Devyani International Limited

August 14, 2026

To,

National Stock Exchange of India Ltd.	BSE Limited
Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Email: cmlist@nse.co.in	Email: corp.relations@bseindia.com
Symbol: DEVYANI	**Security Code: 543330**

Subject: **Outcome of 35th Annual General Meeting of Devyani International Limited ("the Company") held on Friday, August 14, 2026 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 to our earlier communication dated July 23, 2025, please find enclosed brief proceedings of the 35th Annual General Meeting ("**AGM**") of the Company held today i.e. Friday, August 14, 2026 at 11:00 A.M. (IST) and concluded at 11:58 A.M. (IST) through Webex facility provided by National Securities Depository Limited as **Annexure - I**.

Please also find enclosed consolidated Scrutinizer's Report dated August 14, 2026 as **Annexure-II**.

The above-mentioned proceedings and consolidated Scrutinizer's Report of the 35th AGM are also being uploaded on websites of the Company at www.dil-rjcorp.com and NSDL at www.evoting.nsdl.com.

This is for your kind information and records.

Yours faithfully,
For Devyani International Limited

Pankaj Virmani

Pankaj Virmani
Chief Sustainability Officer & Company Secretary

Devyani International Limited

***Encl:** As above*

Devyani International Limited

Annexure – I

BRIEF PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF DEVYANI INTERNATIONAL LIMITED HELD ON FRIDAY, AUGUST 14, 2026 AT 11:00 A.M. (IST) AND CONCLUDED AT 11:58 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 read with Secretarial Standard with respect to calling, convening and conducting general meetings, the 35th Annual General Meeting (**"AGM"**) of the Members of Devyani International Limited (**"Company"**) was held on Friday, August 14, 2026 at 11:00 A.M. (IST) through Webex facility provided by NSDL, which was attended by 349 Members.

Mr. Manish Dawar extended a warm welcome to the Members of the Company and confirmed that Non-Executive Chairman, other Board Members (including Lead Independent Director, Chairperson of Audit, Risk Management and Ethics Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and CSR and ESG Committee) and Chief Sustainability Officer & Company Secretary have joined the AGM through Webex facility provided by NSDL. The representatives of Statutory Auditors and Secretarial Auditors also attended the AGM.

Mr. Manish Dawar informed the Members that in terms of the Companies Act, 2013 and Rules made thereunder read with the provisions of the 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 all the resolutions as set-out in the Notice of AGM, which commenced at 09:00 A.M. (IST) on Tuesday, August 11, 2026 and ended at 05:00 P.M. (IST) on Thursday, August 13, 2026. Further, the Company had also provided e-voting facility to cast their votes during the proceedings of AGM 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 AGM and confirmed that requisite quorum being present, the AGM was therefore called to order. Thereafter, he delivered his brief speech.

Though there was no negative qualification/ observation in the Auditors' Reports, the Company Secretary read the Standalone Auditors' Report in order to follow good governance and informed the Members that the applicable Statutory Registers, Annual Report and other statutory documents were made available for inspection by the Members. Thereafter, as authorized by the Non-Executive Chairman, Mr. Manish Dawar took up the agenda items in seriatim.

Since, the Notice convening 35th AGM was circulated earlier, the same was taken as read.

The following items of business, as per Notice of the 35th AGM dated May 15, 2026 were transacted at the AGM:

Devyani International Limited

A. **Ordinary Business**

Ordinary Resolutions

(i) Adoption of (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the reports of Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended March 31, 2026.

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

(iii) Re-appointment of Mr. Manish Dawar (DIN: 00319476) as Director, liable to retire by rotation.

B. **Special Business**

Special Resolution

(iv) Re-appointment of Mr. Manish Dawar (DIN: 00319476) as Whole-time Director of the Company designated as President & Group Chief Executive Officer.

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

There being no other agenda item, the Non-Executive 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 votes through remote e-voting or e-voting during the AGM to kindly vote on the proposed resolutions through e-voting for next 30 minutes.

