



DEVYANI INTERNATIONAL LIMITED

Registered Office: F-2/7, Okhla Industrial Area, Phase I, New Delhi-110020; Tel: +91-11-41706720

Corporate Office: Plot No.-18, Sector-35, Gurugram-122004, 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 32nd (Thirty Second) Annual General Meeting (“**AGM**”) of Devyani International Limited (“**the Company**”) will be held on **Monday, 3rd July, 2023** at **11:00 A.M. (IST)** through Video Conferencing/ Other Audio-Visual Means (“**VC/ OAVM**”) facility, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the report 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, 2023.
2. To appoint Mr. Ravi 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 himself for re-appointment, as a Director.

SPECIAL BUSINESS

4. **To approve re-appointment of Mr. Manish Dawar (DIN: 00319476) as a Whole-time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197, read with Schedule V and other applicable provisions of the Companies Act, 2013 (“**Act**”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and

the enabling provisions of Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, as may be required and subject to such conditions, as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/ or sanction(s) and which may be agreed to by the Board of Directors of the Company, approval of the Members be and is hereby accorded to re-appoint Mr. Manish Dawar (DIN: 00319476) as a Whole-time Director of the Company, liable to retire by rotation, for a period of up to 3 (Three) years with effect from February 17, 2024, on such terms and conditions, including remuneration by way of salary, perquisites and other allowances & benefits to be paid to him, as set-out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors including Nomination and Remuneration Committee (hereinafter referred to as “**Board**”), be and is hereby authorized to increase, alter, vary and modify the said terms and conditions of re-appointment (including remuneration) payable to Mr. Manish Dawar during his tenure, as per the provisions of the Act.

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

RESOLVED FURTHER THAT the total managerial remuneration payable to Mr. Manish Dawar, along with other Executive Director(s) of the Company, in any financial year may exceed the limit of 10% of net

profit and overall managerial remuneration payable to all Director(s) 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.

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.”

5. **To approve re-appointment of Dr. Ravi Gupta (DIN: 00023487) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**Act**”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the enabling provisions of Articles of Association of the Company and subject to such approvals, consents and permissions as may be necessary, Dr. Ravi Gupta (DIN: 00023487), who holds office of an Independent Director up to April 5, 2023, eligible of being re-appointed as an Independent Director and has submitted a declaration that he meets the criteria of independence as provided under the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of up to 5 (Five) consecutive years with effect from April 6, 2023.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) of the Company 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.”

6. **To approve re-appointment of Ms. Rashmi Dhariwal (DIN: 00337814) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**Act**”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the enabling provisions of Articles of Association of the Company and subject to such approvals, consents and permissions as may be necessary, Ms. Rashmi Dhariwal (DIN: 00337814), who holds office of an Independent Director up to April 5, 2023, eligible of being re-appointed as an Independent Director and has submitted a declaration that she meets the criteria of independence as provided under the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of up to 5 (Five) consecutive years with effect from April 6, 2023.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) of the Company 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

Place: Gurugram
Date: May 17, 2023

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

NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, June 26, 2023 to Monday, July 3, 2023** (both days inclusive) for the purpose of 32nd Annual General Meeting (“AGM”).
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“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 AGM.
3. In view of the continuing Covid-19, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/ 2020, 17/ 2020, 20/ 2020, 02/ 2021, 21/ 2021 and 10/ 2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and December 28, 2022, respectively (“MCA Circulars”), permitted the holding of AGM through Video Conferencing/ Other Audio Visual Means (“VC/ 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 Listing Regulations”) and MCA Circulars, 32nd AGM of the Company is being held through VC/ OAVM facility.

The Deemed Venue for the 32nd AGM shall be the Registered office of the Company.

4. The AGM is being held pursuant to the MCA Circulars through VC/ OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

However, 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 in the manner prescribed in Note No. 22.

5. Members attending the AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In terms of Section 152 of the Act, Mr. Ravi Jaipuria and Mr. Virag Joshi, Directors, 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 have recommended their re-appointment subject to the approval of Members of the Company.

