, we had net cash used in investing activities of ₹2,304.23 million, for Fiscal 2019, we had net cash used in investing activities of ₹1,139.62 million and for Fiscal 2018, we had net cash generated in investing activities of ₹127.85 million. In each period, our cash flow primarily consisted of cash used for capital expenditure relating to development of new restaurants and net disposals of current investments except Fiscal 2018, where we had net purchases of current investments. In each period, our cash flow used for capital expenditure relating to the development of new restaurants typically includes capital advances, payment of payables relating to the then current period, as well as settlement of payables with respect to prior periods. The net disposals of current investments in the six months ended September 30, 2020 and September 30, 2019 and Fiscal 2020 and Fiscal 2019 and Fiscal 2018 primarily related to the deployment of capital in our business that was being held in the investments, including deployment as capital expenditure for the development of new restaurants.

Cash flows from financing activities

For the six months ended September 30, 2020, we had net cash generated in financing activities of ₹233.12 million, for the six months ended September 30, 2019, we had net cash used in financing activities of ₹59.12 million, for Fiscal 2020, we had net cash generated from financing activities of ₹1,059.02 million, for Fiscal 2019, we had net cash generated from financing activities of ₹360.70 million, and for Fiscal 2018, we had net cash used in financing activities of ₹484.30 million. In each period, our primary cash outflow from financing activity was the repayment of lease liabilities and accompanying interest relating to our payment of contractual rent that was allocated to finance costs on our right-of-use assets under Ind AS 116. In the six months ended September 30, 2020, our cash flow generated from financing activities was primarily due to proceeds from issue of equity shares to QSR Asia for ₹580.80 million. In Fiscal 2020, our cash flow generated from financing activities was primarily due to proceeds from borrowings under our credit facilities in the amount of ₹2,007.29 million. In Fiscal 2019, our cash flow generated from financing activity was primarily due to proceeds from the issuance of 8% compulsory convertible preference shares of ₹1,000.00 million to QSR Asia.

CAPITAL COMMITMENTS AND CONTRACTUAL OBLIGATIONS

Capital Commitments

As at March 31, 2018, 2019 and 2020, September 30, 2019 and September 30, 2020, we had capital and other commitments of ₹74.96 million, ₹114.05 million, ₹150.08 million, ₹484.31 million and ₹121.87 million, respectively, which related to estimated amounts of contracts remaining to be executed on capital account and not provided for, net of advances, in respect of restaurants under construction and orders placed for purchase of equipment.

Capital Expenditure

Historically, we primarily have capital expenditures in relation to the development of new restaurants, which typically includes capital advances before commencement of the relevant work in future periods, payment of payables relating to the then current period, as well as settlement of payables with respect to prior periods. The cash outflow on purchase of property, plant and equipment, including right-of-use assets, capital work in progress and capital advances during the six months ended September 30, 2020 amounted to ₹190.69 million, primarily for restaurant additions, including parts payables and advances. The cash outflow on the purchase of property, plant and equipment, including right-of-use assets, capital work in progress and capital advances during Fiscal Year 2020 amounted to ₹2,275.25 million, primarily for restaurant addition including part payables and advances. The cash outflow on the purchase of property, plant and equipment, including right-of-use assets, capital work in progress and capital advances during Fiscal Year 2019 amounted to ₹1,654.47 million, primarily for restaurant addition including part payables and advances. The cash outflow on purchase of property, plant and equipment, including right-of-use assets, capital work in progress and capital advances during Fiscal Year 2018 amounted to ₹865.54 million, primarily for restaurant addition including part payables and advances.

While we cannot currently estimate the duration or future negative financial impact of the COVID-19 pandemic on our business, for the remainder of Fiscal Year 2021, to the extent possible, we plan to incur planned capital expenditure mostly on the expansion of our restaurant network. Our actual capital expenditures may differ due to various factors, including developments with respect to the COVID-19 crisis, our business plan, our financial performance, market conditions, our outlook for future business conditions, the source and methodology of our financing activities and changing governmental regulations. See "*Objects of the Offer*" on page 75.

FINANCIAL INDEBTEDNESS

We did not incur any finance cost with respect to indebtedness for borrowed money for Fiscal 2018 and 2019; however, on August 8, 2019, we entered into credit facilities with ICICI Bank Limited, which, as subsequently amended, are for total sanctioned amount of ₹2,400 million. As of March 31, 2020 and September 30, 2020, we had ₹2,007.29 million and ₹2,007.68 million outstanding under these facilities, which comprised our total outstanding indebtedness as of such dates..

OFF-BALANCE SHEET ARRANGEMENTS

Except as disclosed in this Prospectus, we do not have any material off-balance sheet arrangements, derivative instruments, swap transactions or relationships with unconsolidated entities or financial partnerships established or contemplated for the purpose of facilitating off-balance sheet transactions. Save as disclosed in the section of this Prospectus entitled "*Outstanding Litigation and Material Developments*", we are currently not involved in any material legal proceedings, nor are we aware of any pending or potential material legal proceedings involving us.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures' for Fiscal Years 2020, 2019 and 2018 and six months periods ended September 30, 2019 and September 30, 2020, and as reported in the Restated Financial Statements, see "*Financial Statements - Annexure XXXIX - Restated Ind AS Summary Statement of Related Party*" beginning on page 237.

QUANTITATIVE AND QUALITATIVE DISCLOSURE ON MARKET RISK

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and foreign currency risk. The following sections provide details regarding the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

Credit Risk

Credit risk is the risk of loss that may arise from outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk arises primarily from deposits with landlords for restaurant properties taken on leases and other receivables, including receivables from vendors, investment in mutual funds and balances with banks. There is no significant concentration of credit risk. For investment in mutual funds and cash and bank balances, the Company minimises credit risk by dealing with partners with good credit ratings.

Credit risk from balances with banks and financial institutions is managed in accordance with the Company's policies. Investments of surplus funds in mutual funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimize the concentration of risks and therefore mitigate any financial loss resulting from a counterparty's potential failure to make payments.

The Company's business is predominantly retail in nature on 'cash and carry' basis which is largely through cash and credit card collections. The credit risk on such credit card collections is minimal, since they are primarily owned by customers' card issuing banks. The Company also carries credit risk on lease deposits with landlords for restaurant properties taken on leases, for which agreements are signed and property possessions timely taken for store operations. The risk relating to refunds after restaurant shut down is managed through successful negotiations or appropriate legal actions, where necessary.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. The collective loss allowance is determined based on historical data of payment statistics for similar financial assets. No allowance for collective impairment was made based on past experience.

The Company's revenue is principally settled on cash terms or through credit cards, so there are no significant past due balances in the Company's trade receivables. The Company's customers are walk-in whose individual annual expenditure at the Company's restaurants does not constitute a substantial percentage relative to the Company's revenue. Other receivables consist mainly of deposits placed with well-established and reputable lessors for lease of retail space.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by its management to finance the Company's operations and to mitigate the effects of fluctuations in cash flows. The Company is dependent on financial support from its immediate holding company and has access to funds from the immediate holding company to meet its obligations as and when necessary. The Company's operations are financed mainly through internally generated funds.

OTHER QUALITATIVE FACTORS

Unusual or Infrequent Events or Transactions

Except as described in this Prospectus, there have been no other events or transactions to the best of our knowledge which may be described as "unusual" or "infrequent".

Dependence on a Few Customers and Suppliers

We do not depend on any particular customer. We do depend on one supplier. For details, see "*Risk Factors—We rely on a single third-party distributor for the purchase, supply and delivery of most of our ingredients and packaging materials and if we are required to source our ingredients or packaging materials from alternative distributors, deliveries to certain of our restaurants may be disrupted or delayed, which could adversely affect our operations and have an adverse effect on our business, results of operations and financial condition*" on page 26.

Total Turnover of Each Major Industry Segment

For Fiscal 2018, 2019 and 2020 and the six months ended September 30, 2020, we operated in only a single reportable segment as per the requirement of Ind AS 108 within the same geography.

Future Relationship between Expenses and Income

Except as described in the sections titled "Risk Factors", "Business" and this section, to the best of our knowledge there are no known factors that will have a material adverse impact on our operations and finances.

The Extent to Which Material Increases in Income are Due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Changes in revenue from operations in the last two fiscal years are as explained in this section.

Known Trends or Uncertainties

Except as described in the section titled "*Risk Factors*", this section and elsewhere in this Prospectus, to the best of our knowledge there are no known trends or uncertainties that have or had or expected to have any material adverse impact on our revenue or income from continuing operations.

Other than as described in the sections titled "*Risk Factors*" and this section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 19 and 256, respectively, and elsewhere in this Prospectus, to the best of our knowledge there are no known trends or uncertainties that have had, or are expected to have, a material adverse impact on our revenues or income from continuing operations.

New Product or Business Segment

Other than as described in this Prospectus, we have not operated in any new product segments or business segments.

Competitive Conditions

For further details, please refer to the discussions of our competition in the sections titled "*Risk Factors*" and "*Our Business*" on pages 19 and 121, respectively.

SUMMARY OF RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS OF AUDITORS

Set forth below is a summary of reservations, qualifications and adverse remarks of our auditors in our audited financial statements in the last three fiscal years:

The auditor reports on our audited financial statements as at and for the six months period ended September 30, 2020 and Fiscal Years 2018 through 2020 contain certain qualification / modification /emphasis of matter in the audit report or annexures to the audit reports on our audited financial statements as at and for the six months period ended September 30, 2020 and Fiscal Years 2018 through 2020 including the matters specified in the Companies Act, 2013 and the Companies (Auditor's Report) Order, 2016.

Our audit report dated November 12, 2020 on the audited Ind AS financial statements as at and for the six months period ended September 30, 2020, included emphasis of matter to indicate the Company's management's assessment of impact of COVID-19 pandemic on the Ind AS financial statements of the Company.

Our audit report dated September 28, 2020 on the audited Ind AS financial statements as at and for the year ended March 31, 2020, included emphasis of matter to indicate the Management's assessment of impact of COVID-19 pandemic on the Ind AS financial statements of the Company.

The annexures to the audit report on our audited Ind AS financial statements as at March 31, 2019 and for Fiscal 2019 contain certain qualifications with respect to:

- undisputed statutory dues have generally been regularly deposited with the appropriate authorities though there have been serious delays in payment of provident fund;
- certain undisputed dues of provident fund outstanding for more than six months; and
- for one tranche in respect of a private placement of 8% Compulsory Convertible Preference Shares money received on application was not kept in a separate bank account in a scheduled bank as required by proviso to section 42(6) of the Companies Act, 2013.

The annexures to the audit report on our audited Ind AS financial statements as at March 31, 2018 and for Fiscal 2018 contain certain qualifications with respect to slight delays in few cases of deposit of undisputed statutory dues.

If any such qualifications or observations are included in the audit report or the annexures to the auditor's report for our financial statements in the future, the trading price of our Equity Shares may be adversely affected.

SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBER 30, 2020

Except as discussed above and as stated elsewhere in this Prospectus, in the opinion of our Board, no circumstances have arisen since the date of the last financial statements as disclosed in this Prospectus which materially and adversely affect or are likely to affect our trading and profitability, the value of our assets or our ability to pay our liabilities within the next 12 months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoter in the last five Fiscals, including outstanding action; (iv) claims related to direct and indirect taxes in a consolidated manner; and (v) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board ("**Materiality Policy**"), in each case involving our Company, Promoter and Directors (the "**Relevant Parties**").*

For the purpose of (v) above, our Board in its meeting held on October 24, 2019, has considered and adopted a policy of materiality for identification of material litigation involving the Relevant Parties and Group Company.

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoter in the last five Fiscals including outstanding action and tax matters, would be considered 'material' for disclosure in this Prospectus:

(a) if the monetary amount of the claim exceeds the amount which is lesser of 1% of the total revenue, as per the latest restated annual financial statements or 1% of the net worth, as per the latest Restated Financial Statements, being ₹ 21.89 million;

(b) the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed the amount which is lesser of 1% of the total revenue, as per the latest restated annual financial statements or 1% of the net worth, as per the latest Restated Financial Statements, being ₹ 21.89 million; or

(c) *all other outstanding litigation which may not meet the specific threshold and parameters as set out in (a) or (b) above, but where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of our Company.*

Except as stated in this section, there are no outstanding litigation involving our Group Company which has a material impact on our Company.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board in its meeting held on October 24, 2019, has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this materiality policy, outstanding dues to any creditor of our Company having monetary value which exceed ₹ 9.38 million, which is 5% of the total dues to creditors of our Company as per the latest Restated Financial Statements of our Company included in this Prospectus, shall be considered as 'material'. Accordingly, during September 30, 2020, any outstanding dues exceeding ₹ 9.38 million have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

Further, pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by any of the Relevant Parties or our Group Company shall not be considered as litigation until such time that any of the Relevant Parties or our Group Company, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority or arbitral tribunal of any such proceeding that may be commenced.

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Prospectus.

Litigation involving our Company

Litigation against our Company

A. Criminal proceedings

1. The Investigation Officer at the Rajiv Chowk Metro Police Station, New Delhi filed a kalandar application dated May 13, 2018 under section 28 and 112 of the Delhi Police Act, 1978 ("**DP Act**") before the District Court at Patiala House, New Delhi against our Company in relation to our restaurant located at Rajiv Chowk Metro Station, New Delhi operating without obtaining a police license as required under the DP Act. This matter is currently pending.

2. The Investigation Officer at the Subash Place Police Station, New Delhi filed a kalandar application dated January 1, 2018 under section 28 and 112 of the Delhi Police Act, 1978 ("**DP Act**") before the District Court at Rohini, New Delhi against our Company in relation to our restaurant located at NSP Complex, New Delhi operating without obtaining a police license as required under the DP Act. This matter is currently pending.

3. Rakesh Kumar filed an FIR dated May 13, 2018 under section 34, 273, 337 and 506 of the IPC with the SHO, Rajiv Chowk Metro Station, New Delhi against our Company alleging the presence of a noxious substance in the 'Cheese Veggie Burger' purchased by him. Subsequently, a charge sheet dated April 29, 2019 was submitted by the Investigation Office in the District Court at Patiala House, New Delhi under section 173 of the Code of Criminal Procedure, 1973. This matter is currently pending.

B. Actions taken by regulatory and statutory authorities

1. Our Company received a notice dated October 29, 2016 from the Additional District Magistrate at Gautam Budh Nagar under the provisions of the FSSA alleging that the sample of 'Refined Oil (RBD Palmolein)' ("**Sample**") collected by the food safety officer, Gautam Budh Nagar ("**FSO**") from the restaurant located at GIP Mall, Noida was rancid. Our Company filed a reply dated December 8, 2016 before the District Court, Gautam Budh Nagar (the "**District Court**") challenging the notice on grounds including, that our Company is not the manufacturer of the Sample and the FSO has not complied with the mandatory provisions of the FSSA and the rules made thereunder. Subsequently, our Company submitted an application for production/ discovery of documents dated November 17, 2017 under order 11 rule 14 of the Civil Code seeking, *inter alia*, the production of elaborate tests that were conducted in relation to the Sample. Our Company filed an application for dismissal of the proceedings dated December 22, 2017 with the District Court under order 11 rule 21 of the Civil Code on the ground of failure to produce the documents requested by the Company. Subsequently, the Assessing Officer passed the order dated November 30, 2018 (the "**Order**") against our Company holding our Company liable under section 26(2)(iii) read with section 3 and section 51 of the FSSA and levying a penalty of ₹ 400,000. Consequently, our Company filed an appeal dated December 22, 2018 to set aside the Order on the grounds that the FSO failed to disclose the details of the test that were conducted on the Sample; the manufacturer, packager and distributor were responsible for the quality of the Sample; and proper testing in accordance with the prevalent guidelines was not conducted and the FSO took the Sample from an open container. This matter is currently pending.

2. Our Company received a notice dated November 2, 2016 from the Additional District Magistrate at Gautam Budh Nagar under the provisions of the FSSA alleging that the packaging and labeling requirements prescribed under the FSSA and the rules made thereunder, had not been complied with, with respect to the package of 'Tomato Herb Dressing (Propriety Food)' ("**Sample**") collected by the food safety officer, Gautam Budh Nagar ("**FSO**") from the restaurant located at Mall of India, Noida. Our Company filed a reply dated December 8, 2016 before the District Court, Gautam Budh Nagar (the "**District Court**") challenging the basis of the notice on grounds including, that our Company is not the manufacturer of the Sample and accordingly is not directly concerned with the packaging and labelling method followed by its manufacturer, Veeba Food Service Private Limited ("**Veeba**"). Subsequently, our Company submitted an application for production/ discovery of documents dated November 17, 2017 under order 11 rule 14 of the Civil Code in relation to the test performed on the Sample. Our Company filed an application for dismissal of the proceedings dated December 20, 2017 with the District Court under rule 21 of the Civil Code on the ground of failure to produce the documents requested by the Company. Subsequently, the Assessing Officer passed the order dated November 30, 2018 (the "**Order**") against our Company holding our Company liable under section 26(2)(v) read with section 3 and section 58 of the FSSA and levying a penalty of ₹ 150,000. Consequently, our Company filed an appeal dated December 22, 2018 to set aside the Order on the grounds including, that the Sample was found to be safe and the label was affixed in accordance with the FSSR; the Assessing Officer was required to issue notice under section 32 of the FSSA pursuant to which proceedings should have been initiated; and our Company not being the manufacturer is not concerned with the packaging and labelling method followed. This matter is currently pending.

3. Our Company received a notice dated July 11, 2019 from the Department of Food Safety regarding the sample of 'Vanila Softie Ice Cream' ("**Sample**") collected by the food safety officer from the restaurant located at Janak Puri West Metro Station, New Delhi. The Sample was found to be substandard on account of the ingredients being less than the prescribed limits as per the Food Safety and Standards (Food Products and Food Additives) Regulations, 2011. Subsequently, our Company filed an appeal dated August 9, 2019 under section 46(4) of the Food Safety and Standards Act, 2006 contending that, *inter alia*, incorrect standards were used to test the Sample. This matter is currently pending.

4. Our Company received a show cause notice dated July 25, 2016 (the "**Notice**") issued by the Chandigarh Pollution Control Committee, Chandigarh (the "**CPCC**") for, *inter alia*, establishment and operating the restaurant located at Sector 35-C, Chandigarh ("**Restaurant**") without obtaining consent to establish and

consent to operate in terms of section 21 of the Air Act and 25/ 26 of the Water Act. Consequently, our Company filed a reply dated August 11, 2016 to the Notice clarifying that our Company had submitted the application for the consent to establish and consent to operate along with the requisite fee and the same had been successfully accepted by CPCC. Subsequently, CPCC filed a complaint dated July 1, 2017 (the "**Complaint**") under section 41, 44 and 45A of the Water Act and section 37, 38 and 39 of the Air Act in the court of the Chief Judicial Magistrate, Chandigarh against our Company and an erstwhile employee of our Company, based on similar allegations as prescribed under the Notice. Our Company filed an application dated April 24, 2018 under section 482 of the CrPC in the High Court of Punjab and Haryana for quashing the Complaint contending that the application for consent to establish and consent to operate had been successfully filed with the CPCC along with the requisite fee, pursuant to which CPCC had issued the consent to establish on an ex post facto basis on January 16, 2017 and consent to operate up to February 29, 2019 and our Company was therefore in compliance with applicable law. This matter is currently pending.

5. Our Company received a show cause notice dated November 7, 2019 (the "**SCN**") issued by the Punjab Pollution Control Board, Jalandhar (the "**PPCB**") in relation to the refusal of consent to operate in terms of section 21 of the Air Act and 25/ 26 of the Water Act for the restaurant located at Model Town, Jalandhar for, *inter alia*, discharging effluent directly into the sewer, effluent samples collected by the authorities being beyond the prescribed limits and non submission of building plan regarding land use classification and NOC regarding disposal of domestic effluent, both from the Munipal Corporation, Jalandhar. Our Company filed a reply dated November 18, 2019 with the PPCB ensuring compliance with the finding of the PPCB in the SCN. This matter is currently pending.

C. Other material matters

1. Vijit Guglani filed a complaint dated June 4, 2019 under section 12 of the Consumer Protection Act, 1986 with the President, District Consumer, Disputes Redressal Forum, Karnal ("**Disputes Redressal Forum**") in relation to discovery of a fly inside the 'Juicy Keema Wrap' purchased by Vijit Guglani at our restaurant located at Haveli, Karnal ("**Franchise**") requesting cancellation of the Franchise's license. Our Company filed a written statement dated July 23, 2019 contending, *inter alia*, all outlets operated by it followed stringent and internationally accepted quality control practices; necessary pest controls has been conducted; and the Disputes Redressal Forum does not have necessary jurisdiction to pass an order cancelling the Franchise's license. This matter is currently pending.

2. Our Company received a legal notice dated September 6, 2019 from SBI Payment Services Limited ("**SPSL**") on account of credit card cloning by Sumit Kumar, erstwhile employee of our Company, in the restaurant located at GIP Mall, Noida, Uttar Pradesh. SPSL demanded a sum of ₹ 6.8 million as damages of loss of reputation and business and harassment faced by them. Our Company vide its response dated September 18, 2019 denied all allegations made against our Company contending that, *inter alia*, upon knowledge of the misconduct Sumit Kumar was immediately terminated from employment, pursuant to a letter dated February 12, 2019 and an FIR was lodged against him on February 10, 2019. This matter is currently pending.

Litigation involving our Promoter

As on the date of this Prospectus, there is no outstanding litigation involving our Promoter.

Litigation involving our Directors

Litigation against our Directors

Amit Manocha, our Non-Executive Director, has received a notice dated September 18, 2019 from the Serious Fraud Investigation Office ("**SFIO**") as part of the investigation of the affairs of Royal Twinkle Star Club Private Limited and other group companies, and was summoned to appear before the SFIO on October 3, 2019 as part of the investigation, in his capacity as a director of Massive Restaurants Private Limited. He attended the meeting with the SFIO on November 1, 2019 and provided all the information required by the SFIO. This matter is currently pending.