The resolutions have 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
Chief Sustainability Officer
& Company Secretary

Raj Gandhi
Non-executive Director

Manish Dawar
Whole-time Director
(President & Group CEO)

Annexure - II

NEERAJ ARORA
FCS, B.Com., LL.B.
(Practising Company Secretary)

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,
Chief Sustainability Officer & Company Secretary
Devyani International Limited
(CIN: L15135HR1991PLC143853)
Plot No. 18, Sector-35,
Gurugram-122004, Haryana

Dear Sir,

I, Neeraj Arora (FCS No.: 10781, CP No.: 16186), Partner of M/s Sanjay Grover & Associates, Practicing 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 May 15, 2026 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the 35th Annual General Meeting ("**AGM**"), under the provisions of Section 108 of the Act read with the Rules made thereunder and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, read with other related circulars including General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("**MCA**") from time to time ("**MCA Circulars**") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or re-enactment thereof, for the time being in force) in respect

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of the resolutions as mentioned in the Notice dated May 15, 2026 ("**AGM Notice**") for 35th AGM of the Company held on Friday, August 14, 2026 at 11:00 A.M. (**IST**) through Video Conferencing/ Other Audio Visual Means ("**VC/ OAVM**") facility.

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 Circulars; and (iii) the SEBI Listing Regulations related to e-voting in respect of the resolutions contained in the AGM 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 resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("**NSDL**"), authorized agency to provide e-voting facility.

3. The remote e-voting period commenced on **Tuesday, August 11, 2026** at **09:00 A.M.** (**IST**) and ended on **Thursday, August 13, 2026** at **05:00 P.M.** (**IST**) via e-voting platform on the designated website of NSDL viz: https://www.evoting.nsdl.com. The Company provided e-voting facility to the Members who participated/ attended the AGM 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, August 7, 2026** were entitled to avail the facility of remote e-voting as well as e-voting during the AGM (hereinafter collectively referred as "**e-votes/ e-voting**") on the proposed resolutions as set out in the AGM Notice.

5. As on the Cut-off Date, the total paid-up Equity Share Capital of the Company was INR 1,23,29,39,791 (Indian Rupees One Hundred Twenty-Three Crore Twenty Nine Lakh Thirty Nine Thousand Seven Hundred Ninety One Only) divided into 1,23,29,39,791 (One Hundred Twenty Three Crore Twenty Nine Lakh Thirty Nine Thousand Seven Hundred Ninety One) Equity Shares of INR 1/- (Indian Rupee One only) each.

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6. After completion of e-voting during the AGM, the e-votes cast by the members were unblocked in the presence of two witnesses i.e. Mr. Harshit Saxena and Mr. Vipin Dhameja, who are not in the employment of the Company and have signed below for confirmation:

Mr. Harshit Saxena **Mr. Vipin Dhameja**

7. The data of e-voting was diligently scrutinized and reconciled with the records maintained by KFin Technologies Limited, Registrar to an Issue and Share Transfer Agent ("**RTA**") of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting during the AGM.

8. The consolidated summary of results of e-voting are as under:

<u>Resolution No. 1:</u> To receive, consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the reports of Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended March 31, 2026.

Ordinary Resolution				
Particulars	**Number of Valid Votes**			**Percentage**
	E-voting during the AGM	**Remote E-voting**	**Total**	
Assent	**84,974**	**1,08,79,32,143**	**1,08,80,17,117**	**100**
Dissent	**0**	**341**	**341**	**0**
Total	**84,974**	**1,08,79,32,484**	**1,08,80,17,458**	**100**

Therefore, Resolution No. 1 has been approved with requisite majority and further details of e-votes are given in **<u>Annexure-A</u>**.

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Resolution No. 2: **To appoint Mr. Raj Gandhi (DIN: 00003649), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	84,874	1,05,12,56,743	1,05,13,41,617	96.6291
Dissent	100	3,66,75,741	3,66,75,841	3.3709
Total	84,974	1,08,79,32,484	1,08,80,17,458	100

Therefore, Resolution No. 2 has been approved with requisite majority and further details of e-votes are given in **Annexure-B**.