7. Details of Directors seeking re-appointment at the AGM pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI Listing Regulations are Annexed to this Notice of AGM.
8. All documents referred in the accompanying Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days up to the date of AGM between 11:00 A.M. to 02:00 P.M. and also during the AGM.
9. During the AGM, copies of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act and a Certificate from Secretarial Auditors of the Company certifying that Employees Stock Option Scheme 2011, Employees Stock Option Scheme 2018 and Employees Stock Option Scheme 2021 of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and resolutions of the Members of the Company, shall remain electronically available to the Members of the Company.
10. Pursuant to Section 101 and 136 of the Act read with relevant rules made thereunder and Regulation 36 of the SEBI Listing Regulations and circulars issued by Ministry of Corporate Affairs, from time to time, companies can serve Annual Report 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”). Member(s) holding shares in physical form and who have not registered their e-mail address with the Company/ RTA 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 KFin Technologies Limited, Registrar and Share Transfer Agent (“RTA”) through email at **einward.ris@kfintech.com** or contact at 1800-309-4001. 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.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular Nos. SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 and SEBI/ HO/ CFD/ PoD-2/ P/ CIR/ 2023/ 4 dated May 12, 2020, May 13, 2022 and January 5, 2023, respectively, the Notice of AGM and Annual Report along with login details for joining the AGM through VC/ OAVM facility including e-voting are being sent only through electronic mode to those Members whose e-mail address are registered

- with the Company or DP or RTA. Members may note that this Notice of AGM and Annual Report will also be available on the Company's website (<https://dil-rjcorp.com>), Stock Exchange's website (www.bseindia.com and www.nseindia.com) and National Securities Depository Limited's ("NSDL") website (www.evoting.nsd.com).
12. The Notice of AGM and Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on **Friday, June 2, 2023**.
 13. Members desiring any information/ clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at companysecretary@dil-rjcorp.com at least seven days before AGM from their registered email address mentioning their name, DPID Client ID/ Folio no. and mobile number to enable the management to keep information ready at the AGM. Members desiring to seek information/ clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by NSDL.
 14. Members are requested to note that KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, is the RTA to manage the work related to shares held in physical and dematerialized form.
 15. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA about any change in their address and/ or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified. The Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN to the Company/ RTA.
 16. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has directed all the listed companies to update Bank Account details and PAN of the Members holding shares in physical form. Accordingly, to have the above details updated, Members holding shares in physical form are requested to send the following documents to the Company's RTA:
 - i. Self-attested copy of PAN card including that of joint Members; and
 - ii. An original cancelled cheque of 1st Member (Name of 1st Member should be printed on cheque leaf). If name of 1st Member is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker along with cancelled cheque (Photocopy of cheque will not be accepted/ entertained).
 17. SEBI vide its notification(s)/ circular(s) dated June 8, 2018, November 30, 2018 and January 24, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form including transmission and transposition requests. In view of the above and to avail various benefits of dematerialization, Members holding shares in physical form are requested to dematerialize the shares held by them in physical form.
 18. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in physical form. Any service request or complaint received from the Member will not be processed until the aforesaid details/documents are provided to RTA. In case any of the above cited documents/ details are not available in the Folio(s) on or after October 1, 2023, RTA shall be constrained to freeze such Folio(s). Relevant details and prescribed forms in this regard are available on website of the Company at <https://dil-rjcorp.com/announcements/>.
 19. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 in terms of Section 72 of the Act read with rules made thereunder to the RTA. Members holding shares in electronic form may submit the same to their respective DP. The nomination form can be downloaded from the Company's website <https://dil-rjcorp.com/announcements/>. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or the Company at its Registered Office address.
 20. Non-Resident Indian Members are requested to inform the RTA, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.

b. Particulars of their bank account maintained in India with complete name, account number, account type and branch address of the Bank with PIN Code.

21. To comply with the provisions of Section 108 of the Act and rules made thereunder, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Company has availed the services of NSDL for providing the Members with the facility to cast their vote electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) on all resolutions set forth in this Notice.

Only those Members who will be present in the AGM through VC/ OAVM facility and have not cast 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 during the AGM.

The instructions for joining the AGM through VC/ OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM under Note No. 22.

22. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

- i. The remote e-voting period begins on **Thursday, June 29, 2023 at 09:00 A.M. (IST)** and ends on **Sunday, July 2, 2023 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- ii. The Members, whose name appear in the Register of Members/ Beneficial Owners as on **Monday,**

June 26, 2023 (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 only.
- iv. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system





Details on Step 1 are mentioned below:

I. Login method for e-voting and joining AGM for individual shareholders holding securities in demat mode

Pursuant to the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Users already registered for IDeAS facility: <ul style="list-style-type: none"> (i) Visit e-services website of NSDL viz. https://eservices.nsdl.com. (ii) Click on the 'Beneficial Owner' icon under 'Login' available under 'IDeAS' section. (iii) Enter User ID and Password. After successful authentication, click on 'Access to e-Voting' appearing on the left-hand side under e-voting services and you will be able to see e-voting page. (iv) Click on Company name or e-voting service provider i.e. NSDL. You will be re-directed to e-voting website of NSDL to cast your vote during the remote e-voting period or joining AGM & vote during the AGM.

