

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

November 11, 2022

To,

National Stock Exchange of India Ltd. Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email: cm1ist@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: Notice of Extraordinary General Meeting (“EGM”) of the Company

Dear Sir/Madam,

In continuation to our communication dated November 3, 2022, and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 1st Extraordinary General Meeting of the Company for the Financial Year 2022-23 (“EGM”), scheduled to be held on Friday, December 16, 2022 at 02:00 P.M. (IST) through Video Conferencing / Other Audio Visual Means facility, without the physical presence of Members at a common venue, in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, read with applicable Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (“Circulars”).

It is further informed that the Company has today i.e. November 11, 2022, completed the dispatch of the Notice of EGM through e-mail, to all its shareholders, holding equity shares of the Company as on November 4, 2022, whose e-mail IDs are registered with the Company/Depositories, in compliance with aforementioned Circulars.

A copy of the Notice of the EGM is also available on the website of the Company at www.dil-rjcorp.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



Devyani International Limited

Registered Office: F-2/7, Okhla Industrial Area, Phase I, New Delhi - 110 020; **Tel:** +91-11-41706720

Corporate Office: Plot No. 18, Sector-35, Gurugram - 122 004, Haryana

Tel: +91-124-4566300, 4786000

E-mail: companysecretary@dil-rjcorp.com; **Website:** www.dil-rjcorp.com

Corporate Identity Number: L15135DL1991PLC046758

NOTICE

Notice is hereby given that the 1st Extraordinary General Meeting (“EGM”) for the Financial Year 2022-23, of the Members of Devyani International Limited (“the Company”) will be held on Friday, December 16, 2022, at 02:00 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MR. VIRAG JOSHI (DIN: 01821240) AS WHOLE-TIME DIRECTOR OF THE COMPANY DESIGNATED AS PRESIDENT & CHIEF EXECUTIVE OFFICER

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”), if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and the enabling provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to re-appoint Mr. Virag Joshi (DIN: 01821240) as Whole-time Director of the Company, designated as President & Chief Executive Officer, for a period of upto 3 (Three) years with effect from January 1, 2023, liable to retire by rotation, on such terms and conditions, including remuneration by way of salary, perquisites and other allowances & benefits to be paid to him during the period of upto 3 (Three) years from the date of his re-appointment, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board (“Board”) be and is hereby authorized to increase, alter, vary and modify the said terms of remuneration payable to Mr. Virag Joshi during his tenure, as per the provisions of the Act.

RESOLVED FURTHER THAT where in any financial year, during the tenure of upto 3 (three) years of Mr. Virag Joshi, the Company has no profits or its profits are inadequate, the Company may pay the aforementioned remuneration to Mr. Virag Joshi, including any subsequent revisions approved by the Board from time to time, as minimum remuneration, in accordance with provisions of Section 197, 198, Schedule V and other applicable provisions of the Act and rules made thereunder read with the applicable provisions of the SEBI LODR Regulations.

RESOLVED FURTHER THAT the total managerial remuneration payable to the Executive Director(s) of the Company taken together in any financial year may exceed the limit of 10% of net profit of the Company and overall managerial remuneration payable to all Director(s) of the Company may exceed the limit of 11% of net profit of the Company, as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, things etc. and to sign all such documents and writings as may be necessary to give effect to the aforesaid resolution and to deal with all matters connected therewith or incidental thereto, without seeking any further approval of the Members of the Company.”

By Order of the Board

For **Devyani International Limited**

Varun Kumar Prabhakar

Company Secretary and Compliance Officer

Membership No. ACS - 30496

Address: F-2/7, Okhla Industrial Area,
Phase – I, New Delhi - 110 020

Place: Gurugram

Date: November 3, 2022

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**the Act**"), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of Extraordinary General Meeting ("**EGM**").
2. In view of the continuing Covid-19 pandemic and the need for ensuring social distancing, the Ministry of Corporate Affairs ("**MCA**") had allowed conducting EGM through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**") without the physical presence of the Members at a common venue. MCA had issued General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 5, 2022 ("**MCA Circulars**"), and SEBI had issued Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("**SEBI Circulars**") permitting the holding of EGM through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM facility.

