

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

December 16, 2022

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 Extraordinary General Meeting of Devyani International Limited ("the Company") held on Friday, December 16, 2022 along with Proceedings, Voting Results and Scrutinizer's Report.

Dear Sir/Madam,

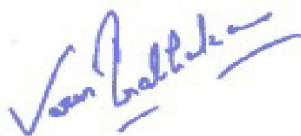
Pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in continuation of our earlier communication dated November 11, 2022, we wish to inform that Members of the Company, at their Extraordinary General Meeting ("EGM") held today i.e. Friday, December 16, 2022, approved the agenda item as per Notice of EGM dated November 3, 2022, with requisite majority. In this regard, the following documents are enclosed:

- Brief proceedings of the EGM of the Company held today i.e. Friday, December 16, 2022.
- Voting Results of Remote e-voting and E-voting during the EGM of the Company; and
- Consolidated Scrutinizer's Report dated December 16, 2022.

The same are also being uploaded on website of the Company at www.dil-rjcorp.com and on website of National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to take the above on record.

Yours faithfully,
For **Devyani International Limited**



Varun Kumar Prabhakar
Company Secretary & Compliance Officer

Encl.: As above



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BRIEF PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF DEVYANI INTERNATIONAL LIMITED HELD ON FRIDAY, DECEMBER 16, 2022, COMMENCED AT 02:06 P.M. AND CONCLUDED AT 02:40 P.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 1st Extraordinary General Meeting ("EGM") for the Financial Year 2022-23, of the Members of Devyani International Limited ("Company") was held on Friday, December 16, 2022, at 02:06 P.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 have joined the EGM through Webex facility provided by NSDL. He further informed that the Chairperson of Audit, Risk Management and Ethics Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, were present in the meeting. With the permission of the Members the Notice of the EGM was taken as read.

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, to enable its Members to cast their votes electronically on the resolution set out in the Notice, the Company had provided Remote e-voting facility, which commenced at 09:00 a.m. on Tuesday, December 13, 2022 and ended at 05:00 p.m. on Thursday, December 15, 2022. The Company also provided e-voting facility during the proceedings of the EGM and for additional 30 minutes after the vote of thanks by the Chairman, to enable those Members to cast their vote, who had not done so earlier through Remote e-voting.

Due to technical fault, Mr. Ravi Jaipuria, Chairman of the Company, could not Chair the meeting and with the permission of the Members present, Mr. Varun Jaipuria, Non-executive Director, was requested to Chair the Meeting.

Mr. Varun Jaipuria took the Chair and extended a warm welcome to the Members, Directors and other participants in the Meeting. He further confirmed that requisite quorum was present and the Meeting was then called to order.

The following agenda item (special business), as per the Notice of the EGM dated November 3, 2022, was transacted at the Meeting:

Special Resolution

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



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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, and further informed that Members, who had not cast their vote through remote e-voting or e-voting during the proceedings of EGM, can cast their vote through e-voting for next 30 minutes.

This is for your information and records.

For **Devyani International Limited**



Varun Kumar Prabhakar
Company Secretary and Compliance Officer



DEVYANI INTERNATIONAL LIMITED

Voting Results of Extraordinary General Meeting

Details of e-voting during EGM and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

Date of the Extraordinary General Meeting (EGM)	16.12.2022
Total number of shareholders on record date i.e. December 09, 2022	3,05,954
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoters Group: Public:	3 178
Agenda item No. 1: Re-Appointment of Mr. Virag Joshi (DIN: 01821240) as Whole-Time Director of the Company, designated as President & Chief Executive Officer	

Resolution required: (Special / Ordinary) **Special**

Whether promoter/ promoter group are interested in the Agenda/resolution ? **No**