Litigation involving our Group Company

As on the date of this Prospectus, there is no outstanding litigation involving our Group Company.

Taxation matters

We have disclosed claims relating to direct and indirect taxes involving our Company, in a consolidated manner giving details of the number of cases and total amount involved in such claims:

Nature of Case	Number of Cases	Amounts Involved (in ₹ million)*
Company		
Direct Tax	1	7.08
Indirect Tax	10	46.08

* *Based on demand notices, show cause notices and concluded assessments.*

Outstanding dues to creditors

As of September 30, 2020, we had 299 creditors on a consolidated basis. The aggregate amount outstanding to such creditors as on September 30, 2020 was ₹ 187.63 million, on a consolidated basis.

As per the materiality policy, outstanding dues to any creditor of our Company having monetary value which exceed ₹ 9.38 million, which is 5% of the total dues to creditors of our Company as per the latest Restated Financial Statements of our Company included in this Prospectus, shall be considered as 'material'. Accordingly, in this regard, the creditors to whom an amount exceeding ₹ 9.38 million was owed as on September 30, 2020, were considered 'material' creditors. Based on the above, there are three material creditors of our Company as on September 30, 2020, to whom an aggregate amount of ₹ 106.50 million was outstanding on such date.

Details of outstanding dues owed as at September 30, 2020 to MSMEs and other creditors are set out below.

Creditors	Number of cases	Amount due (in ₹ million)
MSMEs	34	5.33
Material creditors	3	106.50
Other creditors	262	75.80

The details pertaining to amounts due towards the material creditors are available on the website of our Company at http:// www.burgerking.in/investors.

Material developments

Except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 256, there have not arisen since September 30, 2020, the date of the last Restated Financial Statements included in this Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our profitability or operations taken as a whole or the value of our consolidated assets or our ability to pay our material liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the material and necessary consents, licenses, permissions, registrations and approvals from the Government, various governmental agencies and other statutory and/ or regulatory authorities required for carrying out our present business activities and except as mentioned below, no further material approvals are required for carrying on our present business activities. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors - Failure to obtain or maintain or renew licenses, registrations, permits and approvals in a timely manner or at all may adversely affect our business and results of operations" on page 32. For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies and policies in India" beginning on page 145.

Approvals in relation to our Company

The approvals required to be obtained by our Company include the following:

I. Incorporation details of our Company

1. Certificate of incorporation dated November 11, 2013 issued by the RoC to our Company, in its former name, being Burger King India Private Limited.

II. Fresh certificate of incorporation dated September 25, 2019 issued by the RoC to our Company consequent upon change of name on conversion to public limited company to Burger King India Limited.

III. Approvals in relation to the Offer

For details, see "*Other Regulatory and Statutory Disclosures*" and "*The Offer*" on pages 295 and 50, respectively.

IV. Approvals under tax laws of our Company

(a) Permanent account number AAFCB7044K issued by the Income Tax Department under the Income Tax Act, 1961;

(b) GST registration numbers of our restaurants for GST payments under the central and state goods and services tax legislations;

(c) Professional tax registration under the applicable state specific laws.

V. Material Approvals in relation to Business Operations of our Company

In order to operate our restaurants in India, our Company requires various approvals and/ or licenses under various applicable state and central laws, rules and regulations. These approvals and/ or licenses, *inter alia*, include licenses under the FSSA, approval from the department of police, approval of state pollution control boards under the Air Act and the Water Act, trade/health license and no objection certificate from the fire department of respective state, as applicable.

We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate our restaurants. Certain approvals may have lapsed in their normal course and our Company has either made applications to the appropriate authorities for renewal of such licenses and/or approvals or is in the process of making such applications.

In relation to some of our operating restaurants, (i) while we may not have obtained the consent to establish, we have obtained the consent to operate from the relevant state pollution control board, (ii) while we have applied for the consent to operate to the relevant state pollution control board, we are yet to receive such approval, (iii) in relation to certain form filings with relevant fire department required in terms of the state specific laws, we are yet to make such filings.

VI. Registrations under Employment Laws

Our Company has obtained the relevant shops and establishments' registrations and the restaurants which are required to be registered under employment laws have been registered with the relevant authorities. Our Company has made or is in the process of making renewal applications for registrations that have expired in the ordinary course.

OUR GROUP COMPANY

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of group companies, our Company has considered (i) the companies (other than our Promoter) with which there are related party transactions, as disclosed in the Restated Financial Statements; and (ii) the companies which are members of the Promoter Group and with which there were transactions in the most recent financial year and stub period for which Restated Audited Financial Statements are included in this Prospectus, which individually or in the aggregate, exceed 10% of the total restated revenue of the Company for the latest Restated Financial Statements.

In terms of the policy adopted by our Board for determining group companies and the noting by our Board dated November 12, 2020, our Board has identified Harry's India Private Limited as our group company.

I. Details of our Group Company

The details of our Group Company are provided below:

Harry's India Private Limited ("**Harry's India")**

Corporate Information

Harry's India was incorporated on February 1, 2013 under the Companies Act, 1956. The corporate identity number of Harry's India is U93000MH2013FTC240135.

Nature of Activities

Harry's India is engaged in the business of operating restaurants under the brand name 'Harry's'.

Financial Performance

The financial information derived from the audited financial results of Harry's India for the Fiscal 2020, 2019 and 2018 are set forth below:

(Figures in ₹ million except per share data)

Particulars	Fiscal		
	2020	2019	2018
Equity capital	196.57	188.57	188.57
Reserves and surplus (excluding revaluation reserve)	(193.65)	(125.02)	(115.08)
Sales	205.58	242.47	285.70
(Loss) after tax	(68.63)	(9.94)	(31.83)
Earnings per share (Basic**)**	(3.49)	(0.53)	(1.69)
Earnings per share (Diluted)	(3.49)	(0.53)	(1.69)
Net asset value	2.92	63.54	73.49

Except as disclosed below, there are no modifications/ qualifications in auditors report in relation to the aforementioned financial statements for the last three Fiscals:

Significant Notes of the auditors of Harry's India for FY 2018:

Note No.33. *The Group Company does not have a whole time company secretary in accordance with the Companies Act, 2013. The Group Company is in the process of appointing a whole time company secretary as required under rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rule, 2014. Hence the Financial statements have not been authenticated by whole time company secretary as required under section 134(1) of the Companies Act, 2013.*

Significant Notes of the auditors of Harry's India for FY 2019:

Note No.33. *The Group Company does not have a whole time company secretary in accordance with the Companies Act, 2013. The Group Company is in the process of appointing a whole time company secretary as required under rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rule, 2014. Hence the financial statements have not been authenticated by whole time company secretary as required under section 134(1) of the Companies Act, 2013.*

There is no significant note by the auditors of Harry's India in FY 2020.

The Group Company has closed all its stores as on date.

A. Litigation

Except as disclosed in *"Legal and Other Information – Outstanding Litigations and Material Developments – Litigation involving our Group Company*" on page 289, our Group Company is not party to any pending litigation which has a material impact on our Company.

B. Group Company that have become sick or under winding-up/insolvency proceedings

Our Group Company has neither become a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding-up or insolvency proceedings under the Insolvency and Bankruptcy Code, 2016.

C. Loss making Group Company

The following Group Company has made a loss in Fiscal 2020:

(in ₹ million)

Name of Group Company	Profit or (loss)		
	Fiscal 2020	Fiscal 2019	Fiscal 2018
Harry's India Private Limited	(68.63)	(9.94)	(31.83)

D. Defunct Group Company

Our Group Company is not defunct and no application has been made to the concerned registrar of companies for striking off the name of our Group Company in the five years immediately preceding the date of filing of this Prospectus.

E. Nature and Extent of Interest of Group Company

In the promotion of our Company

Our Group Company does not have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years prior to filing this Prospectus or proposed to be acquired by our Company

Our Group Company is not interested in the properties acquired by our Company in the three years preceding the filing of this Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building, supply of machinery, etc.

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery, etc.

F. Common Pursuits between our Group Company and our Company

Since our Group Company is not involved in the quick service restaurant business, they do not have any common pursuits with our Company.

G. Related business transactions within the Group Company and significance on the financial performance of our Company

Other than the transactions disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Related Party Transactions*" on page 283, there are no other related business transactions between the Group Company and our Company.

Business interests or other interests

There are related party transactions between the Group Company and our Company as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Related Party Transactions*" on page 283. Other than the related party transactions, our Group Company does not have any business interest or other interest in our Company.

Other Confirmations

The equity shares of our Group Company are not listed on any stock exchange. For details, see *"Other Regulatory and Statutory Disclosures"* on page 295. Our Group Company has not made any public or rights issue of securities in the preceding three years.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has approved the Offer pursuant to its resolution dated September 12, 2019, October 17, 2019, February 12, 2020 and October 19, 2020, and our Shareholders have approved the Fresh Issue pursuant to special resolutions dated October 23, 2019, February 14, 2020 and October 20, 2020 under section 62(1)(c) of the Companies Act, 2013. Further, the Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated October 17, 2019 and has approved the Draft Red Herring Prospectus pursuant to its resolution dated October 24, 2019. The Red Herring Prospectus has been approved by our Board in the meeting held on November 25, 2020. This Prospectus has been approved by our Board in the meeting held on December 7, 2020. The Offer for Sale has been authorised by the board of directors of the Promoter Selling Shareholder pursuant to a resolution passed at its meeting held on October 18, 2019 and has consented to participate in the Offer for Sale of up to 60,000,000 Equity Shares pursuant to their consent letter dated October 31, 2019.

Our Company has undertaken a Pre-IPO Placement by way of a: (i) rights issue of 1,32,00,000 Equity Shares to our Promoter Selling Shareholder for cash at a price of ₹ 44 per Equity Share aggregating to ₹ 580.80 million pursuant to the resolution of the Board dated May 23, 2020; and (ii) preferential allotment of 15,712,820 Equity Shares to AIL for cash at a price of ₹ 58.50 per Equity Share aggregating to ₹ 919.20 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated November 18, 2020. The size of the fresh issue of ₹ 6,000 million had been reduced by ₹ 1,500 million pursuant to the Pre-IPO Placement, and accordingly, the fresh issue size was ₹ 4,500 million.

Prohibition by SEBI or other governmental authorities

Our Company, our Promoter (also the Promoter Selling Shareholder), our Directors, the member of the Promoter Group, the persons in control of our Company and our Promoter have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority or court, including any securities market regulator in any jurisdiction.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoter (also the Promoter Selling Shareholder) and member of the Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Prospectus.

Directors associated with the securities market

None of our Directors are, in any manner, associated with the securities market and there is no outstanding action initiated by SEBI against our Directors in the five years preceding the date of this Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.*"

We are an unlisted company, not satisfying the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are therefore required to allot not less than 75% of the Offer to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(a) Neither our Company nor our Promoter (also the Promoter Selling Shareholder), member of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoter or our Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) Neither our Company nor our Promoter (also the Promoter Selling Shareholder) or our Directors is a wilful defaulter.

(d) None of our Promoter or our Directors is a fugitive economic offender.

(e) Other than options granted under the ESOS 2015, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Prospectus.

