

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 29, 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: Submission of Proceedings, Voting Results and Consolidated Scrutinizer's Report in respect of Meeting of Equity Shareholders of Devyani International Limited ("the Company")

Ref: In the matter of the Scheme of Amalgamation amongst Devyani Airport Services (Mumbai) Private Limited, Devyani Food Street Private Limited, Devyani International Limited and their respective Shareholders and Creditors ("Scheme of Amalgamation")

Dear Sir/Madam,

Pursuant to Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that pursuant to the Orders of the Hon'ble National Company Law Tribunal, New Delhi, the Equity Shareholders of the Company, at their meeting held through Video Conferencing on Thursday, December 29, 2022, have approved the proposed Scheme of Amalgamation with requisite majority, and in this regard, the following documents are enclosed:

- Brief Proceedings of the Meeting of Equity Shareholders of the Company;
- Voting Results of Remote E-voting and E-voting during the Meeting of Equity Shareholders of the Company; and
- Consolidated Report of the Scrutinizer dated December 29, 2022.

The same are also being uploaded on website of the Company at www.dil-rjcorp.com and on the 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 MEETING OF THE EQUITY SHAREHOLDERS OF DEVYANI INTERNATIONAL LIMITED ("COMPANY") CONVENED PURSUANT TO THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH, ON DECEMBER 29, 2022, COMMENCED AT 10:30 A.M. (IST) AND CONCLUDED AT 11:38 A.M. (IST).

The Company Secretary welcomed the shareholders to the meeting of Equity Shareholders of the Company, convened pursuant to the Orders dated November 11, 2022 and November 18, 2022 ("**Orders**") of the Hon'ble National Company Law Tribunal, New Delhi Bench, Court- III ("**Hon'ble NCLT**") on Thursday, December 29, 2022 at 10:30 a.m. (IST) through video conferencing ("VC")/other audio visual means ("OAVM"), to consider the Scheme of Amalgamation amongst Devyani Airport Services (Mumbai) Private Limited, Devyani Food Street Private Limited, Devyani International Limited and their respective shareholders and creditors ("**Scheme**").

It was informed that the Hon'ble NCLT, vide its Orders, appointed Mr. Gaurav Joshi as Chairperson, and Mr. Atul Bhatia, as Alternate Chairperson, to conduct the meeting, and has appointed Mr. Shivam Singh, Company Secretary, as the Scrutinizer, to scrutinize the e-voting process and submit his Report to the Chairperson.

To comply with the requirements of the Orders, the meeting was adjourned for half an hour for want of quorum, and the same was re-convened at 11:02 a.m. (IST).

Mr. Gaurav Joshi, Chairperson for the meeting, welcomed the Equity Shareholders to the meeting and informed that in terms of the Orders of Hon'ble NCLT, the Equity shareholders present at the meeting, after adjournment, constitute the valid quorum, and then called the meeting to order.

The Chairperson informed the Equity Shareholders that the meeting was convened pursuant to the Orders of the Hon'ble NCLT, to consider and vote on the Scheme.

The Chairperson informed the Equity Shareholders that Notice of the meeting and other relevant documents were dispatched to the Equity Shareholders on November 25, 2022 through permitted modes, and the Notice of the meeting and e-voting related information was also published in Business Standard (English) and Jansatta (Hindi) on November 28, 2022 in terms of the Orders of the Hon'ble NCLT.

It was further informed that the Company had provided the e-voting facility to all Members through National Securities Depository Limited ("**NSDL**") for casting vote through Remote e-voting and e-voting during the Meeting. Remote e-voting facility was kept open from Monday, December 26, 2022 at 09:00 a.m. till Wednesday, December 28, 2022 at 05:00 p.m.