Type of shareholders	Login Method
	<p>2. User not registered for IDeAS facility:</p> <p>(i) Click on link: https://eservices.nSDL.com and select 'Register Online for IDeAS Portal' OR Click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow steps mentioned in point no. 1 above.</p> <p>3. Alternatively, by directly accessing the e-voting website of NSDL:</p> <p>(i) Visit e-voting website of NSDL viz. https://www.evoting.nSDL.com</p> <p>(ii) Click on the icon 'Login' available under 'Shareholder/ Member/ Creditor' section.</p> <p>(iii) On the Login page, enter your User ID (i.e. your 16 characters demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen.</p> <p>(iv) After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL. You will be re-directed to e-voting website of NSDL to cast your vote during the remote e-Voting period or joining AGM & vote during the AGM.</p> <p>4. Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center; margin-right: 20px;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. User already registered for Easi/ Easiest:</p> <p>(i) Visit URL: https://web.cdslindia.com/myeasi/home/login OR www.cdslindia.com and click on 'Login' and select 'New System Myeasi'.</p> <p>(ii) Enter your User ID and Password.</p> <p>(iii) After successful authentication, the user will be able to see the e-voting menu having link of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>2. User not registered for Easi/ Easiest:</p> <p>(i) Click on link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow steps mentioned in point no. 1 above.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>(i) Visit www.cdslindia.com and select 'E Voting'.</p> <p>(ii) Provide your demat account number and PAN.</p> <p>(iii) System will authenticate user by sending OTP on registered Mobile No. & Email Id as recorded in the demat account.</p> <p>(iv) After successful authentication, user will be provided link for the e-voting service provider i.e. NSDL where the e-voting is in progress.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participant (DP)	(i) You can login using the credentials of your demat account through the website of your DP registered with NSDL/ CDSL, for remote e-Voting. (ii) Once logged-in, you will be able to see 'e-Voting' option. Once you click on 'e-Voting' option and after successful authentication, you will be re-directed to e-voting module of NSDL/ CDSL wherein you can see e-Voting feature. (iii) Click on options available against Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL to cast your vote during the remote e-voting period or join AGM & vote during the AGM.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website(s).

Helpdesk details 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	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-48867000 or 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

II. Login Method for e-voting and joining AGM for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by clicking the 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/ Creditor' section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
4. 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.
5. 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 BeneficiaryID 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***

6. 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 e-mail ID. Trace the e-mail 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 'Process for those Shareholders whose email address are not registered'.
7. 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.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

Cast your vote electronically and join AGM on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see 'EVEN' of all the companies, in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of the Company to cast your vote during the remote e-voting period or to cast your vote during the AGM. For joining AGM, you need to click on 'VC/ OAVM' link placed under 'Join General 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 at sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ 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 <https://www.evoting.nsdl.com> to reset the password.
3. In case of any query, you may refer 'Help/ FAQs' available at www.evoting.nsdl.com or call on 022-48867000 or 022-24997000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or at 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.

Process for those shareholders whose email address are not registered with the Depositories for procuring user ID and password and registration of email address for e-voting on the resolutions set-out in this Notice

1. **Physical Holding:** Send a request to KFin Technologies Limited, Registrar and Share Transfer Agent at einward.ris@kfintech.com 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 Aadhaar Card, for registering e-mail address.
2. **Demat Holding:** Please contact your DP and register your e-mail address in your demat account, as per the process advised by your DP. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 i.e. Login

method for e-voting and joining AGM for Individual shareholders holding securities in demat mode.

3. Alternatively shareholders 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 E-VOTING DURING THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/ OAVM facility and have not cast 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 during the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote during the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned for remote e-voting.

C. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/ OAVM

1. Members will be able to attend the AGM through VC/ OAVM facility provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned above at Step 1. After successful login, click on the link of 'VC/ OAVM' placed under 'Join meeting' menu against Company name available in Shareholder/ Member/ Creditor login where EVEN of Company will be displayed.