The Promoter Selling Shareholder confirms that it is in compliance with Regulation 8 of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BRLMS, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, CLSA INDIA PRIVATE LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED AND JM FINANCIAL LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGES THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 2, 2019 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, the Promoter Selling Shareholder and the BRLMs

Our Company, the Directors, the Promoter Selling Shareholder and the BRLMs accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.burgerkingindia.in or the respective websites of our Promoter Group or Group Company, would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Promoter Selling Shareholder and our Company.

All information shall be made available by our Company, the Promoter Selling Shareholder and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

None among our Company, the Promoter Selling Shareholder or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder, Underwriters and their

respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter Selling Shareholder and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

The Offer was made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer was made only pursuant to the Red Herring Prospectus if the recipient was in India or the preliminary offering memorandum for the Offer, which comprises of the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient was outside India. **No person outside India was eligible to bid for Equity Shares in the Offer unless that person had received the preliminary offering memorandum for the Offer, which contained the selling restrictions for the Offer outside India.**

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A ("**Rule 144A**") under the U.S. Securities Act), in transactions exempt from, or not subject to the requirements of the US Securities Act.

Each purchaser of the Equity Shares in the Offer in India shall be deemed to:

- Represent and warrant to our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.

- Represent and warrant to our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members that it did not purchase the Equity Shares as result of any "directed selling efforts" (as defined in Regulation S).

- Represent and warrant to our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.

- Represent and warrant to our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members that if it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.

- Represents and warrant to our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members that if it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- Agree to indemnify and hold the Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.

- Acknowledge that our Company, the Promoter Selling Shareholder, the BRLMs, the Syndicate Members and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer clause of the BSE

BSE Limited ("the Exchange") has given vide its letter dated November 8, 2019 permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer clause of the NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/701 dated November 28, 2019 permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Listing

BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised. Applications have been made to the BSE and NSE for permission to deal in and for an official quotation of the Equity Shares.

Consents

Consents in writing of the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, Legal Counsel to our Company as to Indian Law, Legal Counsel to the Promoter Selling Shareholder as to Indian Law, Legal Counsel to the BRLMs as to Indian Law, International Legal Counsel to the BRLMs, Bankers to our Company, the BRLMs, the Registrar to the Offer have been obtained; and consents in writing of the Syndicate Members, Banker to the Offer to act in their respective capacities, have been obtained and will be filed along with a copy of this Prospectus with the RoC as required under the Companies Act and such consents have not been withdrawn up to the time of delivery of this Prospectus for filing with the RoC. Further, consents in writing of the Statutory Auditor in relation to this Prospectus have been obtained as stated below.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated December 7, 2020 from S R B C & CO LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as a Statutory Auditor and in respect of their (i) examination report, dated November 12, 2020 on our Restated Financial Statements; and (ii) their report dated November 18, 2020 on the Statement of Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

In addition, our Company has also received written consent dated November 9, 2020 from Technopak, to include their name in this Prospectus and as an "expert" as defined under section 2(38) and 26(5) of the Companies Act, in relation to the Technopak Report with respect to our Company and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U. S. Securities Act.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues (as defined in the SEBI ICDR Regulations) during the five years preceding the date of this Prospectus.

Underwriting commission, brokerage and selling commission paid on previous issues of the Equity Shares

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Prospectus.

Capital issue during the previous three years by our Company and the listed Group Company of our Company

Except as disclosed in *"Capital Structure – Notes to the capital structure – Share capital history of our Company"* on page 64, our Company has not undertaken a capital issue in the last three years preceding the date of this Prospectus.

Our Group Company is not listed on any stock exchange.

Performance vis-à-vis objects – public/ rights issue of our Company

Our Company has not undertaken any public or rights issue (as defined in SEBI ICDR Regulations) in the five years preceding the date of this Prospectus.

Performance vis-à-vis objects – public/ rights issue of our listed Promoter

Our Promoter is not listed on any stock exchange.

Price information of past issues handled by the BRLMs (during the current Fiscal and two Fiscals preceding the current Fiscal)

A. Kotak

1. Price information of past issues handled by Kotak

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	UTI Asset Management Company Limited	21,598.84	554	October 12, 2020	500.00	-10.43%[+5.87%]	-	-
2.	Computer Age Management Services Limited	22,421.05	1,230[1]	October 1, 2020	1,518.00	+5.43% [+2.37%]	-	-
3.	SBI Cards And Payment Services Limited	103,407.88	755[2]	March 16, 2020	661.00	-33.05% [-2.21%]	-21.79% [+8.43%]	+12.50%[+24.65 %]

4.	Ujjivan Small Finance Bank Limited	7,459.46	37[3]	December 12, 2019	58.75	+41.08% [+2.38%]	+10.27% [-12.70%]	-16.62% [-15.07%]
5.	Polycab India Limited	13,452.60	538[4]	April 16, 2019	633.00	+15.36% [-5.35%]	+14.70% [-1.99%]	+23.76% [-4.09%]
6.	Metropolis Healthcare Limited	12,042.88	880	April 15, 2019	958.00	+3.75% [-4.01%]	+21.39% [-1.18%]	+45.93% [-3.30%]
7.	CreditAccess Grameen Limited	11,311.88	422	August 23, 2018	390.00	-21.16% [-3.80%]	-14.91% [-8.00%]	-5.71% [-8.13%]
8.	HDFC Asset Management Company Limited	28,003.31	1,100	August 6, 2018	1,726.25	+58.04% [+1.17%]	+30.61% [-7.32%]	+23.78% [-4.33%]
9.	TCNS Clothing Co. Limited	11,251.25	716	July 30, 2018	716.00	-9.29% [+3.70%]	-19.74% [-11.39%]	-1.00% [-4.76%]
10.	Varroc Engineering Limited	19,549.61	967[5]	July 6, 2018	1,015.00	+1.62% [+5.46%]	-7.29% [+0.79%]	-24.01% [+1.28%]

Source: www.nseindia.com and www.bseindia.com

Notes:

1. *In Computer Age Management Services Limited, the issue price to eligible employees was ₹ 1,108 after a discount of ₹ 122 per equity share.*
2. *In SBI Cards and Payment Services Limited, the issue price to eligible employees was ₹ 680 after a discount of ₹ 75 per equity share.*
3. *In Ujjivan Small Finance Bank Limited, the issue price to eligible shareholders of Ujjivan Financial Services Limited was ₹ 35 per equity share.*
4. *In Polycab India Limited, the issue price to employees was ₹ 485 after a discount of ₹ 53 per equity share.*
5. *In Varroc Engineering Limited, the issue price to employees was ₹ 919 after a discount of ₹ 48 per equity share.*
6. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
7. *The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.*
8. *Nifty is considered as the benchmark index except for Computer Age Management Services Limited where SENSEX is considered as benchmark index.*
9. *Restricted to last 10 equity initial public issues.*

2. Summary statement of price information of past issues handled by Kotak

Financial Year	**Total no. of IPOs**	**Total amount of funds raised (₹ million)**	**No. of IPOs trading at discount - 30th calendar days from listing**			**No. of IPOs trading at premium - 30th calendar days from listing**			**No. of IPOs trading at discount - 180th calendar days from listing**			**No. of IPOs trading at premium - 180th calendar days from listing**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2020-21	2	44,019.89	-	-	1	-	-	1	-	-	-	-	-	-
2019-20	4	136,362.82	-	1	-	-	1	2	-	-	1	-	1	2
2018-19	4	70,116.05	-	-	2	1	-	1	-	-	3	-	-	1

Notes:

1. *The information is as on the date of this Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

B. CLSA

1. Price information of past issues handled by CLSA

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark[1]] - 30th calendar days from listing (3)	+/- % change in closing price, [+/- % change in closing benchmark[1]] - 90th calendar days from listing (3)	+/- % change in closing price, [+/- % change in closing benchmark[1]] - 180th calendar days from listing (3)
1.	HDFC Asset Management Company Limited	28,003.31	1,100.00	August 6, 2018	1,726.25	+58.04%, [+1.17%]	+30.61%, [-7.32%]	+23.78%, [-4.33%]
2.	Lemon Tree Hotels Limited	10,386.85	56.00	April 9, 2018	61.60	+30.18%, [+3.26%]	+29.91%, [+3.79%]	+19.46%, [-0.61%]
3.	ICICI Securities Limited	35,148.49	520.00	April 4, 2018	435.00	-27.93%, [+5.44%]	-37.26%, [+5.22%]	-44.39%, [+7.92%]

Source: www.nseindia.com
Notes:
The CNX NIFTY is considered as the Benchmark Index.
Price on NSE is considered for all of the above calculations.
In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.

2. Summary statement of price information of past issues handled by CLSA

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2019-2020	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2018-2019	3	73,538.64	-	1	-	1	1	-	-	1	-	-	-	2

Note:
1. *For 2020-21, the information is as on the date of this Offer Document*
2. *The Total number of IPOs and the Total amount of funds raised have been included for each financial year based on the IPO listed during such financial year*

C. Edelweiss

1. Price information of past issues handled by Edelweiss:

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Equitas Small Finance Bank	5,176.00	33.00	November 2, 2020	31.10	5.45% [12.34%]	Not Applicable	Not Applicable
2.	Mazagon Dock	4,436.86	145.00	October 12, 2020	214.90	18.90% [5.87%]	Not Applicable	Not Applicable

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
	Shipbuilders Limited							
3.	Angel Broking Limited	6,000.00	306.00	October 5, 2020	275.00	-2.32% [2.70%]	Not Applicable	Not Applicable
4.	Route Mobile Limited	6,000.00	350.00	September 21, 2020	717.00	105.81% [5.74%]	Not Applicable	Not Applicable
5.	Prince Pipes and Fittings Limited	5,000.00	178.00	December 30, 2019	160.00	0.14% [-1.63%]	-44.33% [-29.34%]	-35.00% [-15.28%]
6.	IndiaMART InterMESH Limited	4,755.89	973.00**	July 4, 2019	1180.00	26.36% [-7.95%]	83.82% [-4.91%]	111.64% [2.59%]
7.	Polycab India Limited	13,452.60	538.00^	April 16, 2019	633.00	15.36% [-5.35%]	14.70% [-1.99%]	23.76% [-4.09%]
8.	Aavas Financiers Limited	16,403.17	821.00	October 8, 2018	750.00	-19.32% [1.76%]	2.42% [3.67%]	38.82% [12.74%]
9.	Fine Organic Industries Limited	6,001.69	783.00	July 2, 2018	815.00	5.72% [6.56%]	35.20% [2.56%]	50.21% [1.90%]
10.	ICICI Securities Limited	34,801.16	520.00	April 4, 2018	435.00	-27.93% [5.44%]	-37.26% [5.22%]	-44.39% [7.92%]

Source: www.nseindia.com

^Polycab India Limited – employee discount of ₹53 per equity share to the offer price was offered to the eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹538 per equity share
*** IndiaMART InterMESH Limited - A discount of ₹ 97 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹ 973 per equity share*

Notes
1. *Based on date of listing.*
2. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.*
3. *Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
4. *The Nifty 50 index is considered as the benchmark index.*
5. *Not Applicable. – Period not completed.*