The Chairperson further informed the Equity Shareholders that Mr. Shivam Singh, Practicing Company Secretary, appointed as Scrutinizer by Hon'ble NCLT, shall submit his Consolidated Report on Remote e-voting and e-voting during the meeting, to the Chairperson, and the voting result shall be declared by the Company within 2 working days, which shall be placed at the registered office of the Company, on the websites of the Company and National Securities Depository Limited, and will also be disseminated through BSE Limited and National Stock Exchange of India Limited.



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The Chairman then concluded the Meeting with a vote of thanks to the Equity shareholders, and further informed that shareholders, who had not cast their vote through remote e-voting or e-voting during the proceedings of this meeting, can cast their vote through e-voting for next 30 minutes.

This is for your information and records.

Yours faithfully,
For Devyani International Limited



Varun Kumar Prabhakar
Company Secretary & Compliance Officer



DEVYANI INTERNATIONAL LIMITED

Voting Results of NCLT Convened Meeting of Equity Shareholders

Details of e-voting during meeting 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 NCLT Convened Meeting of Equity Shareholders	29.12.2022
Total number of shareholders on record date i.e. December 22, 2022	3,01,507
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:	3 167

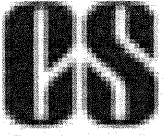
Agenda item No. 1: Consideration and approval of Scheme of Amalgamation amongst Devyani Airport Services (Mumbai) Private Limited, Devyani Food Street Private Limited, Devyani International Limited and their respective Shareholders and Creditors

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	75,65,82,190	75,65,61,690	99.9973	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	99.9973	75,65,61,690	-	100.0000	0.0000
Public-Institutions	E-voting	20,00,01,596	14,81,79,937	74.0894	14,72,07,038	9,72,899	99.3434	0.6566
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14,81,79,937	74.0894	14,72,07,038	9,72,899	99.3434	0.6566
Public-Non Institutions	E-voting	24,81,52,592	13,62,12,359	54.8906	13,62,11,945	414	99.9997	0.0003
	Poll		30,04,745	1.2108	30,04,745	-	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		13,92,17,104	56.1014	13,92,16,690	414	99.9997	0.0003
Total		1,20,47,36,378	1,04,39,58,731	86.6545	1,04,29,85,418	9,73,313	99.9068	0.0932

*Note: The aforesaid resolution has been passed with requisite majority in number and 3/4th in value.





SHIVAM SINGH AND ASSOCIATES
PRACTICING COMPANY SECRETARY
EMAIL ID: CSSHIVAMSINGH.IN@GMAIL.COM
CONTACT NO.: 9910237761, 7417593402
ADD: 666, VIJAY NAGAR ETAH UP 207001

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20(xii) of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015]

To,

Mr. Gaurav Joshi,

Chairperson appointed by National Company Law Tribunal, New Delhi Bench-III vide order dated November 11, 2022 for the meeting of Equity Shareholders of Devyani International Limited (CIN: L15135DL1991PLC046758)

SUB:

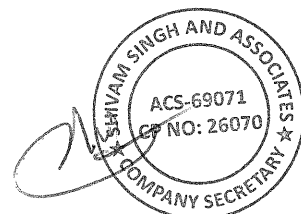
Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting at the Meeting by the Equity Shareholders of Devyani International Limited ('the Company') convened as per the directions of the Hon'ble National Company Law Tribunal, New Delhi Bench-III ('Hon'ble NCLT/Tribunal') on Thursday, December 29, 2022 at 10.30 A.M (IST) through Video Conferencing ('Meeting').