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	75,65,62,190	75,65,61,690	99.9999	75,65,61,690	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		75,65,61,690	99.9999	75,65,61,690	-	100.0000	0.0000
Public-Institutions	E-voting	19,68,70,261	14,72,87,212	74.8144	5,70,70,172	9,02,17,040	38.7475	61.2525
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14,72,87,212	74.8144	5,70,70,172	9,02,17,040	38.7475	61.2525
Public-Non Institutions	E-voting	25,13,03,927	13,24,29,573	52.6970	13,24,28,973	600	99.9995	0.0005
	Poll		3,30,306	0.1314	3,30,306	-	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		13,27,59,879	52.8284	13,27,59,279	600	99.9995	0.0005
Total		1,20,47,36,378	1,03,66,08,781	86.0444	94,63,91,141	9,02,17,640	91.2968	8.7032

Virag Joshi



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 Chairman

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**") in its meeting held on November 3, 2022, for the purpose of scrutinizing the voting process i.e. remote e-Voting and e-Voting at the Extra-Ordinary General Meeting ("**EGM**") of the Company, under the provisions of Section 108 of the Act, read with the Rules and General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 & 03/2022 issued by the Ministry of Corporate Affairs ("**MCA**") on April 08, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively and 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-enactments thereof, for the time being in force) in respect of the resolution as mentioned in the Notice dated November 03, 2022 ('**EGM Notice**') for EGM of the Company held on Friday, December 16, 2022 at 02:06 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

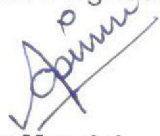


I submit my report as under:-

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 and also for ensuring a secured framework for e-Voting.
2. My responsibility as Scrutinizer for e-Voting at the EGM and remote e-Voting is restricted to make 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 NSDL.
3. The remote e-voting period commenced on Tuesday, December 13, 2022 at 09:00 A.M. and ended on Thursday, December 15, 2022 at 05:00 P.M. via e-voting platform on the designated website of National Securities Depository Limited ("**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 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. Friday, December 09, 2022, were entitled to avail the facility of remote e-Voting as well as e-Voting at the EGM on the proposed resolution as set out in the EGM Notice.
5. The total paid up Equity Share Capital of the Company as on December 09, 2022, was Rs.120,47,36,378/- (Rupees One Hundred and Twenty Crores Forty Seven Lakh Thirty Six Thousand Three Hundred and Seventy Eight Only) divided into 120,47,36,378/- (One Hundred and Twenty Crores Forty Seven Lakh Thirty Six Thousand Three Hundred and Seventy Eight) equity shares of Re. 1/- (Rupee One Only) each.



6. After completion of e-Voting at the EGM, the vote cast by the members through e-Voting at the EGM and through remote e-Voting were unblocked in the presence of two witnesses i.e. Mr. Asim Mandal and Mr. Dinesh Yadav who are not in the employment of the Company who have signed below:



Mr. Asim Mandal



Mr. Dinesh Yadav

7. The data of remote e-Voting and e-Voting at the EGM was diligently scrutinized and reconciled with the records maintained by the Link Intime India Private Limited, 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. There was no shareholder who opted for both the facilities.
9. The consolidated summary of results of e-Voting at EGM and remote e-Voting are as under:

Resolution No. 1- Reappointment of 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 at EGM	Remote e-Voting	Total	
Assent	3,30,306	94,60,60,835	94,63,91,141	91.297
Dissent	0	9,02,17,640	9,02,17,640	8.703
Total	3,30,306	1,03,62,78,475	1,03,66,08,781	100.000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-A**.



SANJAY GROVER & ASSOCIATES

10. The register containing the details of remote e-Voting and e-Voting at the EGM 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**



Kapil Dev Taneja

Partner

CP No.: 22944

UDIN: F004019D002737387

December 16, 2022

New Delhi



Countersigned by



Varun Kumar Prabhakar
Company Secretary
and Compliance officer

Annexure-A

Details of e-Voting at EGM & remote e-Voting for Resolution No.-1 are as under:

A1. E-VOTING AT EGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	24	3,30,306	3,30,306
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	24	3,30,306	3,30,306
d) Votes with Assent	24	3,30,306	3,30,306
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	551	1,03,62,78,475	1,03,62,78,475
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	551	1,03,62,78,475	1,03,62,78,475
d) Votes with Assent	429	94,60,60,835	94,60,60,835
e) Votes with Dissent	122	9,02,17,640	9,02,17,640