2. Summary statement of Disclosure:

Fiscal Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-21*	4	21,612.86	-	-	1	1	-	2	-	-	-	-	-	-
2019-20	3	23,208.49	-	-	-	-	1	2	-	1	-	1	-	1
2018-19	3	57,206.02	-	1	1	-	-	1	-	1	-	1	1	-

The information is as on the date of the document
1. *Based on date of listing.*

2. *Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
3. *The Nifty 50 index is considered as the Benchmark Index.*

**For the financial year 2020-21- 4 issues have been completed. All 4 issues have completed 30 days.*

D. JM Financial

1. Price information of past issues handled by JM Financial

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Equitas Small Finance Bank Limited	5,176.00	33.00	November 02, 2020	31.10	+5.45% [+12.34%]	Not Applicable	Not Applicable
2.	UTI Asset Management Company Limited	21,598.84	554.00	October 12, 2020	500.00	-10.43% [+5.87%]	Not Applicable	Not Applicable
3.	Mazgaon Dock Shipbuilders Limited	4,436.86	145.00	October 12, 2020	214.90	+18.90% [+5.87%]	Not Applicable	Not Applicable
4.	Prince Pipes and Fittings Limited	5,000.00	178.00	December 30, 2019	160.00	+0.14% [-1.63%]	-44.33% [-29.34%]	-35.00% [-15.28%]
5.	Ujjivan Small Finance Bank Limited[7]	7,459.46	37.00	December 12, 2019	58.75	+41.08% [+2.38%]	+10.27% [-12.70%]	-16.62% [-15.07%]
6.	Spandana Sphoorty Financial Limited	12,009.36	856.00	August 19, 2019	825.00	-0.56% [-2.14%]	+52.76% [+7.61%]	+17.32%[+9.59%]
7.	Metropolis Healthcare Limited	12,042.88	880.00	April 15, 2019	958.00	+3.75% [-4.01%]	+21.39% [-1.18%]	+45.93% [-3.30%]
8.	Chalet Hotels Limited	16,411.80	280.00	February 7, 2019	294.00	+1.14% [-0.31%]	+24.41% [+3.87%]	+10.77% [-1.87%]
9.	HDFC Asset Management Company Limited	28,003.31	1,100.00	August 6, 2018	1,726.25	+58.04% [+1.17%]	+30.61% [-7.32%]	+23.78% [-4.33%]
10.	Fine Organic Industries Limited	6,001.69	783.00	July 2, 2018	815.00	+5.72% [+6.56%]	+35.20% [+2.56%]	+50.21% [+1.90%]

Source: www.nseindia.com for price information and prospectus/basis of allotment for issue details

Notes:

1. *Opening price information as disclosed on the website of NSE.*
2. *Change in closing price over the issue/offer price as disclosed on NSE.*
3. *Change in closing price over the closing price as on the listing date for benchmark index viz. NIFTY 50.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of ₹ 2 per Equity Share was offered to Eligible Ujjivan Financial Services Limited Shareholders bidding in Ujjivan Financial Services Limited Shareholders Reservation Portion*
8. *Not Applicable – Period not completed*

2. Summary statement of price information of past issues handled by JM Financial

Financial Year	Total no. of IPOs	Total funds raised (₹ Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%- 50%	Less than 25%	Over 50%	Between 25%- 50%	Less than 25%	Over 50%	Between 25%- 50%	Less than 25%
2020-2021	3	31,211.70	-	-	1	-	-	2	-	-	-	-	-	-
2019-2020	4	36,400.83**	-	-	1	-	1	2	-	1	1	-	1	1
2018-2019	4	68,856.80	-	-	1	1	-	2	-	1	-	1	-	2

** *Spandana Sphoorty Financial Limited raised ₹ 11,898.49 million as against the issue size of ₹ 12,009.36 million*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the BRLMs as set forth in the table below:

S. No.	Name of the BRLMs	Website
1.	Kotak	www.investmentbank.kotak.com
2.	CLSA	www.india.clsa.com
3.	Edelweiss	www.edelweissfin.com
4.	JM Financial	www.jmfl.com

Stock market data of Equity Shares

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Redressal of investor grievances

The agreement between the Registrar to the Offer, our Company and the Promoter Selling Shareholder provides for retention of records with the Registrar to the Offer for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations. Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

The Company has obtained authentication on the SCORES and shall comply with the SEBI circular no.CIR/OIAE/1/2013 dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders' Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares.

Our Company has also appointed Madhulika Rawat, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" beginning on page 56.

Our Company has not received any investor complaint during the three years preceding the date of the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.

Further, no investor complaint in relation to our Company is pending as on the date of the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.

Disposal of investor grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, this Prospectus, the abridged prospectus, Bid cum Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Ranking of the Equity Shares

The Equity Shares being Allotted pursuant to the Offer shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend. The Allottees upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For details, see "*Main Provisions of Articles of Association*" beginning on page 325.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines, policies or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of Articles of Association*" beginning on pages 170 and 325, respectively.

Face Value and Offer Price

The face value of each Equity Share is ₹ 10 and the Offer Price is ₹ 60 per Equity Share. The Anchor Investor Offer Price is ₹ 60 per Equity Share.

The Price Band and the minimum Bid Lot size for the Offer was decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, and were advertised in all editions of Financial Express, all editions of Jansatta and Mumbai edition of Navshakti (which are widely circulated English daily newspapers, Hindi daily newspapers and Marathi daily newspapers, Marathi being the regional language of Maharashtra, where our Registered Office is located), at least two Working Days prior to the Bid/ Offer Opening Date and were made available to the Stock Exchanges for the purpose of uploading the same on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, were required to be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of Equity Shares.

The Offer

The Offer comprises a Fresh Issue and an Offer for Sale by the Promoter Selling Shareholder.

Expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholder in the manner specified in "*Objects of the Offer - Offer Expenses*" on page 81.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;

- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see "*Main Provisions of Articles of Association*" beginning on page 325.

Allotment only in dematerialised form

Pursuant to section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated October 24, 2019 amongst NSDL, our Company and the Registrar to the Offer;
- Agreement dated October 23, 2019 amongst CDSL, our Company and the Registrar to the Offer.

Market lot and trading lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of 250 Equity Shares.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with section 72 of the Companies Act, 2013 and the rules made thereunder, the sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Share Transfer Agent.

Any person who becomes a nominee by virtue of the provisions of section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

(a) to register himself or herself as the holder of the Equity Shares; or

(b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company and and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right not to proceed with the Offer after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public

notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company or the Promoter Selling Shareholder, in consultation with the BRLMs withdraw the Offer after the Bid/ Offer Closing Date and thereafter determine that they will proceed with public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Bid/ Offer programme

BID/ OFFER OPENED ON	December 2, 2020*
BID/ OFFER CLOSED ON	December 4, 2020

* *The Anchor Investor Bid/ Offer Period was on December 1, 2020.*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about December 9, 2020, Wednesday
Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account*	On or about December 10, 2020, Thursday
Credit of Equity Shares to demat accounts of Allottees	On or about December 11, 2020, Friday
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about December 14, 2020, Monday

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.*

The above timetable is indicative and does not constitute any obligation on our Company or the Promoter Selling Shareholder or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date or such period as may be prescribed, with reasonable support and co-operation of Promoter Selling Shareholder, as may be required in respect of its Equity Shares offered, the timetable may change due to various factors, such as any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that it shall extend such reasonable support and co-operation required by our Company and the BRLMs for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and revision in bids	Only between 10:00 a.m. and 5:00 p.m. (Indian Standard Time ("**IST**"))
Bid/ Offer Closing Date	
Submission and revision in bids	Only between 10:00 a.m. and 3:00 p.m. IST

Any time mentioned in this Prospectus is IST.

On the Bid/ Offer Closing Date, the Bids were uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders.

On Bid/ Offer Closing Date, extension of time was granted by Stock Exchanges only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked in the relevant ASBA Account, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders were advised to submit their Bids one day prior to the Bid/ Offer Closing Date no later than 3:00 p.m. Any time mentioned in this Prospectus is IST. Bidders were cautioned that, in the event a large number of Bids were received on the Bid/ Offer Closing Date, some Bids could not have been uploaded due to lack of sufficient time. Such Bids that could not be uploaded would not have been considered for allocation under this Offer. Bids were accepted only during Working Days.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges would be taken as the final data for the purpose of Allotment.

Minimum subscription

If our Company does not receive the minimum subscription of 90% of the Fresh Issue and subscription to comply with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, on the date of closure of the issue; or withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law.

The requirement for minimum subscription is not applicable for the Offer for Sale. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made first towards Equity Shares offered by the Promoter Selling Shareholder and only then, towards the balance Fresh Issue.

The Promoter Selling Shareholder shall, reimburse, any expenses and interest incurred by our Company on behalf of the Promoter Selling Shareholder for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Promoter Selling Shareholder shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Promoter Selling Shareholder.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company will ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangements for disposal of odd lots

There are no arrangements for disposal of odd lots.

Restrictions, if any on transfer and transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company, Promoter's Contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 64. and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/ debentures and on their consolidation/ splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of Articles of Association*" beginning on page 325.

OFFER STRUCTURE

Offer of 135,000,000* Equity Shares for cash at price of ₹ 60 per Equity Share (including a premium of ₹ 50 per Equity Share) aggregating to ₹ 8,100 million comprising of a Fresh Issue of 75,000,000 Equity Shares aggregating to ₹ ₹ 4,500 million by our Company and an Offer of Sale of 60,000,000 Equity Shares aggregating to ₹ 3,600 million by QSR Asia.

Our Company has undertaken a Pre-IPO Placement by way of a: (i) rights issue of 1,32,00,000 Equity Shares to our Promoter Selling Shareholder for cash at a price of ₹ 44 per Equity Share aggregating to ₹ 580.80 million pursuant to the resolution of the Board dated May 23, 2020; and (ii) preferential allotment of 15,712,820 Equity Shares to AIL for cash at a price of ₹ 58.50 per Equity Share aggregating to ₹ 919.20 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated November 18, 2020. The size of the fresh issue of ₹ 6,000 million had been reduced by ₹ 1,500 million pursuant to the Pre-IPO Placement, and accordingly, the fresh issue size was ₹ 4,500 million.

The face value of the Equity Shares is ₹10 each.

** Subject to finalisation of Basis of Allotment*

The Offer is being made through the Book Building Process.

