

May 17, 2025

To,

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| <b>National Stock Exchange of India Ltd.</b><br>Exchange Plaza, Block G, C/1, Bandra Kurla<br>Complex, Bandra (E), Mumbai – 400 051<br>Email: cmlist@nse.co.in<br><b>Symbol: DEVYANI</b> | <b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers ,<br>Dalal Street, Mumbai – 400 001<br>Email: corp.relations@bseindia.com<br><b>Security Code: 543330</b> |
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**Sub: Outcome of the Extra-ordinary General Meeting of Devyani International Limited ("the Company") held on Saturday, May 17, 2025 along with Proceedings and Scrutinizer's Report**

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation of our earlier communication dated April 25, 2025, please find enclosed brief proceedings of the Extra-ordinary General Meeting ("EGM") of the Company held today i.e. Saturday, May 17, 2025 at 11:00 A.M. (IST) and concluded at 11:40 A.M. (IST) through Webex facility provided by National Securities Depository Limited as **Annexure - I**.

Please also find enclosed consolidated Scrutinizer's Report dated May 17, 2025 as **Annexure-II**.

The proceedings of EGM and consolidated Scrutinizer's Report are also being uploaded on websites of the Company at [www.dil-rjcorp.com](http://www.dil-rjcorp.com) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your kind information and records.

Yours faithfully  
**For Devyani International Limited**

**Pankaj Virmani**  
**Company Secretary & Compliance Officer**

*Encl.: As Above*

**Annexure – I****BRIEF PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF DEVYANI INTERNATIONAL LIMITED HELD ON SATURDAY, MAY 17, 2025 COMMENCED AT 11:00 A.M. (IST) AND CONCLUDED AT 11:40 A.M. (IST) THROUGH WEBEX FACILITY PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED (“NSDL”)**

In compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder including applicable Circulars issued by the Ministry of Corporate Affairs read with Secretarial Standard with respect to calling, convening and conducting general meetings, an Extra-ordinary General Meeting (“EGM”) of the Members of Devyani International Limited (“Company”) was held on Saturday, May 17, 2025 at 11:00 A.M. (IST) through Webex facility provided by NSDL, which was attended by 241 Members.

Mr. Manish Dawar extended a warm welcome to the Members of the Company and confirmed that Non-Executive Chairman, other Board Members (including Chairperson of Audit, Risk Management and Ethics Committee, Nomination and Remuneration Committee, Stakeholders’ Relationship Committee and CSR and ESG Committee) and Company Secretary & Compliance Officer have joined EGM through Webex facility provided by NSDL. The representatives of Statutory Auditors and Secretarial Auditors also attended the EGM.

Mr. Manish Dawar informed the Members that in terms of the Companies Act, 2013 and Rules made thereunder read with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided Remote e-voting facility to its Members to cast their votes electronically on the resolution as set-out in the Notice of EGM, which commenced at 09:00 A.M. (IST) on Wednesday, May 14, 2025 and ended at 05:00 P.M. (IST) on Friday, May 16, 2025. Further, the Company had also provided e-voting facility to cast votes during the proceedings of EGM and for additional 30 minutes after vote of thanks by the Chairman, to enable those Members who had not cast their vote earlier through Remote e-voting or e-voting till vote of thanks.

Mr. Ravi Jaipuria, Non-Executive Chairman of the Company, took the Chair.

The Non-Executive Chairman extended a warm welcome to the Members, Directors and other participants in the EGM and confirmed that requisite quorum being present, the EGM was therefore called to order.

Since, the Notice convening EGM was circulated earlier, the same was taken as read.

The following agenda item (special business), as per the Notice of EGM dated April 24, 2025 was transacted at the EGM:

**Special Resolution:**

To approve issuance of up to 2,37,19,187 fully paid-up equity shares of INR 1/- each at a price of INR 176.78/- (including premium of INR 175.78/-) per equity share, on preferential basis, for consideration other than cash.

The Non-Executive Chairman responded to the questions received from the Members.



There being no other agenda item, the Non-Executive Chairman then concluded the Meeting with a vote of thanks to the Members, Directors and others participants. He further requested all the Members who had not cast their votes through Remote e-voting or e-voting during the proceedings of EGM, to kindly vote on the proposed resolution through e-voting for next 30 minutes.

The resolution has been passed with the requisite majority by the Members of the Company.

This is for your information and records.

For **Devyani International Limited**

**Pankaj Virmani**  
Company Secretary & Compliance Officer



**SANJAY GROVER & ASSOCIATES**  
**COMPANY SECRETARIES**

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
Website: [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

**Consolidated Scrutinizer's Report**

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

To,  
The Company Secretary & Compliance Officer  
**DEVYANI INTERNATIONAL LIMITED**  
(CIN: L15135DL1991PLC046758)  
F-2/7, Okhla Industrial Area, Phase I,  
New Delhi-110020

Dear Sir,

I, Kapil Dev Taneja (FCS No. 4019, C.P. No.: 22944), Partner of M/s Sanjay Grover & Associates, Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of Devyani International Limited (“**the Company**”) at its meeting held on April 24, 2025, for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting, pertaining to the Extra-Ordinary General Meeting (“**EGM**”) of the Company, under the provisions of Section 108 of the Act, read with the Rules made thereunder and General Circular Nos. 14/2020, 17/2020 and 09/2024 issued by the Ministry of Corporate Affairs (“**MCA**”) on April 08, 2020, April 13, 2020 and September 19, 2024 respectively, applicable SEBI Circulars (“**MCA & SEBI Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations (including any statutory modifications or re-enactment thereof, for the time being in force) in respect of the resolution as mentioned in the Notice dated April 24, 2025 (“**EGM Notice**”) for EGM of the Company held on Saturday, May 17, 2025 at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means (“**VC/ OAVM**”):