Resolution No. 3: **To appoint Mr. Manish Dawar (DIN: 00319476), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	84,974	1,08,70,47,928	1,08,71,32,902	99.9187
Dissent	0	8,84,556	8,84,556	0.0813
Total	84,974	1,08,79,32,484	1,08,80,17,458	100

Therefore, Resolution No. 3 has been approved with requisite majority and further details of e-votes are given in **Annexure-C**.

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<u>**Resolution No. 4:**</u> **To approve re-appointment of Mr. Manish Dawar (DIN: 00319476) as a Whole-time Director of the Company designated as President & Group Chief Executive Officer**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	84,974	1,08,63,17,182	1,08,64,02,156	99.8515
Dissent	0	16,15,302	16,15,302	0.1485
Total	84,974	1,08,79,32,484	1,08,80,17,458	100

Therefore, Resolution No. 4 has been approved with requisite majority and further details of e-votes are given in <u>**Annexure-D**</u>.

9. The register containing the details of e-voting is under my safe custody and will be handed over to the Chairman of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Countersigned by

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Neeraj Arora
Scrutinizer
CP No.: 16186
UDIN: F010781H001117392
Date: August 14, 2026
Place: Gurugram

DEVYANI INTERNATIONAL LIMITED

Pankaj Virmani
Chief Sustainability Officer &
Company Secretary
Date: August 14, 2026
Place: Gurugram

Annexure - A

Details of e-voting during the AGM & remote e-voting for Resolution No. 1 are as under:

A1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	33	84,974	84,974
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	33	84,974	84,974
d) Votes with Assent	33	84,974	84,974
e) Votes with Dissent	-	-	-

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	719	1,08,79,32,484	1,08,79,32,484
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	719	1,08,79,32,484	1,08,79,32,484
d) Votes with Assent	715	1,08,79,32,143	1,08,79,32,143
e) Votes with Dissent	04	341	341

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Annexure - B

Details of e-voting during the AGM & remote e-voting for Resolution No. 2 are as under:

B1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	33	84,974	84,974
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	33	84,974	84,974
d) Votes with Assent	32	84,874	84,874
e) Votes with Dissent	1	100	100

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	719	1,08,79,32,484	1,08,79,32,484
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	719	1,08,79,32,484	1,08,79,32,484
d) Votes with Assent	645	1,05,12,56,743	1,05,12,56,743
e) Votes with Dissent	74	3,66,75,741	3,66,75,741

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Annexure - C

Details of e-voting during the AGM & remote e-voting for Resolution No. 3 are as under:

C1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	33	84,974	84,974
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	33	84,974	84,974
d) Votes with Assent	33	84,974	84,974
e) Votes with Dissent	-	-	-

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	719*	1,08,79,32,484	1,08,79,32,484
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	719*	1,08,79,32,484	1,08,79,32,484
d) Votes with Assent	701	1,08,70,47,928	1,08,70,47,928
e) Votes with Dissent	23	8,84,556	8,84,556

**Five (5) members voted partially in favor of the resolution and partially against the resolution and accordingly, these five members are counted under assent as well as dissent.*

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Annexure - D

Details of e-voting during the AGM & remote e-voting for Resolution No. 4 are as under:

D1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	33	84,974	84,974
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	33	84,974	84,974
d) Votes with Assent	33	84,974	84,974
e) Votes with Dissent	-	-	-

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In INR)
a) Total Votes received	719*	1,08,79,32,484	1,08,79,32,484
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	719*	1,08,79,32,484	1,08,79,32,484
d) Votes with Assent	697	1,08,63,17,182	1,08,63,17,182
e) Votes with Dissent	27	16,15,302	16,15,302

**Five (5) members voted partially in favor of the resolution and partially against the resolution and accordingly, these Five members are counted under assent as well as dissent.*

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