The Deemed Venue for the EGM shall be the Registered office of the Company.
3. The EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, therefore, physical presence of Members has been dispensed with. Hence, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and accordingly, the Proxy Form/Attendance Slip/ Route Map are not annexed to this Notice. However, Corporates Members intending to authorize their representatives to attend and vote at the EGM through VC/OAVM facility on its behalf are requested to send duly certified copy of the relevant Board Resolution in the manner prescribed in note no. 1 under "General Guidelines for shareholders" hereinafter.
4. Members attending the EGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Details of Mr. Virag Joshi, seeking re-appointment in this EGM, pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI LODR Regulations, are Annexed to this Notice of EGM.
6. Relevant documents, if any, referred in the accompanying Notice and the Explanatory Statement are available on website of the Company for inspection by the Members up to the date of EGM and during the meeting.
7. In compliance with the MCA Circulars and SEBI Circulars issued from time to time, the Notice of EGM along with requisite annexures are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or Depository Participant ("**DP**") or Registrar and Share Transfer Agent ("**RTA**"). Members may note that this Notice of EGM will also be available on Company's website (www.dil-rjcorp.com), Stock Exchange's website (www.bseindia.com and www.nseindia.com) and National Securities Depository Limited ('NSDL') website (www.evoting.nsdl.com).
8. Members who are holding shares in physical form and who have not registered their e-mail address with the Company can now register the same by sending an email to Compliance Officer of the Company at companysecretary@dil-rjcorp.com and/or by sending a request to Link Intime India Private Limited, Registrar and Share Transfer Agent through email at delhi@linkintime.co.in or contact at 011-49411000. Members holding Shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.
9. The Notice of EGM shall be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on November 4, 2022.
10. Members are requested to note that Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC C-1 Block, Near Savitri Market, Janakpuri New Delhi-110058, is the Registrar and Share Transfer Agent to manage the work related to shares held in physical and dematerialized form.

Company has initiated the process of change of RTA from Link Intime India Private Limited to Kfin Technologies Limited. Till such time, the process of change of RTA is completed, Link Intime India Private Limited will continue as RTA of the Company.

11. SEBI vide its notifications dated June 8, 2018 and November 30, 2018, mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members are requested to dematerialize the shares held by them in physical form.

12. To comply with the provisions of Section 108 of the Act and Rules framed thereunder, Regulation 44 of the SEBI LODR Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting (prior to EGM) and e-voting (during the EGM) services provided by National Securities Depository Limited (NSDL) on resolution set forth in this Notice.

Only those Members who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

The instructions for joining the EGM through VC / OAVM, remote e-voting and e-voting during the EGM are provided hereinafter.

13. Members can join the EGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for first 3000 members on first come first served basis. This will not include large Shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, and the MCA Circulars, the Company is providing facility of remote e-voting (prior

to EGM) and e-voting (during the EGM) to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the Authorized Agency. Accordingly, the facility of casting votes by a Member using remote e-voting (prior to EGM) and e-voting (during the EGM) will be provided by NSDL.

15. Members are requested to attend and participate in the ensuing EGM through VC/OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the EGM.

[A] THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS FOLLOWS:

- i. The remote e-voting period begins on Tuesday, December 13, 2022 at (09:00 A.M. IST) and ends on Thursday, December 15, 2022 at (05:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- ii. The Members, whose name appears in the Register of Members / Beneficial Owners as on Friday, December 9, 2022 (i.e. cut-off date), may cast their vote electronically.
- iii. The voting right of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.





The way to vote electronically on NSDL e-voting system consists of “**Two Steps**” which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Thereafter proceed with completing the required fields and Follow steps mentioned in point no. 1 above. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="margin-right: 20px;">  App Store </div> <div>  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="margin-right: 20px;">  </div> <div>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Thereafter proceed with completing the required fields and Follow steps mentioned in point no. 1 above. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants ("DP")	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting & voting during the Meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or call at toll free no. 1800 22 55 33.