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation* [(2)]	Not less than 101,250,000* Equity Shares	Not more than 20,250,000* Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than 13,500,000* Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	Not less than 75% of the Offer Size was Allotted to QIBs. However, up to 5% of the Net QIB Portion was available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion were also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion was available for allocation to QIBs	Not more than 15% of the Offer or Offer less allocation to QIBs and Retail Individual Bidders was made available for allocation	Not more than 10% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders was made available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) 2,025,000* Equity Shares was made available for allocation on a proportionate basis to Mutual Funds only; and (b) 38,475,000* Equity Shares were Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above 60,750,000* Equity Shares were allocated on a discretionary basis to Anchor Investors of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors	Proportionate	The allotment to each Retail Individual Bidder was not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, were allotted on a proportionate basis. For details, see "*Offer Procedure*" beginning on page 312
Minimum Bid	Such number of Equity Shares in multiples of 250 Equity Shares, that the Bid Amount exceeds ₹200,000	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of 250 Equity Shares thereafter	250 Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of 250 Equity Shares not exceeding the size of the Offer, subject to applicable limits	Such number of Equity Shares in multiples of 250 Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of 250 Equity Shares so that the Bid Amount does not exceed ₹200,000
Bid Lot	250 Equity Shares and in multiples of 250 Equity Shares thereafter		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors)		
Mode of allotment	Compulsorily in dematerialised form		
Allotment lot	250 Equity Shares and in multiples of one Equity Share thereafter		
Trading lot	One Equity Share		

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
Who can apply[3]	Public financial institutions as specified in section 2(72) of the Companies Act, 2013, scheduled commercial banks, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, National Investment Fund set up by the Government, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and NBFC-SI	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[4] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form		

* *Subject to finalisation of basis of allotment..*

[1] *Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, have allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.*

[2] *This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and under Regulation 6(2) of the SEBI ICDR Regulations.*

[3] *If the Bid is submitted in joint names, the Bid cum Application Form could contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder was required in the Bid cum Application Form and such First Bidder has been deemed to have signed on behalf of the joint holders. Bidders were required to confirm and were deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they were eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

[4] *Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, was payable by the Anchor Investor pay-in date as mentioned in the CAN.*

Subject to valid Bids having been received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, is allowed to be met with spill over from any other category or combination of categories at the discretion of our Company and the Promoter Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in public issues prepared and issued in accordance with the circular no. CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 and SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the "**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general, in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations, which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. The General Information Document is available on the website of the Stock Exchanges and the BRLMs. Please refer to the relevant provision of the General Information Document, which are applicable to the Offer.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Bid cum Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Bid cum Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

Our Company, the Promoter Selling Shareholder and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document which are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Red Herring Prospectus and this Prospectus. Bidders were advised to make their independent investigations and ensure that their Bids were submitted in accordance with applicable laws and did not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

Further, our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer has been made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer was allocated on a proportionate basis to QIBs, provided that our Company and the Promoter Selling Shareholder may, in consultation with the BRLMs, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third were required to be reserved for domestic Mutual Funds, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion was made available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion was made available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company and the Promoter Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, were required to be treated as incomplete and are liable to be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the IPO.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in all editions of Financial Express, all editions of Jansatta and Mumbai edition of Navshakti (which are widely circulated English daily newspapers, Hindi daily newspapers and Marathi daily newspapers respectively, Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus were made available with the Designated Intermediaries at the Bidding Centers, and our Registered Office. An electronic copy of the Bid cum Application Form was also made available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

All Bidders (other than Anchor Investors) were mandatorily required to participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that did not contain such details were rejected. Applications made by the RIBs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

ASBA Bidders were required to ensure that the Bids were made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp were liable to be rejected. Since the Offer was made under Phase II of the UPI Circulars, ASBA Bidders have submited the ASBA Form in the manner below:

(i) RIBs (other than the RIBs using UPI Mechanism) have submitted their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) RIBs using UPI Mechanism, have submitted their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs have submitted their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue
Anchor Investors	White

* *Excluding electronic Bid cum Application Form.*

The relevant Designated Intermediaries were required to upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For RIBs using UPI Mechanism, the Stock Exchanges were required to share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds.

The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("**Cut-Off Time**"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

Participation by Promoter, Promoter Group, Book Running Lead Managers, associates and affiliates of the Book Running Lead Managers, Syndicate Members, persons related to the Promoter and Promoter Group

The Book Running Lead Managers and the Syndicate Members were not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Members could Bid for Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Portion as was applicable to such Bidders, where the allocation is on a proportionate basis, and such subscription could be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Members, were required to be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any persons related to the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers.

Further, the Promoter and Promoter Group shall not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoter and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. However, a qualified institutional buyer who has any of the following rights shall be deemed to be a person related to the Promoter or Promoter Group of our Company:

(i) rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Group of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds were required to specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid could be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund were not be treated as multiple Bids provided that the Bids clearly indicated the scheme concerned for which the Bid has been made.

No Mutual Fund scheme could invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% was applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes could own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs could obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms were required to authorize their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis were advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis were advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour).

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder was required specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids by HUFs were considered at par with Bids from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI including its investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA Rules, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by

SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. With effect from the April 1, 2020, the aggregate limit of investments by FPI is as per the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit could have been decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit.

By a resolution of our Board dated October 17, 2019 and a resolution of our Shareholders dated October 23, 2019, our Company has increased the aggregate limits of its shareholding by FPIs to 100%. We have intimated the increase of these limits to the RBI.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Categoty I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI was also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to the following conditions:

(a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the general information document for investing in public issues, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Please note that in terms of the general information document, the maximum Bid by any Bidder including a QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, multiple Bids by a FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in the Red Herring Prospectus read with the general information document, Bid cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus*".

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collectively the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative investments) for 10% or more of our total paid up post-Offer Equity Share capital shall be liable to be rejected.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations *inter-alia* prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the investable funds in one investee company. A category III AIF cannot invest more than 10% of the investable funds in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investable funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Selling Shareholder or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, was required to be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee were required to be attached to the Bid cum Application Form, failing which our Company and the Promoter Selling Shareholder in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, and the Reserve Bank of India Master Direction (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by SCSBs

SCSBs participating in the Offer were required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively. Such SCSBs were required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account was required to be used solely for the purpose of making application in public issues and clear demarcated funds were available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI was required to be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund was required to be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws was required to be lodged along with the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Promoter Selling Shareholder in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the NBFC-SI, were required to be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

Bids by Anchor Investors

(a) In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, and will be completed on the same day.

(e) Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

  (i) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;

  (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and

  (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

(j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) nor any "person related to the Promoter or Promoter Group" shall apply in the Offer under the Anchor Investor Portion. For details, see "- *Participation by Promoter, Promoter Group, Book Running Lead Managers, associates and affiliates of the Book Running Lead Managers, Syndicate Members, persons related to the Promoter and Promoter Group"* beginning on page 314.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

The above information was given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, this Prospectus or may occur after the date of this Prospectus. Bidders were advised to make their independent investigations and ensure that any single Bid from them did not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus and this Prospectus.

General Instructions

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their bids to the relevant Designated Intermediary through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Center (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the full Bid Amount in the ASBA Account before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder;
8. Ensure that you (other than the Anchor Investors) have mentioned the correct ASBA Account number or the bank account linked UPI ID (with maximum length of 45 characters including the handle), as applicable, in the Bid cum Application Form;
9. RIBs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
11. Ensure that the name(s) given in the Bid cum Application Form is/ are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
12. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;
14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
15. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer

through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

16. Except for Bids (i) on behalf of the central or state Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market, and (iii) by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempt from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the central or the state Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned are liable to be rejected;

17. Ensure that the Demographic Details are updated, true and correct in all respects;

18. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

19. Ensure that the category and the investor status is indicated;

20. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

21. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

22. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

23. RIIs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIIs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RII's ASBA Account;

24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;

25. While applying using the UPI Mechanism, ensure that the name of your bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, you should also ensure that the name of the application and the UPI handle being used for making the application is also appearing in the aforesaid list;

26. RIBs submitting a Bid cum Application Form using the UPI Mechanism, should ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid, are listed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;

27. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIIs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

28. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with; and

29. Ensure that your bank account used for bidding is linked to your PAN.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 are liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a RIB and are using UPI Mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Anchor Investors should not Bid through the ASBA process;
12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
14. Do not submit the General Index Register (GIR) number instead of the PAN;
15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
19. Do not submit a Bid using UPI ID, if you are not a RII;
20. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
21. Do not Bid for Equity Shares in excess of what is specified for each category;
22. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centers; and
25. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-issue or post issue related issues regarding demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, see "*General Information*" beginning on page 56.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the net offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company and the Promoter Selling Shareholder in consultation with the BRLMs, in their absolute discretion, decided the list of Anchor Investors to whom the CAN were sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) were required to be drawn in favour of:

(a) In case of resident Anchor Investors and Underwriters: "Burger King Indian Ltd – IPO – Anchor Investor – R"

(b) In case of Non-Resident Anchor Investors: "Burger King Indian Ltd – IPO – Anchor Escrow – NR"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre- Offer Advertisement

Our Company after filing the Red Herring Prospectus with the RoC, published a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Financial Express, all editions of Jansatta and Mumbai edition of Navshakti (which are widely circulated English daily newspapers, Hindi national daily newspapers and Marathi daily newspapers, Marathi being the regional language of Maharashtra, where our Registered Office is located).

In the pre-Offer advertisement, we stated the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus and which may occur after the date of this Prospectus. Bidders were advised to make their independent investigations and ensure that the number of Equity Shares Bid for did not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Promoter Selling Shareholder and the Syndicate have entered into an Underwriting Agreement.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus is being filed with the RoC in accordance with applicable law, which is termed as the 'Prospectus'. The Prospectus contains details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and is complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements were made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken in consultation with the BRLMs within such period as may be prescribed under applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- compliance with all disclosure and accounting norms as may be specified by SEBI from time to time;
- Promoter's contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees; and
- no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder undertakes in respect of itself as a Promoter Selling Shareholder and its respective portion of the Equity Shares offered by it in the Offer for Sale that:

- the Equity Shares offered for sale by the Promoter Selling Shareholder in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- the Equity Shares being offered for sale by the Promoter Selling Shareholder pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer;
- it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;
- that it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer;
- it shall provide such reasonable cooperation to our Company in relation to their respective portion of the Equity Shares offered by it in the Offer for Sale for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges; and
- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Offer Price, will be taken by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs.

Only the statements and undertakings in relation to the Promoter Selling Shareholder and their portion of the Equity Shares offered in the Offer for Sale which are specifically "confirmed" or "undertaken" by the Promoter Selling Shareholder in the Red Herring Prospectus, shall be deemed to be "statements and undertakings specifically confirmed or undertaken" by the Promoter Selling Shareholder. All other statements and/ or undertakings in the Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relate to the Promoter Selling Shareholder.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013;
- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as 'Department of Industrial Policy and Promotion') ("**DPIIT**"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017 has notified the specific ministries handling relevant sectors.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020 (the "**FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government, OCBs were not permitted to participate in this Offer.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

For details, see "*Offer Procedure*" beginning on page 312. The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which have occurred after the date of the Red Herring Prospectus and will occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. The Articles of Association of our Company comprise of two parts, Part I and Part II, which parts shall, unless the context otherwise requires, co-exist with each other until the date of listing of the Equity Shares. In case of inconsistency between Part I and Part II, the provisions of Part II shall be applicable until the date of listing of the Equity Shares. However, Part II shall automatically terminate and cease to have any force and effect from the date of listing of Equity Shares of the Company on a recognized stock exchange in India pursuant to an initial public offering of the Equity Shares of our Company without any further action, including any corporate action, by the Company or by the Shareholders.

Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

Part I

Authorised Share Capital

The authorized share capital of the Company shall be such as given in Clause V of the Memorandum of Association, with the power to increase or reduce the same or to divide the same into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company.

