

Corporate Office: Plot No.18, Sector-35, Gurugram - 122004, Haryana (India) • Tel.: +91-124-4566300, 4786000
E-mail: devyani@dil-rjcorp.com • Website: www.dil-rjcorp.com
CIN: L15135DL1991PLC046758

July 28, 2025

To,

National Stock Exchange of India Ltd. Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email: cmlist@nse.co.in Symbol: DEVYANI	BSE Limited Phiroze Jeejeebhoy Towers , Dalal Street, Mumbai – 400 001 Email: corp.relations@bseindia.com Security Code: 543330
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Sub: Outcome of 34th Annual General Meeting of Devyani International Limited (“the Company”) held on Monday, July 28, 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 to our earlier communication dated May 23, 2025, please find enclosed brief proceedings of the 34th Annual General Meeting (“AGM”) of the Company held today i.e. Monday, July 28, 2025 at 11:00 A.M. (IST) and concluded at 11:56 A.M. (IST) through Webex facility provided by National Securities Depository Limited as **Annexure - I**.

Please also find enclosed consolidated Scrutinizer’s Report dated July 28, 2025 as **Annexure-II**.

The above-mentioned proceedings and consolidated Scrutinizer’s Report of the 34th AGM are also being uploaded on websites of the Company at www.dil-rjcorp.com and NSDL at 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



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BRIEF PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF DEVYANI INTERNATIONAL LIMITED HELD ON MONDAY, JULY 28, 2025 AT 11:00 A.M. (IST) AND CONCLUDED AT 11:56 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, the 34th Annual General Meeting ("AGM") of the Members of Devyani International Limited ("Company") was held on Monday, July 28, 2025 at 11:00 A.M. (IST) through Webex facility provided by NSDL, which was attended by 342 Members.

Mr. Manish Dawar extended a warm welcome to the Members of the Company and confirmed that Non-Executive Chairman, other Board Members (including Lead Independent Director, 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 AGM through Webex facility provided by NSDL. The representatives of Statutory Auditors and Secretarial Auditors also attended the AGM.

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 all the resolutions as set-out in the Notice of AGM, which commenced at 09:00 A.M. (IST) on Thursday, July 24, 2025 and ended at 05:00 P.M. (IST) on Sunday, July 27, 2025. Further, the Company had also provided e-voting facility to cast their votes during the proceedings of AGM to enable those Members who had not cast their vote earlier through Remote e-voting.

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 AGM and confirmed that requisite quorum being present, the AGM was therefore called to order. Thereafter, he delivered his brief speech.

Though there was no negative qualification/ observation in the Auditors' Reports, the Company Secretary read the Standalone Auditors' Report in order to follow good governance and informed the Members that the applicable Statutory Registers, Annual Report and other statutory documents were made available for inspection by the Members. Thereafter, as authorized by the Non-Executive Chairman, Mr. Manish Dawar took up the agenda items in seriatim.

Since, the Notice convening 34th AGM was circulated earlier, the same was taken as read.

The following items of business, as per Notice of the 34th AGM dated May 23, 2025 were transacted at the AGM:

A. Ordinary Business

Ordinary Resolutions

- (i) Adoption of (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the reports of Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended March 31, 2025.



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Considering the fact that Non-Executive Chairman and Mr. Varun Jaipuria, were interested in the next Agenda Item, Mr. Raj Gandhi took the Chair for the next Agenda Item.

- (ii) Re-appointment of Mr. Ravi Jaipuria (DIN: 00003668) as Director liable to retire by rotation.

As Non-Executive Chairman was not interested in other Agenda Items, therefore he resumed the Chair.

- (iii) Re-appointment of Mr. Virag Joshi (DIN: 01821240) as Director liable to retire by rotation.

- (iv) Re-appointment of Walker Chandiook & Co LLP, Chartered Accountants, as Joint Statutory Auditors for a second term of up to 5 (Five) consecutive years and fixation of their remuneration.

B. Special Business

Special Resolution

- (v) Re-appointment of Mr. Virag Joshi (DIN: 01821240) as Whole-time Director of the Company designated as President & Chief Executive Officer

Ordinary Resolution

- (vi) Appointment of M/s Sanjay Grover & Associates, Company Secretaries, as Secretarial Auditors for a term of up to 5 (Five) consecutive years and fixation of their remuneration.

To avoid repetition, identical questions received from Members were consolidated and responded by the Non-Executive Chairman.

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 AGM to kindly vote on the proposed resolutions through e-voting for next 30 minutes.