B) Login Method for e-voting and joining virtual EGM for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in heading "Process for those shareholders whose email address is not registered".
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join Extraordinary General Meeting on NSDL e-voting system.**
- How to cast your vote electronically and join Extraordinary General Meeting on NSDL e-voting system?**
1. After successful login at Step 1, you will be able to see all the companies **"EVEN"** in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select **"EVEN"** of Company for which you wish to cast your vote during the remote e-Voting period or to cast your vote during the EGM. For joining virtual EGM, you need to click on **"VC/OAVM"** link placed under **"Join Meeting"**.
 3. Now you are ready for e-voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.
 5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are

authorized to vote, to the Scrutinizer by e-mail to **sanjaygrover7@gmail.com** with a copy marked to **evoting@nsdl.co.in**. Further, they can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Asst. Manager, NSDL, at evoting@nsdl.co.in or at 4th Floor, A Wing, Trade World, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai-400013.

Process for those shareholders whose e-mail address are not registered with the depositories for procuring user id and password and registration of e-mail address for e-voting on the resolution set out in this Notice:

1. **Physical Holding:** Send a request to Link Intime India Private Limited, Registrar and Share Transfer Agent at delhi@linkintime.co.in providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address.
2. **Demat Holding:** Please provide DPID-Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to delhi@linkintime.co.in. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

[B] INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF / DURING THE EGM ARE AS UNDER:

1. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.
3. Members who have voted through Remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EGM shall be the same person mentioned for remote e-voting.

[C] INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM:

1. Member will be able to attend the EGM through VC/OAVM facility provided by the NSDL e-voting system by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, click on the link of "VC/OAVM" placed under "Join Meeting" menu against the Company name available in the Shareholder/ Member login where EVEN of Company will be displayed.

Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

2. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
3. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
4. A member can opt for only single mode of voting i.e. remote e-voting or e-voting at the EGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views/ have questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@dil-rjcorp.com. The same will be replied by the company suitably.
7. The Board of Directors has appointed Mr. Kapil Dev Taneja (CP No. 22944), Partner or failing him Mr. Neeraj Arora (CP No. 16186), Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, as the Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.
8. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, unblock the votes cast through remote e-voting and votes cast during the EGM, and make, not later than 2 working days from the conclusion of EGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
9. The results of voting will be declared by the Chairman or a person authorised by him in writing, within 2 working days from the conclusion of EGM and the result declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website i.e. www.dil-rjcorp.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
10. The resolution, if passed by requisite majority, shall be deemed to have been passed on the date of the EGM i.e. December 16, 2022.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The present tenure of Mr. Virag Joshi (DIN: 01821240) as a Whole-time Director of the Company, designated as President & Chief Executive Officer, shall come to an end on December 31, 2022. Based on recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on November 3, 2022, re-appointed Mr. Virag Joshi as a Whole-time Director of the Company, designated as President & Chief Executive Officer for a further period of upto 3 (Three) years with effect from January 1, 2023, liable to retire by rotation, subject to the approval of Members, on the terms and conditions including remuneration payable to him during such tenure.

In terms of the applicable provisions of the Companies Act, 2013 ("**Act**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), it is proposed to seek approval of the Members for the re-appointment and remuneration payable to Mr. Virag Joshi, as a Whole-time Director of the Company, designated as President & Chief Executive Officer.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Virag Joshi, upon re-appointment, are as under:

- a. **Salary, Perquisites and Allowances:** Upto ₹ 5 Crore (Rupees Five Crore only) per annum (including Target Variable pay of ₹ 1 crore), with authority to the Board of Directors or any Committee of the Board ("**Board**") to vary/alter the remuneration in terms of Schedule V and other applicable provisions, if any, of the Companies Act, 2013.
- b. The Company's contribution to superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- c. Increment in salary, perquisites and allowances and remuneration based on net profit or by way of bonus / performance linked incentive payable to Mr. Virag Joshi, as recommended by NRC and approved by Board, shall be in addition to the remuneration under (a) above. The said perquisites shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules or any statutory modification(s) or re-enactment(s) thereof.
- d. Employee stock options granted / to be granted to Mr. Virag Joshi, from time to time, shall not be considered as

a part of remuneration/perquisites under (a) above and that the perquisite value of stock options exercised/ to be exercised shall be in addition to the remuneration/perquisites under (a) above.