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. Facility of joining the AGM through VC/ OAVM shall be available 30 minutes before and after the scheduled time of the commencement of AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 3,000 Members on first come first served basis (excluding shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit, Risk Management and Ethics Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc.).
3. Members joining through Laptops/ Mobile devices are recommended to use stable Wi-Fi or LAN connection for better experience.
4. Members who need assistance for attending or voting during the AGM, can contact NSDL at 022-48867000 or 022-24997000 or contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.
5. Any person who acquire shares and become Member of the Company after the date of dispatch of this Notice and holds shares as on the cut-off date, may obtain the login ID and password by following the instructions as mentioned in the

Notice or sending a request at evoting@nsdl.co.in.

Other Instructions

1. The Board of Directors appointed Mr. Kapil Dev Taneja (CP No. 22944), Partner or failing him, Mr. Vijay K. Singhal (CP No. 10385), Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of AGM, 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.
3. The results of voting will be declared within 2 working days from the conclusion of AGM and the result declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. <https://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.
4. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. **July 3, 2023**.

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

ITEM NO. 4

The Members may please note that Mr. Manish Dawar has been a Whole-time Director and Chief Financial Officer (Key Managerial Personnel) of the Company and his current term of office as Whole-time Director is up to February 16, 2024.

The Nomination and Remuneration Committee (“NRC”) at its meeting held on May 17, 2023, considering the skills, domain knowledge, rich experience across various industries and performance, recommended the re-appointment of Mr. Manish Dawar as a Whole-time Director of the Company, liable to retire by rotation, for a further period of up to 3 (Three) years with effect from February 17, 2024.

Based on the recommendation of the NRC, the Board of Directors at its meeting held on May 17, 2023, approved the re-appointment of Mr. Manish Dawar for a further period of up to 3 (Three) years with effect from February 17, 2024, on the terms and conditions as set-out in this Notice, subject to the approval of Members of the Company.

Mr. Manish Dawar holds a bachelor’s degree in commerce with Honours from Panjab University, Chandigarh. He is also a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has wide experience in various industry domains and across various geographies in the world. He has worked in various corporates including Hindustan Unilever Limited, Reebok India, Reckitt Benckiser, Vedanta, DEN and Vodafone India.

In terms of the applicable provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), it is proposed to seek approval of the Members for re-appointment and remuneration payable to Mr. Manish Dawar, as a Whole-time Director of the Company.

Mr. Manish Dawar satisfies all the conditions set-out in Section 196(3) read with Part-I of Schedule V to the Act and is eligible for re-appointment. The remuneration proposed to be paid to Mr. Manish Dawar is as per the Remuneration Policy of the Company. Mr. Manish Dawar 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.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Manish Dawar, are as under:

- a. **Salary, Perquisites and Allowances:** Up to ₹ 52.14 million per annum (including Target Variable Pay of ₹ 12.94 million).

- b. The Company’s contribution to superannuation or annuity fund, gratuity payable, personal and medical insurance and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- c. Perquisites and allowances and remuneration based on net profit or by way of bonus/ performance linked incentive payable to Mr. Manish Dawar, as recommended by NRC, shall be in addition to the remuneration under (a) above. The said perquisites shall be evaluated, wherever applicable, as per the provisions of the Income tax Act, 1961 and rules made thereunder or any statutory modification(s) or re-enactment(s) thereof.
- d. Employee stock options granted/ to be granted to Mr. Manish Dawar, 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 the Company’s business and communication expenses shall be reimbursed at actuals and not considered as perquisite.
- 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 and Rules made thereunder read with the SEBI Listing 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.
 - iv. The terms and conditions of the re-appointment (including remuneration) of Mr. Manish Dawar may be altered, varied or modified by the Board of Directors (including NRC), from time to time, in terms of Schedule V and other applicable provisions of the Act.

Pursuant to the provisions of the Section 197 read with Schedule V to the Act, in the event of loss or inadequacy of profits in any financial year, Company may pay the above-mentioned remuneration, including any subsequent revisions approved by the Board of Directors from time to time, as minimum remuneration to Mr. Manish Dawar for a period of up to 3 (Three) years with effect from February 17, 2024.

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

Details about Mr. Manish Dawar pursuant to the provisions of the SEBI Listing Regulations and the Act (including Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India) are annexed and form part of this Notice.

Further, the total managerial remuneration payable to Mr. Manish Dawar, along with other Executive Director(s) of the Company, in any financial year, may exceed the limit of 10% of net profit and overall managerial remuneration payable to all Director(s) 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. Hence, the approval of the Members is sought by way of special resolution pursuant to the provisions of Section 197 of the Act and rules made thereunder read with Schedule V to the Act.

