

## NOTICE

**NOTICE IS HEREBY GIVEN THAT 30<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF DEVYANI INTERNATIONAL LIMITED ("THE COMPANY") WILL BE HELD AT SHORTER NOTICE ON THURSDAY, JULY 15, 2021 AT 03:00 P.M. IST THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:**

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors' thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended March 31, 2021.
2. To appoint Mr. Ravi Kant Jaipuria (DIN: 00003668) who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. To appoint Mr. Virag Joshi (DIN: 01821240), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

### SPECIAL BUSINESS

4. To approve payment of profit related commission to Non-Executive Directors of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rules made thereunder and Regulation 17(6)(ca) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the Members be and is hereby accorded for payment of profit related commission to the Non-executive Directors of the Company (i.e. Directors other than the Managing Director or Whole-time Directors) for the Financial Year ending March 31, 2022, to be determined by the Board of Directors of the Company or any Committee of the Board ('the Board') for each of such Non-executive Director and to be distributed among such Non-executive Directors in such a manner as the Board may determine (including payment of profit related commission to any individual Non-executive Director exceeding 50% of the total annual profit related commission payable to Non-executive Directors), up to the limit of 1% (taken together for all the Non-executive Directors) of the Net Profit of the Company for the Financial Year ending March 31, 2022, as computed in the manner laid down in Section 198 of the Act.





# Devyani International Limited

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 No. : U15135DL1991PLC046758

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

**BY ORDER OF THE BOARD  
FOR DEVYANI INTERNATIONAL LIMITED**

**Anil Dwivedi**

**Company Secretary**

**Membership No. A18893**

Address: F-2/7, Okhla Industrial Area,  
Phase - I, New Delhi 110020.

Date: July 14, 2021  
Place: Gurugram



Registered Office : F-2/7, Okhla Industrial Area Phase-I, New Delhi-110020 (India) Tel. : +91 11 41706720-725

• Devyani International (Nigeria) Pvt. Ltd. • Devyani International (Nepal) Pvt. Ltd. • Devyani Food Street Pvt. Ltd.



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## NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively ('MCA Circulars'), permitted the holding of AGM 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 and MCA Circulars, the 30<sup>th</sup> AGM of the Company is being held through VC/OAVM facility.
2. The Annual General Meeting (AGM) is being held pursuant to the MCA Circulars through VC / OAVM facility, wherein physical attendance of Members has been dispensed with. The deemed venue for AGM shall be the Registered Office of the Company viz. F-2/7, Okhla Industrial Area, Phase - I, New Delhi 110020. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. This meeting is being called at a shorter notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a AGM may be called after giving a shorter notice, if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote thereat. The members have accordingly given their consents to hold the meeting at a shorter notice.
4. The Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution.
5. In terms of Section 152 of the Act, Mr. Ravi Kant Jaipuria, Non-Executive Director and Mr. Virag Joshi, Director (designated as Whole-time Director), retire by rotation at the AGM and being eligible, offer themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended their re-appointment.
6. Mr. Ravi Kant Jaipuria is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Mr. Varun Jaipuria Director, being related to Mr. Ravi Kant Jaipuria will be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.
7. Mr. Virag Joshi is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 3 of

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the Notice. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

8. Details of Directors seeking appointment/re-appointment in AGM pursuant to Secretarial Standard on General Meetings (SS-2) are attached with this Notice of AGM.
9. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members who have not registered their e-mail address with the Company can now register the same by sending an email to Company Secretary of the Company at [companysecretary@dil-rjcorp.com](mailto:companysecretary@dil-rjcorp.com) and/or by sending a request to Link Intime India Private Limited, Registrar and Share Transfer Agent ('RTA') through email at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or contact 022 - 4918 6200. 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.
10. The members can join the AGM through VC mode 15 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
11. The attendance of the members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
12. In compliance with the MCA Circulars, Notice of the AGM as well as the weblink for joining the meeting is being sent only through electronic mode to those members whose email addresses are registered with the Company.
13. All documents referred to in the Notice will be open for inspection through electronic mode during the AGM.
14. The Notice of AGM and Annual Report of the Company for the financial year ended March 31, 2021 is also available on the Company's website viz. [www.dil-rjcorp.com](http://www.dil-rjcorp.com).
15. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

**Instructions for Members for attending the AGM through VC are as under:**

- a) An invitation to join the AGM will be sent to the members on their latest registered email IDs.
- b) Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and *Join Meeting* tab. By clicking on *Join Meeting* they will be redirected to Meeting Room via browser or by running Temporary Application. Members are encouraged to join the Meeting through laptops for better experience.





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- c) In case of Android / iPhone connection, Participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store / App Store.
- d) Further, members will be required to allow camera and use Internet audio settings as and when asked while setting up the meeting on mobile application.
- e) 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.