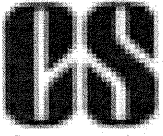
Dear Sir,

I, Shivam Singh, Practicing Company Secretary, Membership No. ACS 69071 and Certificate of Practice No- 26070, Proprietor of Shivam Singh and Associates having office at 666, Vijay Nagar Colony Etah (UP) 207001 have been appointed as Scrutinizer by the Hon'ble NCLT vide its Order dated November 11, 2022 in the Company's Application No.99(ND)/2022 ("Order") to conduct the voting process through remote e-voting and e-voting at the Meeting in a fair and transparent manner of the Meeting of Equity Shareholders of the Company convened by the said Order of NCLT on December 29, 2022 (Thursday) at 10.30 A.M. through Video Conferencing ("VC") pursuant to the provisions of Sections 230 to 232 and other Applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Compromises, Arrangement and Amalgamations) Rules, 2016, as amended to consider and approve the Scheme of Amalgamation between Devyani Airport Services (Mumbai) Private Limited (the Transferor Company 1) and Devyani Food Street Private Limited (Transferor Company 2) and Devyani International Limited (Transferee Company) and their respective Shareholders and Creditors ("Scheme").

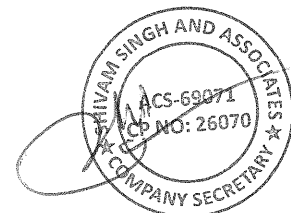
I do hereby submit my report as under:

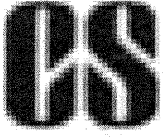
1. The Company has entered into an arrangement with M/s. National Securities Depository Limited ('NSDL'), the Agency authorized under the Rules and engaged by the Company





- to provide e-voting facilities for voting through electronic means to all the Members who were eligible to take part in the remote e-voting and e-voting at the Meeting of Equity Shareholders.
2. The "Cut-Off Date" for determining the eligibility of Equity Shareholders to vote on the resolution as set out in the Notice dated November 23, 2022 by remote e-voting and e-voting at the Meeting was December 22, 2022.
 3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Monday, December 26, 2022, 9.00 A.M. (IST) upto 5.00 P.M.(IST), Wednesday, December 28, 2022. The e-voting platform has been provided by National Securities Depositories Limited ('NSDL') through its designated website www.evoting.nsdl.com.
 4. The e-voting process at the Meeting was conducted under the supervision of Chairperson of the meeting.
 5. The Equity Shareholders of the Transferee Company were entitled to vote on the proposed resolution mentioned in the notice through e-voting during the Meeting if they have not cast their votes through remote e-voting.
 6. As to the undersigned, as on the Cut-off Date i.e., December 22, 2022, there were 3,01,507 Equity Shareholders of the Company.
 7. At the end of remote e-voting period on Wednesday, December 28, 2022 at 5:00 P.M., voting portal of NSDL was disabled forthwith.
 8. The quorum for the Meeting of Equity Shareholders of the Company as fixed by the Hon'ble NCLT vide order dated November 11, 2022 was 75% in value.
 9. At 10:30 AM, since the required Quorum as fixed by the Hon'ble Tribunal was not present, the Chairperson of the Meeting adjourned the Meeting for half an hour.
 10. The meeting resumed at 11:02 A.M. (IST) and 170 Equity Shareholders attended meeting through VC and were counted for the purpose of reckoning the quorum as per the directions of Order of the Hon'ble NCLT.
 11. The voting done through remote e-voting and e-voting during the Meeting were reconciled with the details provided by the Registrar and Share Transfer Agent of the company/ NSDL.





12. After the conclusion of the Meeting at 11.38 A.M. the votes cast through remote e-voting and e-voting at the meeting were unblocked by me in the presence of witnesses namely, Mr. Dushyant Chauhan and Mr. Suresh Mandal who are not in employment of the company and who have signed below:

Dushyant Chauhan

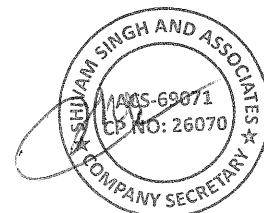
Suresh Mandal

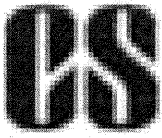
13. The e-voting records of votes cast at the meeting and remote e-voting records were reconciled with the records maintained/information provided as on the Cut-Off Date, by M/s Link Intime India Private Limited, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations submitted with the RTA/Company. The votes were also scrutinized for the purpose of eliminating duplicate voting (i.e.) on remote e-voting as well as e-voting at meeting, if wherever applicable.

