

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

June 28, 2022

To,

<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email: <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> Symbol: <b>DEVYANI</b>	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Email: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a> Security Code: <b>543330</b>
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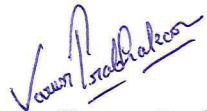
**Sub: Submission of brief proceedings of 31<sup>st</sup> Annual General Meeting of the Company through webex facility under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith brief proceedings of the 31<sup>st</sup> Annual General Meeting (“AGM”) of the Company held today i.e. Tuesday, June 28, 2022 at 11:00 A.M. (IST) and concluded at 11:55 A.M. (IST) through Webex facility provided by National Securities Depository Limited (“NSDL”) as **Annexure -I**.

You are requested to take the above on record.

Yours faithfully,  
**For Devyani International Limited**

  
**Varun Kumar Prabhakar**  
Company Secretary and Compliance Officer

**Encl:** As above



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**Annexure -I****BRIEF PROCEEDINGS OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF DEVYANI INTERNATIONAL LIMITED HELD ON TUESDAY, JUNE 28, 2022 AT 11:00 A.M. AND CONCLUDED AT 11:55 A.M. 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 MCA Circulars and secretarial standards with respect to calling, convening and conducting the meeting, the 31<sup>st</sup> Annual General Meeting ("AGM") of the Members of Devyani International Limited ("Company") was held on Tuesday, June 28, 2022 at 11:00 A.M. (IST) through Webex facility provided by NSDL.

Mr. Manish Dawar, Whole-time Director & CFO extended a warm welcome to the Members of the Company and confirmed that Chairman, Board Members and Company Secretary and Compliance Officer have joined AGM through Webex facility provided by NSDL.

Mr. Manish Dawar informed the Members that in terms of the provisions of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and Rules made thereunder, the Company had provided Remote e-voting facility to its Members to cast their votes electronically on all the resolutions set out in the Notice commenced at 9:00 a.m. on Saturday, June 25, 2022 and ended at 5:00 p.m. on Monday, June 27, 2022. Further, the Company had also provided e-voting facility to cast their votes during the proceedings of AGM and another 30 minutes through e-voting after vote of thanks by the Chairman to enable those Members who had not cast their vote earlier through Remote e-voting.

Mr. Ravi Jaipuria, Chairman of the Company, took the Chair.

The Chairman extended a warm welcome to the Members, Directors and other participants in the Meeting and confirmed that all the Board Members including Chairperson of Audit, Risk Management and Ethics Committee and Stakeholders' Relationship Committee are participating through Webex facility provided by NSDL except Mr. Pradeep Sardana, Independent Director and Ms. Rashmi Dhariwal, Independent Director and Chairperson of Nomination and Remuneration Committee ("NRC"), who had expressed their inability to attend the meeting due to prior commitments and further authorized Dr. Ravi Gupta to attend & represent NRC Committee on her behalf. The Chairman further confirmed that requisite quorum i.e. 186 Members being present, the Meeting was therefore called to order. Thereafter, he delivered his brief speech, wherein he briefly touched upon the macro-economic situation and key developments and performance indicators for DIL for the year 2021-22. He also covered, as to how the company brands are relevant for the changing habits of Food Consumption in India and how DIL is well positioned to grow as we move forward.

Though there was no negative qualification/observation in the Auditors Report, the Company Secretary and Compliance Officer read the full Standalone Auditors' Report in order to follow good governance and informed to the Members that the applicable Statutory Registers, Annual Report and other statutory documents were made available for inspection by the Members on website of the Company.



*Vaani Pradeep Sardana*



**Vaango!**

**the food street**

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Since, the Notice convening 31<sup>st</sup> AGM was circulated earlier, the same was taken as read.

The following items of business, as per Notice of the 31<sup>st</sup> AGM dated May 2, 2022 were transacted at the Meeting:

#### A. Ordinary Business

##### Ordinary Resolutions

- (i) Adoption of the Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors' thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended March 31, 2022.

*Considering the fact that Chairman was interested in next Agenda Item, Dr. Ravi Gupta took the Chair for next Agenda Item.*

- (ii) Re-appointment of Mr. Varun Jaipuria (DIN: 02465412), Director liable to retire by rotation.

*As Chairman was not interested in next Agenda Item, therefore he resumed the Chair and Dr. Ravi Gupta vacated the Chair.*

- (iii) Re-appointment of Mr. Raj Gandhi (DIN: 00003649), Director liable to retire by rotation.

- (iv) Appointment of M/s. O P Bagla & Co. LLP, Chartered Accountants, as Joint Statutory Auditors for a term of upto 5 (five) years and fix their remuneration.

#### B. Special Business

##### Special Resolutions

- (i) Appointment of Mr. Prashant Purker (DIN: 00082481) as an Independent Director of the Company.

- (ii) Appointment of Mr. Rahul Suresh Shinde (DIN: 07166035) as a Whole-time Director of the Company.

*Considering the fact that Chairman was interested in next Agenda Item, Dr. Ravi Gupta took the Chair for next Agenda Item.*

- (iii) Approval of payment of profit related commission to Mr. Ravi Jaipuria, Non-executive Chairman of the Company for the Financial Year ending March 31, 2023.

*As Chairman was not interested in next Agenda Item, therefore he resumed the Chair and Dr. Ravi Gupta vacated the Chair.*



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- (iv) Approval of ratification and amendments in the 'Employees Stock Option Scheme 2021' of the Company.
- (v) Approval of ratification and grant of stock options to the employees of holding, subsidiary, group or associate company(ies) of the Company under 'Employees Stock Option Scheme 2021'.

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

The 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 vote through remote e-voting or e-voting during the proceedings of AGM to kindly vote on the proposed resolutions through e-voting for next 30 minutes.

The details of the voting results (remote e-voting and e-voting) on all the resolutions as set out in the Notice of AGM along with Scrutinizer's Report shall be submitted separately in due course.

This is for your information and records.

For **Devyani International Limited**



**Virag Joshi**  
Whole-time Director and CEO



**Manish Dawar**  
Whole-time Director and CFO



**Varun Kumar Prabhakar**  
Company Secretary and  
Compliance Officer

