

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

January 11, 2024

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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Subject: Outcome of the Extra-ordinary General Meeting of Devyani International Limited ("the Company") held on Thursday, January 11, 2024 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 December 19, 2023, please find enclosed brief proceedings of the Extra-ordinary General Meeting ('EGM') of the Company held today i.e. Thursday, January 11, 2024 at 11:00 A.M. (IST) and concluded at 11:41 A.M. (IST), through webex facilities provided by National Securities Depository Limited ('NSDL') as **Annexure-I**.

Please also find enclosed consolidated Scrutinizer's Report dated January 11, 2024 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 and NSDL at www.evoting.nsd.com.

You are requested to take the above on record.

Yours faithfully,
For **Devyani International Limited**

Pankaj Virmani
Company Secretary & Compliance Officer

Encl.: As above



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BRIEF PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF DEVYANI INTERNATIONAL LIMITED HELD ON THURSDAY, JANUARY 11, 2024, COMMENCED AT 11:00 A.M. (IST) AND CONCLUDED AT 11:41 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 ('MCA') and secretarial standard with respect to calling, convening and conducting the general meeting, an Extra-ordinary General Meeting ("EGM") of the Members of Devyani International Limited ("Company") was held on Thursday, January 11, 2024 at 11:00 A.M. (IST) through Webex facility provided by NSDL, which was attended by 224 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 and Stakeholders' Relationship Committee) and Company Secretary & Compliance Officer have joined the 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 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 set out in the Notice, which commenced at 09:00 A.M. (IST) on Monday, January 8, 2024 and ended at 05:00 P.M. (IST) on Wednesday, January 10, 2024. Further, the Company had also provided e-voting facility to cast votes during the proceedings of the EGM and for another 30 minutes after the vote of thanks by the Chairman, 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 Meeting and confirmed that requisite quorum being present, the Meeting was therefore called to order.

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

The following agenda item (special business), as per the Notice of the EGM dated December 18, 2023, was transacted at the Meeting:

Ordinary Resolution:

- (i) To approve Material Related Party Transactions.

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



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There being no other agenda item, the Chairman then concluded the Meeting with a vote of thanks to the Members, Directors and other participants. He further requested all the Members, who had not cast their vote 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 Promoter/ Promoter Group, Directors and other related parties of the Company, abstained from voting on the proposed agenda item of the EGM, being approval for material related party transactions.

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 and Compliance Officer



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: 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, 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 December 18, 2023, 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 09/2023 issued by the Ministry of Corporate Affairs ("MCA") on April 08, 2020, April 13, 2020 and September 25, 2023 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 December 18, 2023 ('EGM Notice') for EGM of the Company held on



SANJAY GROVER & ASSOCIATES

Thursday, January 11, 2024 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 Monday, January 08, 2024 at 09:00 A.M. (IST) and ended on Wednesday, January 10, 2024 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. 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. Thursday, January 04, 2024, 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 January 04, 2024 was Rs. 120,58,58,878/- (Rupees One Hundred and Twenty Crore Fifty Eight Lakh Fifty Eight Thousand Eight Hundred and Seventy Eight Only) divided into 120,58,58,878 (One Hundred and Twenty Crore Fifty Eight Lakh Fifty Eight Thousand Eight 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 the 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 of Material Related Party Transactions.

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	E-voting during the EGM	Remote E-voting	Total	
Assent	4,36,894	31,53,13,706	31,57,50,600	98.7026
Dissent	-	41,50,330	41,50,330	1.2974
Total	4,36,894	31,94,64,036	31,99,00,930	100

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

Anexure-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 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.: 4268/2023



Kapil Dev Taneja

Partner/ Scrutinizer

CP No.: 22944/Membership No.: F4019

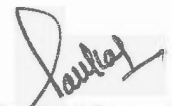
UDIN: F004019E003183514

January 11, 2024

New Delhi



Countersigned by



Pankaj Virmani

Company Secretary
and Compliance officer

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	22	4,36,894	4,36,894
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	22	4,36,894	4,36,894
d) Votes with Assent	22	4,36,894	4,36,894
e) Votes with Dissent	0	0	0

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	651	31,94,64,036	31,94,64,036
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	651	31,94,64,036	31,94,64,036
d) Votes with Assent	627	31,53,13,706	31,53,13,706
e) Votes with Dissent	24	41,50,330	41,50,330