- e. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company's business and communication expenses shall be reimbursed at actuals and not considered as perquisites.
- f. **General:**
 - i. The Whole-time Director shall perform his duties in the interest of the Company.
 - ii. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Act including related Rules and the provisions contained in the SEBI LODR Regulations.
 - iii. The Whole-time Director shall adhere to the Code of Conduct of the Company and shall also comply with the other policies and laws applicable on the Company.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, in the event of loss or inadequacy of profits in any financial year, the Company may pay the above-mentioned remuneration, including any subsequent revisions approved by the Board from time to time, as minimum remuneration to Mr. Virag Joshi for a period of upto 3 (Three) years with effect from January 1, 2023.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Virag Joshi pursuant to the provisions of Section 190 of the Act.

Mr. Virag Joshi satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. The remuneration proposed to be paid to Mr. Virag Joshi is as per the Remuneration Policy of the Company.

Mr. Virag Joshi is not disqualified to act as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Given his expertise, knowledge and experience, the NRC and the Board is of the opinion that it would be in the interest of the Company to re-appoint Mr. Virag Joshi as a Whole-time Director of the Company.

Details about Mr. Virag Joshi pursuant to the provisions of - (i) SEBI LODR Regulations, (ii) Companies Act, 2013, and (iii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided as 'Annexure' to this Notice.

Further, the total managerial remuneration may exceed during the succeeding financial years beyond the prescribed limits of 10% (for all Executive Directors of the Company) and/or 11% (for all Directors of the Company) of net profits of the Company respectively as prescribed under Section 197 of the Act read with Rules made thereunder or other applicable provisions or any statutory modifications thereof. Hence, the approval of the Members is sought by way of special resolution pursuant to the provisions of Section 197 of the Act read with Rules made thereunder.

Statement of information/details for the Members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information:

- (i) **Nature of industry** – The Company is one of the largest franchisee for Pizza Hut, KFC and Costa Coffee in India. It is primarily engaged in the business of developing, managing and operation of Quick Service Restaurants for above Brands and its own non-franchised brand Vaango.
- (ii) **Date or expected date of commencement of commercial production** - Business commenced on December 13, 1991.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** – Not Applicable
- (iv) **Financial performance (on standalone basis) based on given indicators as per Audited Financial Statements for the year ended March 31, 2022**

(₹ in Millions except EPS)

Particulars	2021-22	2020-21	2019-20
Profit/(Loss) before Tax	1123.05	(700.28)	(703.80)
Profit/(Loss) after Tax	1533.83	(653.05)	(1350.74)
Earnings per share (EPS) (₹)	1.29	(0.64)	(0.66)
Turnover	18532.72	9987.64	12278.13

(v) Foreign investments or collaborations, if any:

The Company has two Foreign Subsidiaries and one Foreign Step down Subsidiary as below:

1. Devyani International (Nepal) Private Limited [100% Subsidiary]
2. RV Enterprises Pte. Ltd [87% held by the Company]
3. Devyani International (Nigeria) Limited [Step down Subsidiary: 78.75% held by RV Enterprises Pte. Ltd]

Further, 14.25% Shares of the Company were held by Foreign Body Corporates as on September 30, 2022.

II. Information about the appointee:

- (i) Date of Birth: December 7, 1963
- (ii) Experience and Background details: Mr. Virag Joshi holds a diploma in hotel management and catering from the State Institute of Hotel Management and Catering, Lucknow, Uttar Pradesh. He has been a key strategist in expansion of Pizza Hut, KFC, Costa Coffee outlets from a small base of five restaurants in 2002 to 1000 plus outlets in last 19 years. He has been earlier associated with Indian Hotels Company Limited, Domino's Pizza India Limited and Milkfood Limited.
- (iii) Past remuneration: Past remuneration of Mr. Virag Joshi is same as being proposed for his re-appointment.
- (iv) Recognition or awards: Mr. Virag Joshi has excellent performance/track record and has been well recognized in the industry. The Company has received many awards under the supervision of Mr. Joshi.
- (v) Job profile and suitability: Mr. Virag Joshi is the President & Chief Executive Officer of the Company. His job profile includes looking after over-all management of the Company, subject to the control and supervision of the Board of Directors of the Company. Considering his rich experience and leadership skills, Board is of the view that he deserves to be re-appointed as the Whole-time Director of the Company.
- (vi) Terms and Conditions of Appointment including remuneration proposed: Already mentioned hereinabove.