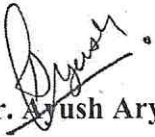
**I submit my report as under:-**

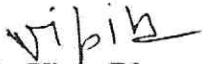
1. The management of the Company is responsible to ensure the compliance with the requirements of - (i) the Act and the Rules made thereunder; (ii) the MCA & SEBI Circulars; and (iii) the Listing Regulations related to e-voting in respect of the resolution contained in the EGM Notice including the dispatch of notice to the members and also for ensuring a secured framework for e-voting.
2. My responsibility as Scrutinizer is restricted to making a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolution contained in the EGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL").
3. The remote e-voting period commenced on Wednesday, May 14, 2025 at 09:00 A.M. (IST) and ended on Friday, May 16, 2025 at 05:00 P.M. (IST) via e-voting platform on the designated website of NSDL, Authorized Agency to provide e-voting facility viz.: [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company also provided e-voting facility to the Members who participated/ attended the EGM through VC/ OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
4. The Members of the Company as on the "Cut-off Date" i.e. Saturday, May 10, 2025, were entitled to avail the facility of remote e-voting as well as e-voting at the EGM (hereinafter collectively referred as "e-votes/e-voting") on the proposed resolution as set out in the EGM Notice.
5. The total paid up Equity Share Capital of the Company as on May 10, 2025 was Rs.1,20,62,66,378/- (Rupees One Hundred and Twenty Crore Sixty Two Lakh Sixty Six Thousand Three Hundred and Seventy Eight Only) divided into 1,20,62,66,378 (One Hundred and Twenty Crore Sixty Two Lakh Sixty Six Thousand Three Hundred and Seventy Eight) equity shares of Re.1/- (Rupee One Only) each.



## SANJAY GROVER & ASSOCIATES

6. After completion of e-voting at the EGM, the e-votes cast by the members were unblocked in the presence of two witnesses i.e. Mr. Ayush Arya and Mr. Vipin Dhameja, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

  
Mr. Ayush Arya

  
Mr. Vipin Dhameja

7. The data of e-voting was diligently scrutinized and reconciled with the records maintained by KFin Technologies Limited ('Kfin'), Registrar and Share Transfer Agent ("RTA") of the Company. Detailed register was maintained containing the summary of results of remote e-voting and e-voting at EGM.
8. The consolidated summary of results of e-voting are as under:

### Resolution No. 1- Approval for issuance of equity shares on preferential basis.

| Special Resolution |                         |                       |                       |            |
|--------------------|-------------------------|-----------------------|-----------------------|------------|
| Particulars        | Number of Valid Votes   |                       |                       | Percentage |
|                    | E-voting during the EGM | Remote E-voting       | Total                 |            |
| Assent             | 65,099                  | 1,09,94,55,034        | 1,09,95,20,133        | 99.9484    |
| Dissent            | 0                       | 5,67,512              | 5,67,512              | 0.0516     |
| <b>Total</b>       | <b>65,099</b>           | <b>1,10,00,22,546</b> | <b>1,10,00,87,645</b> | <b>100</b> |

Therefore, Resolution No. 1 has been passed with requisite majority. The detailed breakup of e-voting in respect of the above resolution is attached herewith and marked as Annexure-A.



**SANJAY GROVER & ASSOCIATES**

9. The register containing the details of e-voting is under my safe custody and will be handed over to the Company Secretary and Compliance Officer of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Thanking you,

**For SANJAY GROVER & ASSOCIATES**

**COMPANY SECRETARIES**

**Firm Registration No.: P2001DE052900**

**Peer Review Certificate No.: 6311/2024**

**Countersigned by  
Authorised Signatory**

  
**Kapil Dev Taneja**

Partner/ Scrutinizer

CP No.: 22944/Membership No.: F4019

UDIN: F004019G000367021

May 17, 2025

New Delhi





**Pankaj Virmani**  
Company Secretary  
and Compliance Officer

May 17, 2025

Gurugram

Details of e-Voting for Resolution No.-1 are as under:

**A1. VOTING THROUGH E-VOTING DURING THE EGM:**

| Particulars             | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|-------------------------|-----------------|----------------------|------------------------------------|
|                         |                 |                      | (In Rs.)                           |
| a) Total Votes received | 16              | 65,099               | 65,099                             |
| b) Less: Invalid Votes  | -               | -                    | -                                  |
| c) Net Valid Votes      | 16              | 65,099               | 65,099                             |
| d) Votes with Assent    | 16              | 65,099               | 65,099                             |
| e) Votes with Dissent   | -               | -                    | -                                  |

**A2. VOTING THROUGH REMOTE E-VOTING:**

| Particulars             | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|-------------------------|-----------------|----------------------|------------------------------------|
|                         |                 |                      | (In Rs.)                           |
| a) Total Votes received | 612             | 1,10,00,22,546       | 1,10,00,22,546                     |
| b) Less: Invalid Votes  | -               | -                    | -                                  |
| c) Net Valid Votes      | 612             | 1,10,00,22,546       | 1,10,00,22,546                     |
| d) Votes with Assent    | 593             | 1,09,94,55,034       | 1,09,94,55,034                     |
| e) Votes with Dissent   | 19              | 5,67,512             | 5,67,512                           |