The resolutions have 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




Virag Joshi
Whole-time Director
(President & CEO)


Manish Dawar
Whole-time Director
& CFO



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NEERAJ ARORA

FCS, B.Com., LL.B.

(Practising Company Secretary)

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024

Tel.: (011) 4679 0000, Fax: (011) 4679 0012

e-mail: contact@essanjaygrover.in

Website: www.essanjaygrover.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, Neeraj Arora (FCS No. 10781, C.P. No.: 16186), 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 May 23, 2025 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting pertaining to the 34th Annual General Meeting ("**AGM**") under the provisions of Section 108 of the Act read with the Rules made thereunder and circulars issued by the Ministry of Corporate Affairs ("**MCA**") from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") read with circulars issued by SEBI from time to time and other applicable laws and regulations (including any statutory modifications or re-enactment thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice dated May 23, 2025 ("**AGM Notice**") for 34th AGM of



the Company held on Monday, 28th July, 2025 at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility.

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 circulars issued by the MCA; and (iii) the Listing Regulations related to e-voting in respect of the resolutions contained in the AGM 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 resolutions contained in the AGM 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 **Thursday, July 24, 2025 at 09:00 A.M. (IST)** and ended on **Sunday, July 27, 2025 at 05:00 P.M (IST)** via e-voting platform on the designated website viz: www.evoting.nsdl.com of NSDL, Authorized Agency to provide e-voting facility. The Company provided e-voting facility to the Members who participated/ attended the AGM 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. Monday, July 21, 2025 were entitled to avail the facility of remote e-voting as well as e-voting at AGM (hereinafter collectively referred as "**e-votes/ e-voting**") on the proposed resolutions as set out in the AGM Notice.
5. The total Paid-up Equity Share Capital of the Company as on the Cut Off date was INR 1,23,19,37,291 (Indian Rupees One Hundred and Twenty Three Crore Nineteen Lakh Thirty Seven Thousand Two Hundred and Ninety One Only) divided into 1,23,19,37,291



(One Hundred and Twenty Three Crore Nineteen Lakh Thirty Seven Thousand Two Hundred and Ninety One) Equity Shares of INR 1/- (Indian Rupee One Only) each.

6. After completion of e-voting at the AGM, the e-votes cast by the members were unblocked in the presence of two witnesses i.e. Mr. Ayush Arya and Mr. Harshit Saxena 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. Harshit Saxena

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

Resolution No. 1: To receive, consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the reports of Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended March 31, 2025.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	2,12,087	1,10,05,21,629	1,10,07,33,716	99.9999
Dissent	1	671	672	0.0001
Total	2,12,088	1,10,05,22,300	1,10,07,34,388	100

Therefore, Resolution No. 1 has been approved with requisite majority and further details of e-votes are given in **Annexure-A**.



Resolution No. 2: To appoint Mr. Ravi Jaipuria (DIN: 00003668), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	2,12,088	1,07,09,16,987	1,07,11,29,075	97.3104
Dissent	0	2,96,05,148	2,96,05,148	2.6896
Total	2,12,088	1,10,05,22,135	1,10,07,34,223	100

Therefore, Resolution No. 2 has been approved with requisite majority and further details of e-votes are given in **Annexure-B**.

Resolution No. 3: To appoint Mr. Virag Joshi (DIN: 01821240), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	2,12,088	1,09,94,26,574	1,09,96,38,662	99.9005
Dissent	0	10,95,456	10,95,456	0.0995
Total	2,12,088	1,10,05,22,030	1,10,07,34,118	100

Therefore, the Resolution No. 3 has been approved with requisite majority and further details of e-votes are given in **Annexure-C**.



Resolution No. 4: To re-appoint Walker Chandiook & Co LLP, Chartered Accountants, as Joint Statutory Auditors for a second term of up to 5 (Five) consecutive years and fix their remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	2,12,087	1,10,05,20,249	1,10,07,32,336	99.9998
Dissent	1	1,781	1,782	0.0002
Total	2,12,088	1,10,05,22,030	1,10,07,34,118	100

Therefore, the Resolution No. 4 has been approved with requisite majority and further details of e-votes are given in Annexure-D.

Resolution No. 5: To re-appoint Mr. Virag Joshi (DIN: 01821240) as Whole-time Director of the Company designated as President & Chief Executive Officer.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	2,12,087	1,07,17,10,879	1,07,19,22,966	97.3826
Dissent	1	2,88,11,051	2,88,11,052	2.6174
Total	2,12,088	1,10,05,21,930	1,10,07,34,018	100

Therefore, the Resolution No. 5 has been approved with requisite majority and further details of e-votes are given in Annexure-E.