Alteration of Capital

Subject to the provisions of the Companies Act, the Company in its General Meeting may, by an Ordinary Resolution, from time to time:

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient and as may be specified in the resolution;

(b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

(c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

(d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Companies Act; and

(e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

Allotment of Shares

Subject to applicable law, the Board of Directors may issue and allot shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully/partly paid up shares and if so issued shall be deemed as fully/partly paid up shares.

The Board may subject to the provisions of the Companies Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that:

(a) no call shall exceed one-fourth of the nominal value of the share or

(b) be payable at less than one month from the date fixed for the payment of the last preceding call.

A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders' in a general meeting.

Further issue of Shares

Where at any time the Board or the Company, as the case may be, proposes to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the applicable law and the provisions of section 62 of the Companies Act, and the rules made thereunder:

(a) to the persons who at the date of the offer are holders of the equity shares of the Company in proportion as nearly as circumstances admit to the paid-up share capital on those shares.

(b) to employees under any scheme of employees' stock option subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under applicable law; or

(c) any other person, if authorised by a special resolution

Lien and forfeiture

The Company shall subject to applicable law have a first and paramount lien on every share / debentures (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debentures and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect. Unless otherwise agreed the registration of a transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

Any share forfeited in accordance with the Articles, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit.

Transfer of Shares

The instrument of transfer of any share shall be in writing and all the provisions of the Companies Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. Every such instrument of transfer shall be executed both by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof. Subject to the provisions of the Articles and other applicable provisions of the Companies Act or any other law for the time being in force, the Board may (at its own absolute ad uncontrolled discretion and by giving reasons) refuse whether in pursuance of any power of the Company under the Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause. Where in the case of partly paid shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Companies Act and the transferee gives no objection to the transfer within the time period prescribed under the Companies Act.

Transmission of Shares

Subject to the provisions of the Companies Act and the Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with the Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made.

Calls on Shares

The Board may subject to the provisions of the Companies Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. If a Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at the rate of ten percent or such other lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. In case of non-payment of such sum, all the relevant provisions of the Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

General Meetings

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an extraordinary general meeting. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year. Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

Directors

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than fifteen (15), and atleast one (1) Director shall be resident of India in the previous year. The chief executive officer of the Company shall hold office as a whole time Director on the board of the Company. QSR shall have the right to nominate the Directors on the board of the Company in the following manner:

(a) QSR shall be entitled to nominate four Directors on the Board, for so long as QSR continues to hold at least 40% of the total issued and fully paid-up equity share capital of the Company, calculated on a Fully Diluted Basis; and

(b) QSR shall be entitled to nominate three Directors on the Board, for so long as it holds at least 25% of the total issued and fully paid-up equity share capital of the Company, calculated on a Fully Diluted Basis.

In the event of a termination or removal or vacancy of a QSR Director, QSR shall have the right to nominate a new QSR Director. Additionally, subject to applicable law (including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended), so long as QSR holds fifteen (15%) or more of the issued and paid-up equity share capital of the Company, on a Fully Diluted Basis, it shall have a right to designate one individual to attend all Board meetings as an observer

Composition of Committee

Subject to applicable law and shareholders' approval by way of a Special Resolution immediately after the listing of Equity Shares of the Company, the QSR Directors shall have the right (but not an obligation) on behalf of QSR, to be appointed as a member of any committee or sub-committee of the Board, subject to a minimum of at least one member on the committee. Subject to applicable law, the quorum for all meetings of the committee or sub-committee of the Board where QSR Director has been appointed as a member, shall require to have at least one of the QSR Directors, who shall be required to be present throughout the meeting. The Shareholders of the Company shall take such actions as may be necessary to enable the relevant QSR Directors to exercise such right.

Meetings of the Board

The Board of Directors shall meet at least once in every three (3) months with a maximum gap of four (4) months between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Companies Act, provided that at least four (4) such meetings shall be held in every year.

The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

Quorum

Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. Subject to applicable law and notwithstanding the above, the quorum for all board meetings of the Company shall require to have at least 2 (two) of the QSR Directors, who shall be required to be present throughout the meeting.

Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer

Subject to applicable law, on and from the date hereof and until such time that QSR continues to remain 'promoter' of the Company, it shall have a right to appoint the chief executive officer of the Company, who shall hold office as a whole time Director. Provided however that, shareholders' approval by way of a Special Resolution immediately after the listing of Equity Shares is obtained by the Company for the purposes of this article coming into effect.

Capitalisation of Profits

The Company in General Meeting, may, on recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and that such sum be accordingly set free for distribution.

The sum aforesaid shall not be paid in cash but shall be applied either in or towards:

(i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

(ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in sub-clause (i) and partly that specified in sub -clause (ii).

(iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Companies Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

(v) The Board shall give effect to the resolution passed by the Company in pursuance of the Articles.

Dividend

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. Subject to the provisions of the Companies Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.

Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

Unpaid or Unclaimed Dividend

Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account of Burger King India Limited".

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investors Education and Protection Fund established under the Companies Act.

No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

Winding up

If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Companies Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

Indemnity

Subject to the provisions of the Companies Act, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

Part II

Authorised Share Capital

The authorized share capital of the Company shall be such as given in Clause V of the Memorandum of Association, with the power to increase or reduce the same or to divide the same into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company.

Shares

The Company may in a general meeting, alter its Memorandum as follows:

(a) increase its share capital by such amount as it thinks expedient, by issuing new shares;

(b) consolidate and divide all or any of its share capital into shares of amounts, larger than its existing shares;

(c) sub-divide all or any of its shares into shares of amounts, smaller than what was originally fixed by the Memorandum so however, that in the sub-division the proportion between the amount paid and the amount unpaid, if any, on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(d) cancel shares, which at the date of such general meeting have not been subscribed by any person and diminish the amount of its share capital by the amount of shares so cancelled

Capital Infusion

Subject to Applicable Law, if the Board decides, to issue new Shares such Shares shall at first be offered to QSR. If QSR does not subscribe to the Shares offered to it, within 30 (thirty) Days of the offer, the Company shall be entitled to offer the balance unsubscribed Shares, if any, to a Third Party.

Certificate

Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary and the common seal it shall be affixed in the presence of the persons required to sign the certificate.

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

Transfer of Shares

Subject to the provisions of the Articles and the Companies Act, the Shares in the Company shall be transferable by written instrument in the prescribed form signed both by the transferor and the transferee and the transferor shall be deemed to remain

the holder of the Shares until the name of the transferee is entered in the register of members of the Company. Further, the Board of Directors may also decline to recognise any instrument of transfer unless:

(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Companies Act;

(b) the instrument of transfer is accompanied by the certificate of shares to which it relates and such other evidence as the Board of Directors may reasonably require to show the right of transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares

No Shareholder, other than QSR, may Transfer the whole or any part of its Shares of the Company or any fractional or beneficial interest therein, except (i) to one or more of its Permitted Transferees in accordance with Article 25 (*Permitted Transferees*), or (ii) as provided in Article 29 (*ROFR*) or Article 30 (*Tag Along*). The nominee Shareholder shall not Transfer the Shares of the Company without the prior written consent of QSR, which consent may be subject to such terms and conditions as may be specified by QSR in its sole and absolute discretion.

Right of First Refusal

If any Shareholder other than a nominee Shareholder (each such Shareholder, an **"Offering Shareholder"**) receives an unsolicited offer from a Third Party purchaser (a **"Proposed Transferee"**) to purchase any Shares of the Company or wishes to make a Transfer of any Shares pursuant to the terms of the Articles, the Offering Shareholder shall first deliver to QSR, a written notice in accordance with this Article (the **"Offer Notice"**), which shall be irrevocable for a period of thirty (30) days after delivery thereof (the **"Acceptance Period"**) and which Offer Notice shall specify the terms, including the number of Shares to be sold (the **"ROFR Shares"**), and the price per Share at which the Offering Shareholder proposes to Transfer such ROFR Shares, offering to QSR, all of the ROFR Shares proposed to be sold by the Offering Shareholder at the purchase price and on the terms specified therein and include a representation that the Offering Shareholder is not receiving any consideration (directly or indirectly) except as specified in the Offer Notice. If the Offer Notice is issued to QSR, then QSR shall have the right and option, at its sole discretion, during the Acceptance Period, to agree to purchase all the ROFR Shares and upon the terms stated in the Offer Notice, which option shall be exercised by delivery of a written notice (the **"Acceptance Notice"**) to the Offering Shareholder within the Acceptance Period.

Notwithstanding anything stated above, the price per Share stated in the Offer Notice shall not be lower than the price determined as per the applicable pricing guidelines.

Tag Along Right

(a) Notwithstanding any provision to the contrary contained herein, during the Acceptance Period, QSR may notify the Offering Shareholder in writing (such notice, the **"Tag-Along Notice"**) that QSR wishes to participate in the Transfer to such Proposed Transferee of the ROFR Shares by including in such Transfer on the same terms and conditions thereof the Shares held by it on a pro rata basis (the **"Tag-Along Shares"**). The Tag-Along Notice shall include QSR's wire transfer instructions for payment of the cash portion of the consideration to be received in such Tag-Along Sale. In the event that QSR delivers a Tag-Along Notice to the Offering Shareholder, the inclusion of QSR's Tag-Along Shares in such sale (the **"Tag-Along Sale"**) shall be a condition precedent to the consummation of such sale by the Offering Shareholder; provided that the Offering Shareholder shall not consummate the Tag-Along Sale unless the Proposed Transferee shall have concurrently purchased all Tag-Along Shares from QSR (if it elects to participate in the Tag-Along Sale).

(b) Upon the Offering Shareholder's instructions on the date of the closing of the Tag- Along Sale, QSR shall deliver and Transfer to the Proposed Transferee, the certificate or certificates representing the Tag-Along Shares, or, if such delivery is not permitted by Law, an unconditional agreement to deliver such Tag-Along Shares pursuant to this Article at the closing for such Tag-Along Sale against delivery to QSR of the consideration therefor. Delivery by QSR of a Tag-Along Notice shall constitute an irrevocable acceptance of the Offer Notice by such Tag-Along Shareholder. Notwithstanding the foregoing, QSR shall not transfer the Tag-Along Shares unless the Proposed Transferee has simultaneously released the consideration for such Tag-Along Shares as set forth in the Offer Notice pursuant to the wiring instructions set forth in the Tag-Along Notice.

(c) In connection with any Tag-Along Sale pursuant to this Article, QSR shall (i) make such representations, warranties and covenants and enter into such definitive agreements as are customary for transactions of the nature of the proposed Transfer, (ii) benefit from all of the same provisions of the definitive agreements as the Tag- Along Seller, and (iii) be required to bear its proportionate share of (A) any escrows, holdbacks or adjustments in purchase price, and (B) any expenses incurred in connection therewith to the extent such expenses are incurred for the benefit of all Shareholders and are not otherwise paid by the Company or any another Person.

Transmission of Shares

On the death of a member, the survivor or survivors, where the member was a joint-holder and his nominee or nominees or legal representatives, where he was sole holder shall be the only persons whom the Company may recognize as having any title or interest in the shares but nothing in this Article shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons. The Board shall, subject to the provisions of the Articles, have the same right to refuse to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

Forfeiture of shares

Any forfeiture of shares may at the discretion and by a resolution of the Board be annulled on such terms and conditions as the Board may deem fit.