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

As required under the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

**Item No. 4:**

Considering the rich experience and enhanced level of participation brought in by the Non-executive Directors and in appreciation of the contribution made by them, the Board of Directors at their meeting held on July 14, 2021, on the recommendation of the Nomination and Remuneration Committee of the Board of Directors, recommended the payment of profit related commission to the Non-executive Directors (i.e. Directors other than the Managing Director or Whole-time Directors), subject to approval of Members of the Company for the Financial Year ending March 31, 2022, to be determined by the Board of Directors of the Company or any Committee of the Board ('the Board') for each of such Non-executive Director and to be distributed among such Non-executive Directors in such a manner as the Board may determine (including payment of profit related commission to any individual Non-executive Director exceeding 50% of the total annual profit related commission payable to Non-executive Directors), up to the limit of 1% (taken together for all the Non-executive Directors) of the Net Profit of the Company for the Financial Year ending March 31, 2022, as computed in the manner laid down in Section 198 of the Companies Act, 2013. Accordingly, to comply with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members by way of Special Resolution is sought for payment of above-mentioned profit related commission.

The Non-executive Director(s) are interested in resolution set out at Item No. 4 of the Notice. The relatives of the Non-executive Director(s) may be deemed to be interested in the resolution to the extent of their shareholding, if any, in 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 resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as a Special Resolution.

**BY ORDER OF THE BOARD  
FOR DEVYANI INTERNATIONAL LIMITED**



**Anil Dwivedi**

**Company Secretary**

**Membership No. A18893**

Address: F-2/7, Okhla Industrial Area,  
Phase - I, New Delhi 110020.

Date: July 14, 2021

Place: Gurugram



## **ANNEXURE TO ITEM 2 & 3 OF THE NOTICE**

Details of Directors seeking re- appointment at this Annual General Meeting pursuant to Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India:

| <b>Name of Director</b>                                   | <b>Mr. Ravi Kant Jaipuria<br/>(DIN: 00003668)</b>   | <b>Mr. Virag Joshi<br/>(DIN: 01821240)</b>  |
|---|---|---|
| i) Date of Birth/Age                                      | November 28, 1954 / 66 years  | December 07, 1963 / 57 years  |
| ii) Brief Profile / Qualification / Experience            | Higher secondary education from Delhi Public School, Mathura Road, New Delhi.<br><br>Mr. Ravi Kant Jaipuria has over three decades of experience in conceptualizing, executing, developing and expanding food, beverages and dairy business in South Asia and Africa. He has an established reputation as an entrepreneur and business leader and is the only Indian to receive PepsiCo's International Bottler of the Year award, which was awarded in 1997. He was also awarded the 'Distinguished Entrepreneurship Award' at PHD Chambers Annual Awards for Excellence 2018. | Diploma course in hotel management and catering from the State Institute of Hotel Management and Catering, Lucknow, Uttar Pradesh.<br><br>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 600 plus outlets in last 19 years. He has been earlier associated with Indian Hotels Company Limited, Domino's Pizza India Limited, Milkfood Limited, and Priya Village Roadshow Limited. |
| iii) Terms and Conditions of appointment / re-appointment | Mr. Ravi Kant Jaipuria is a Non-Executive Director of the Company, liable to retire by rotation.  | Mr. Virag Joshi is the Whole-time Director (President & CEO) of our Company, liable to retire by rotation.  |
| iv) Details of Remuneration sought to be paid             | -   | -   |
| v) Last Remuneration drawn (per annum)                    | -   | Rs 21.61 Million  |
| vi) Date of appointment on the Board                      | July 15, 1996   | November 10, 2004   |
| vii) No. of shares held                                   | 1,71,14,100   | 1,00,00,000   |



| Name of Director   | Mr. Ravi Kant Jaipuria<br>(DIN: 00003668)   | Mr. Virag Joshi<br>(DIN: 01821240)  |
|--|---|---|
| viii) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Mr. Ravi Kant Jaipuria is the father of Mr. Varun Jaipuria (Director on the Board)  | None  |
| ix) No. of Board Meetings attended/ held during Financial Year                                     | 4/5   | 5/5   |
| x) Directorships held in other companies   | 1. Varun Beverages Limited<br>2. Devyani Food Industries Limited<br>3. RJ Corp Limited<br>4. Alisha Torrent Closures (India) Pvt. Ltd.<br>5. Global Health Private Limited<br>6. Medanta Holdings Private Limited | 1. Devyani Airport Services (Mumbai) Private Limited<br>2. Devyani Food Street Private Limited  |
| xi) Chairman/ Member of the Committee of the Board of Directors of the Company                     | Nomination and Remuneration Committee- Member   | 1. Corporate Social Responsibility Committee- Member<br>2. IPO Committee- Member<br>3. Investment and Borrowing Committee- Member<br>4. Share Allotment Committee- Member |
| xii) Committees Position held in other Companies   | 1. Varun Beverages Limited<br>a) Corporate Social Responsibility Committee – Chairman<br>b) Nomination and Remuneration Committee – Member  | Nil   |

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