Resolution No. 6: To appoint M/s Sanjay Grover & Associates, Company Secretaries, as Secretarial Auditors for a term of up to 5 (Five) consecutive years and fix their remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	2,12,088	1,10,05,14,443	1,10,07,26,531	99.9998
Dissent	0	1,742	1,742	0.0002
Total	2,12,088	1,10,05,16,185	1,10,07,28,273	100

Therefore, the Resolution No. 6 has been approved with requisite majority and further details of e-votes are given in **Annexure-F**.

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

Thanking You,

Neeraj Arora
Scrutinizer
CP No.: 16186 / Mem. No. F10781
UDIN: F010781G000873060
Date: July 28, 2025
New Delhi



Countersigned by

Pankaj Virmani
Company Secretary
and Compliance Officer
Date: July 28, 2025
Gurugram

Details of e-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH E-VOTING DURING THE AGM:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	35	2,12,088	2,12,088
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	35	2,12,088	2,12,088
d) Votes with Assent	34	2,12,087	2,12,087
e) Votes with Dissent	1	1	1

A2. VOTING THROUGH REMOTE E-VOTING:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	854	1,10,05,22,300	1,10,05,22,300
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	854	1,10,05,22,300	1,10,05,22,300
d) Votes with Assent	845	1,10,05,21,629	1,10,05,21,629
e) Votes with Dissent	9	671	671



Details of e-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	35	2,12,088	2,12,088
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	35	2,12,088	2,12,088
d) Votes with Assent	35	2,12,088	2,12,088
e) Votes with Dissent	-	-	-

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	853*	1,10,05,22,135	1,10,05,22,135
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	853*	1,10,05,22,135	1,10,05,22,135
d) Votes with Assent	797	1,07,09,16,987	1,07,09,16,987
e) Votes with Dissent	59	2,96,05,148	2,96,05,148

*Three(3) members voted partially in favour of the resolution and partially against the resolution and accordingly, these Three members are counted under assent as well as dissent



Details of e-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH E-VOTING DURING THE AGM:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	35	2,12,088	2,12,088
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	35	2,12,088	2,12,088
d) Votes with Assent	35	2,12,088	2,12,088
e) Votes with Dissent	-	-	-

C2. VOTING THROUGH REMOTE E-VOTING:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	852*	1,10,05,22,030	1,10,05,22,030
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	852*	1,10,05,22,030	1,10,05,22,030
d) Votes with Assent	826	1,09,94,26,574	1,09,94,26,574
e) Votes with Dissent	31	10,95,456	10,95,456

*Five(5) members voted partially in favour of the resolution and partially against the resolution and accordingly, these Five members are counted under assent as well as dissent



Details of e-voting during the AGM & remote e-voting for Resolution No.- 4 are as under:

D1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	35	2,12,088	2,12,088
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	35	2,12,088	2,12,088
d) Votes with Assent	34	2,12,087	2,12,087
e) Votes with Dissent	1	1	1

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	852	1,10,05,22,030	1,10,05,22,030
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	852	1,10,05,22,030	1,10,05,22,030
d) Votes with Assent	834	1,10,05,20,249	1,10,05,20,249
e) Votes with Dissent	18	1,781	1,781



Details of e-voting during the AGM & remote e-voting for Resolution No.-5 are as under:

E1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	35	2,12,088	2,12,088
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	35	2,12,088	2,12,088
d) Votes with Assent	34	2,12,087	2,12,087
e) Votes with Dissent	1	1	1

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	851*	1,10,05,21,930	1,10,05,21,930
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	851*	1,10,05,21,930	1,10,05,21,930
d) Votes with Assent	811	1,07,17,10,879	1,07,17,10,879
e) Votes with Dissent	44	2,88,11,051	2,88,11,051

**Four (4) members voted partially in favour of the resolution and partially against the resolution and accordingly, these four members are counted under assent as well as dissent*



Details of e-voting during the AGM & remote e-voting for Resolution No.-6 are as under:

F1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	35	2,12,088	2,12,088
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	35	2,12,088	2,12,088
d) Votes with Assent	35	2,12,088	2,12,088
e) Votes with Dissent	-	-	-

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	852	1,10,05,16,185	1,10,05,16,185
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	852	1,10,05,16,185	1,10,05,16,185
d) Votes with Assent	835	1,10,05,14,443	1,10,05,14,443
e) Votes with Dissent	17	1,742	1,742