General Meetings

All general meetings other than annual general meeting shall be called extraordinary general meeting. The quorum for a General Meeting shall be Shareholders holding a majority of the Equity Shares then outstanding and not less than five (5) members in number. Subject to applicable Laws, the members may be present and participate in a general meeting by electronic mode or by such other means as may be approved and allowed under Law from time to time. Any member entitled to attend and vote at a general meeting of the Company shall be entitled to appoint any person or attorney whether a member or not as his proxy to attend and vote instead of himself, but the proxy so appointed shall not, unless be a member, have any right to speak at the meeting and shall not be entitled to vote except on a poll.

Directors

Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than three (3) or more than fifteen (15). Subject to applicable law, (i) the chief executive officer of the Company shall hold office as a whole time Director on the board of the Company, and (ii) QSR shall have the right to nominate the Directors on the board of the Company ("**QSR Directors**") in the following manner:

(a) QSR shall be entitled to nominate four (4) Directors on the Board, for so long as QSR continues to hold at least 40% (forty percent) of the total issued and fully paid-up equity share capital of the Company, calculated on a Fully Diluted Basis; and

(b) QSR shall be entitled to nominate three (3) Directors on the Board, for so long as it holds at least 25% (twenty five percent) of the total issued and fully paid-up equity share capital of the Company, calculated on a Fully Diluted Basis.

Additionally, subject to applicable law (including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended), so long as QSR holds 15% or more of the issued and paid-up equity share capital of the Company, on a Fully Diluted Basis, it shall have a right to designate one individual to attend all Board meetings as an observer (such individual, the **"Board Observer"**). The Board Observer may participate in Board meetings and shall receive the same information at the same time delivered to members of the Board, including all materials provided to such members in connection with any action to be taken by the Board without a meeting. The Board may appoint any person specified by QSR, to be an alternate Director to act for a Director, originally nominated by QSR (hereinafter called the **"Original Director"**), during the absence of the Original Director for a period of not less than three months from the State in which the meetings of the Board are ordinarily held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. The Board may appoint, individuals with such other titles as it may select, including the titles of chairman, chief executive officer (**"CEO"**), president, vice president, chief financial officer and secretary, to act on behalf of the Company, with such power and authority as the Board may delegate to any such Person. Any officer may be removed at any time, with or without cause, by the Board and his or her successor, if any, shall be selected and approved by the Board at the time of such removal.

Subject to applicable law, the CEO of the Company shall also act as the Managing Owner of the Company who shall take steps to direct and oversee the Company's compliance with agreements entered into by it relating to the franchised restaurants

Borrowing powers

Subject to the provisions of the Articles, the Board may from time to time:

(a) borrow funds;

(b) issue, reissue or sell debentures;

(c) give a guarantee on behalf of the Company to secure performance of an obligation of any person; and

(d) mortgage, charge, pledge or otherwise create a security interest in all or any property of the Company, owned or substantially acquired, to secure any obligation of the Company.

The Board may delegate to any officer of the Company all or any of the powers conferred on the Board by this Article.

Capitalisation of Profits

The Company in General Meeting, may, on recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and that such sum be accordingly set free for distribution.

The sum aforesaid shall not be paid in cash but shall be applied either in or towards:

(i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

(ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in sub-clause (i) and partly that specified in sub -clause (ii).

(iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Companies Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

(v) The Board shall give effect to the resolution passed by the Company in pursuance of the Articles.

Listing

Each of the Shareholders acknowledge and agree that it is the intention that the business of the Company should be developed so that, the Shares may be admitted to trading on the stock exchange of India, Singapore, London, or New York or on any other regulated market of one or more recognized stock exchanges which provides a liquid and genuine market for the Shares of sufficient liquidity. The Board may give notice to QSR that it desires that the Company, and the Shareholders take such steps as may be necessary to obtain a Listing.

Dividend

The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board. Subject to the provisions of the Companies Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Winding Up

If upon the winding up of the Company, the surplus assets are more than sufficient to repay the whole of paid-up capital, the excess shall be distributed amongst the members in a proportion equal to the capital paid or ought to have been paid on the shares at the commencement of the winding up held by them respectively other than amount paid in advance of calls. If the surplus is insufficient to repay the whole of the paid-up capital, such surplus assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid or ought to have been paid on the shares at the commencement of the winding up held by them respectively, other than amount paid in advance of calls.

Indemnity

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company and includes contracts entered into until the date of the Red Herring Prospectus) which are deemed material and were attached to the copy of the Red Herring Prospectus which was delivered to the RoC for filing. Copies of the above mentioned contracts and also the documents for inspection referred to hereunder were provided for inspection at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Registrar Agreement dated November 1, 2019 entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer, along with amendment letter dated November 2, 2019.

2. Offer Agreement dated November 2, 2019 along with first amendment agreement dated February 28, 2020 and the second amendment agreement dated October 21, 2020, entered into between our Company, the Promoter Selling Shareholder and the BRLMs.

3. Cash Escrow and Sponsor Bank Agreement dated March 5, 2020 along with the amendment agreement dated November 24, 2020 entered into between our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLMs and the Syndicate Members and the Banker to the Offer.

4. Share Escrow Agreement dated March 3, 2020 along with the amendment agreement dated November 24, 2020 entered into between the Promoter Selling Shareholder, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated March 4, 2020 along with the amendment agreement dated November 24, 2020 entered into between our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members.

6. Underwriting Agreement dated December 7, 2020 entered into between our Company, the Promoter Selling Shareholder, and the Underwriters.

7. Monitoring Agency Agreement dated March 6, 2020 along with the amendment agreement dated November 24, 2020 entered into between our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Certificate of incorporation dated November 11, 2013 upon incorporation, fresh certificate of incorporation dated September 25, 2019 upon conversion to public company.

3. Resolution of the Board dated September 12, 2019, October 17, 2019, February 12, 2020 and October 19, 2020 in relation to the Offer and other related matters.

4. Resolution of the Board dated October 24, 2019 in relation to approval of the Draft Red Herring Prospectus, resolution of the Board dated November 25, 2020 in relation to approval of the Red Herring Prospectus, and resolution of the Board dated December 7, 2020 in relation to approval of this Prospectus.

5. Resolution of the Shareholders of our Company dated October 23, 2019, February 14, 2020 and October 20, 2020 in relation to the Fresh Issue and other related matters.

6. Consent letter dated October 31, 2019 by QSR Asia in relation to the Offer for Sale.

7. Resolution of the Board dated February 27, 2014 for appointment and resolution of the Board dated February 5, 2019 for re-appointment of Whole Time Director for a period of five years.

8. Copy of ESOS 2015, approved by the Board and Shareholders.

9. Master Franchise and Development Agreement dated November 19, 2013 between BK AsiaPac, QSR Asia and our Company, along with amendment agreements dated November 12, 2014, October 31, 2019 and November 18, 2020.

10. Company Franchise Agreement dated November 19, 2013 between BK AsiaPac, QSR Asia and our Company, along with amendment agreement dated October 31, 2019.

11. Intellectual property letter agreement dated November 19, 2013, entered into by Burger King Corporation and BK AsiaPac with F&B Singapore, Everstone Capital Partners II, LLC, F&B Asia Ventures Ltd (Mauritius), QSR Asia and our Company.

12. Investment agreement dated August 15, 2019 between Ajay Kaul, our Promoter and F&B Singapore.

13. Investment agreement dated November 13, 2020 between our Company, our Promoter and AIL.

14. Consent letter dated November 9, 2020 from Technopak to rely on and reproduce part or whole of the Technopak Report, include their name in this Prospectus and inclusion of their name as experts.

15. The examination report dated November 12, 2020 of the Statutory Auditor, on our Restated Financial Statements.

16. Written consent dated December 7, 2020 from the Statutory Auditors of our Company, S R B C & CO, LLP, Chartered Accountants, for inclusion of their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as a Statutory Auditor and in respect of their (i) examination report, dated November 12, 2020 on our Restated Financial Statements; and (ii) their report dated November 18, 2020 on the Statement of Tax Benefits in this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

17. Copies of the audited financial statements along with the auditor report and directors' report of our Company for the six month period ended September 30, 2020 Fiscal 2020, 2019 and 2018.

18. Letter of comfort dated October 30, 2019 entered into between F&B Singapore, QSR Asia and ICICI Bank Limited.

19. The statement of tax benefits dated November 18, 2020 from the Statutory Auditor.

20. Industry report entitled "Indian Quick Service Restaurant (QSR) Industry Report" dated November 2020 prepared by Technopak.

21. Consent letter of the Directors, Promoter Selling Shareholder, BRLMs, Syndicate Members, Legal Counsel to our Company as to Indian law, Legal Counsel to the BRLMs as to Indian law, Legal Counsel to the BRLMs as to the U.S. law, Legal Counsel to the Promoter Selling Shareholder as to Indian law, lenders to our Company, Banker to the Offer, Registrar to the Offer, Bankers to our Company, Company Secretary and Compliance Officer as referred to in their specific capacities.

22. Due diligence certificate dated November 2, 2019 addressed to SEBI from the BRLMs.

23. In-principle listing approvals dated November 8, 2019 and November 28, 2019 issued by BSE and NSE, respectively.

24. Tripartite agreement dated October 24, 2019 among our Company, NSDL and the Registrar to the Offer.

25. Tripartite agreement dated October 23, 2019 among our Company, CDSL and the Registrar to the Offer.

26. SEBI e-mail dated November 8, 2019, interim observation letter no. SEBI/HO/CFD/DIL2/ADM/GB/30170/2019 dated November 14, 2019, e-mail dated December 6, 2019, SEBI final observation letter no. SEBI/HO/CFD/DIL-II/ADM/GB/3315/2020 dated January 24, 2020, and SEBI e-mail dated October 28, 2020.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements in this Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

Shivakumar Pullaya Dega *(Chairman and Independent Director)*	Rajeev Varman *(Chief Executive Officer and Whole Time Director)*
Ajay Kaul *(Non-Executive Director)*	Amit Manocha *(Non-Executive Director)*
Jaspal Singh Sabharwal *(Non-Executive Director)*	Peter Perdue *(Non-Executive Director)*
Sandeep Chaudhary *(Independent Director)*	Tara Subramaniam *(Independent Director)*

SIGNED BY THE CHIEF FINANCIAL OFFICER

Sumit P. Zaveri
(Chief Financial Officer)

Place: Mumbai

Date: December 7, 2020

DECLARATION

The undersigned Promoter Selling Shareholder hereby confirms that all statements and undertakings specifically made by us in this Prospectus in relation to ourselves, as a Promoter Selling Shareholder and the Equity Shares offered for sale by the Promoter Selling Shareholder, are true and correct. We assume no responsibility for any other statements including statements made by or relating to the Company or any other person(s) in this Prospectus.

Signed for and on behalf of QSR Asia Pte. Ltd.

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Authorised Signatory

Name: Amit Manocha

Designation: Director

Date: December 7, 2020