- (vii) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: As a normal industry trend, the proposed remuneration to Mr. Virag Joshi, possessing invaluable and rich knowledge, experience and insights complemented with his vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.
- (viii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Except proposed remuneration as stated above, Mr. Virag Joshi does not have any other pecuniary relationship with the Company and its managerial personnel.

III. Other information:

- (i) Reasons for loss or inadequate profits: Reasons for inadequate profits includes subdued market demand due to lower discretionary spends by the consumers and tough competitions due to low product pricing of similar products by other market players of the same kind of business.
- (ii) Steps taken or proposed to be taken for improvement: Cost Optimization, introduction of new products and aggressive marketing efforts.

- (iii) Expected increase in productivity and profits in measurable terms: The productivity will increase with the pickup in sales and Company will attain reasonable profits in near future.

IV. Disclosures:

The prescribed disclosures with respect to elements of remuneration package, details of fixed component and performance linked incentives, performance criteria, service contracts, notice period, severance fees and stock options details of all the Directors, as applicable, shall be disclosed in the Board's Report section of the Annual Report for the Financial Year 2022-23.

Mr. Virag Joshi is interested in the resolution set out at Item No. 1 of the Notice with regard to his re-appointment and payment of remuneration. The relatives of Mr. Virag Joshi may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mr. Virag Joshi is not related to any Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 for approval of the Members as a Special Resolution.

By Order of the Board

For **Devyani International Limited**

Varun Kumar Prabhakar

Company Secretary and Compliance Officer

Membership No. ACS - 30496

Address: F-2/7, Okhla Industrial Area,

Phase – I, New Delhi - 110 020

Place: Gurugram

Date: November 3, 2022

ANNEXURE

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Director proposed to be re-appointed:

S. No.	Name of Director	Mr. Virag Joshi (DIN: 01821240)
1	Date of Birth/ Age	December 7, 1963
2	Qualifications	Mr. Virag Joshi holds a diploma in hotel management and catering from the State Institute of Hotel Management and Catering, Lucknow, Uttar Pradesh.
3	Experience/Expertise in specific functional areas	Mr. Virag Joshi has been a key strategist in expansion of Pizza Hut, KFC, Costa Coffee outlets from a small base of five restaurants in 2002 to 1000 plus outlets in last 19 years. He has been earlier associated with Indian Hotels Company Limited, Domino's Pizza India Limited and Milkfood Limited.
4	Terms and conditions of appointment/ re-appointment	Terms and conditions of the re-appointment of Mr. Virag Joshi are duly elaborated in the explanatory statement as annexed to this Notice.
5	Details of remuneration sought to be paid	As set out in the explanatory statement.
6	Last remuneration drawn	Last remuneration is same as being proposed for his re-appointment and is set out in the explanatory statement. He does not draw remuneration from any other Company in any capacity.
7	Date of first appointment on the Board	November 10, 2004
8	No. of equity shares held on date of Notice	84,91,438
9	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
10	No. of Board Meetings attended / held during Financial Year 2021-22	10/10
11	Directorships held in other companies	1. Devyani Food Street Private Limited 2. Devyani Airport Services (Mumbai) Private Limited 3. Devyani International (Nigeria) Limited
12	Chairman/ Member of the Committee of the Board of Directors of the Company	1. Corporate Social Responsibility Committee – Member 2. IPO Committee – Member 3. Investment and Borrowing Committee – Member 4. Share Allotment Committee – Member
13	Committees position held in other Companies	Nil
14	Resignation from listed entities in the past three years	Nil