14. At the meeting, the following resolution was considered:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, including rules provided therein, or including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to the relevant provisions of the Memorandum & Articles of Association of the Devyani International Limited (“the Transferee Company or the Company or the Applicant Company 3”) and subject to the sanction by the Hon’ble National Company Law Tribunal, New Delhi, as the case may be and in accordance with the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of the appropriate authorities as may be necessary/required and subject to such conditions as may be prescribed, directed or made by any of them while granting such approvals, consents and permissions, the consent of the Equity Shareholders of the Company be and is hereby accorded for the arrangement embodied in the Scheme of Amalgamation of Devyani Airport Services (Mumbai) Private Limited, Devyani Food Street Private Limited, Devyani International Limited and their respective shareholders and creditors (“Scheme”).

RESOLVED FURTHER THAT Whole-time Directors, Chief Financial Officer and Company Secretary of the Transferee Company, be and are hereby severally/jointly authorized to sign, verify, execute and file any documents, including but not limited to affidavits, petitions, pleadings, applications, certificates, declarations, undertakings,





vakalatnamas, proceedings, or any other documents incidental or necessary for making effective the aforesaid Scheme.”

15. The Consolidated Results of remote e-voting and e-voting at the Meeting of the Equity Shareholders of the Company, on the resolution based on the report generated by NSDL, are as under:

Voting By Shareholders	Voted in favour of the Resolution		Voted against the Resolution		Votes invalid		Total
	Through remote e-voting	Through voting at the Meeting	Through. remote e-voting	Through voting at the Meeting	Through. remote e-voting	Through voting at the Meeting	
Number of Members Voted	591	42	5	0	0	0	638
Number of Votes Cast by Members	1039980673	3004745	973313	0	0	0	1043958731
% of total number of valid votes cast	99.62	0.29	0.09	0	0	0	100

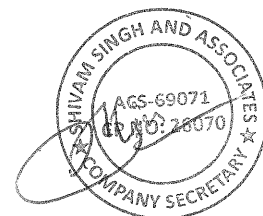
Figures in the percentage terms wherever appearing in the fraction have been rounded off.

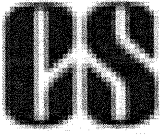
CONSOLIDATED RESULTS ON VOTING:

PERCENTAGE OF VOTES IN FAVOUR – 99.91

PERCENTAGE OF VOTES AGAINST - 0.09

16. Accordingly, as per Para 15, the proposed resolution approving the Scheme of Amalgamation has been approved by the majority of the Equity Shareholders representing atleast three- fourth in value. Thus, the aforesaid Resolution approving the scheme **stands passed** being approved with the requisite majority (i.e. majority in number representing atleast 3/4th in value) of the Equity Shareholders of the Transferee Company.

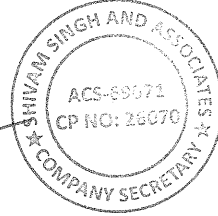




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PRACTISING COMPANY SECRETARY
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ADD: 666, VIJAY NAGAR ETAH UP 207001

17. There were no invalid votes found for the proposed resolution.
18. The Electronic Data and all other relevant records relating to the remote e-voting and e-voting at Meeting are under my safe custody and will be handed over to the Company for preserving safely after the Chairperson gives his report.

Thanking You
Yours Faithfully



Shivam Singh
Practising Company Secretary
[Scrutinizer Appointed by the Hon'ble
National Company Law Tribunal,
New Delhi Bench – III]
M. No. 69071
C.P. No. 26070
Place: Gurugram
Date: 29th December, 2022
UDIN: A069071D002830940

Counter Signed

Gaurav Joshi,
Practising Company Secretary
Chairperson appointed by National
Company Law Tribunal,
New Delhi, Bench-III
Place: Gurugram
Date: 29th December, 2022