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

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 are as under:**

(₹ in Million except EPS)			
Particulars	2022-23	2021-22	2020-21
Turnover	26,683.44	18,532.72	9,987.64
Profit/(Loss) before Tax	2,140.32	1,123.05	(700.28)
Profit/(Loss) after Tax	2,460.72	1,533.83	(653.05)
Earnings per share (EPS) (₹)	2.04	1.29	(0.64)

(v) Foreign investments or collaborations, if any:

The Company has following foreign subsidiaries:

1. Devyani International (Nepal) Private Limited, wholly-owned subsidiary
2. RV Enterprizes Pte. Ltd., subsidiary
3. Devyani International (Nigeria) Limited, step-down subsidiary

As on March 31, 2023, ~12.72% equity shares of the Company are held by foreign entities/ persons.

II. Information about the appointee:

- (i) **Date of Birth:** December 19, 1965
- (ii) **Experience and Background details:** Mr. Manish Dawar holds a bachelor's degree in commerce with Honours from Panjab University, Chandigarh. He is also a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has wide experience in various industry domains and across various geographies in the world. He has worked in various corporates including Hindustan Unilever Limited, Reebok India, Reckitt Benckiser, Vedanta, DEN and Vodafone India.
- (iii) **Past remuneration:** Details of past remuneration are given in the Annexure.
- (iv) **Recognition or awards:** Mr. Manish Dawar has excellent performance/ track record and has been well recognized in the industry.
- (v) **Job profile and suitability:** Mr. Manish Dawar is a Whole-time Director & Chief Financial Officer of the Company since February 17, 2021. Considering his skills, domain knowledge, performance and rich experience across various industries, the Board of Directors has recommended his re-appointment as 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:** Considering Mr. Manish Dawar's skills, knowledge, performance and rich experience, the proposed remuneration is commensurate and comparable with the remuneration payable to other Executives in the Industry with similar experience.
- (viii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Except proposed remuneration as stated above, Mr. Manish Dawar does not have any other pecuniary relationship with the Company and/or its managerial personnel.

III. Other information:

- (i) **Reasons for loss or inadequate profits:** This includes inflation, 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, expansion of business and aggressive marketing efforts.
- (iii) **Expected increase in productivity and profits in measurable terms:** The productivity will increase with the pickup in sales and the Company is expected to attain reasonable profits in near future.

Mr. Manish Dawar, being appointee, is interested in the resolution set-out at Item No. 4 of this Notice. The relatives of Mr. Manish Dawar may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mr. Manish Dawar 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, set-out at Item No. 4.

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.

ITEM NOS. 5 & 6

The Members of the Company at their 27th Annual General Meeting held on September 21, 2018, approved

the appointments of Dr. Ravi Gupta (DIN: 00023487) and Ms. Rashmi Dhariwal (DIN: 00337814) with effect from April 6, 2018, as Independent Directors of the Company to hold office for a term of 5 (Five) consecutive years in terms of Section 149 of the Companies Act, 2013 ("**Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Based on the report of performance evaluation, business knowledge, skills, experience and contributions made by them during their tenure and considering that the continued association of Dr. Ravi Gupta and Ms. Rashmi Dhariwal as Independent Directors of the Company would be beneficial to the Company and based on the recommendations of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors ("**Board**") at its meeting held on February 9, 2023 had approved the re-appointments of Dr. Ravi Gupta and Ms. Rashmi Dhariwal with effect from April 6, 2023 as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term of up to 5 (Five) consecutive years, subject to the approval of Members of the Company.

The Company has received consent(s) from Dr. Ravi Gupta and Ms. Rashmi Dhariwal to act as Independent Directors and declarations that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. As recommended and opined by NRC and Board, Dr. Ravi Gupta and Ms. Rashmi Dhariwal are persons of integrity and fulfill the conditions specified under the Act read with rules made thereunder and the SEBI Listing Regulations for their re-appointment as Independent Directors of the Company and are eligible & independent of the management.

Dr. Ravi Gupta and Ms. Rashmi Dhariwal have confirmed that they are not disqualified to act as Independent Directors in terms of Section 164 of the Act and are not debarred from holding the office of Independent Directors by virtue of any SEBI order or any other such authority and are in compliance with Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has also received notices in writing from Members proposing the candidatures of Dr. Ravi Gupta and Ms. Rashmi Dhariwal for the office of Directors of the Company.

Given their knowledge, acumen, expertise, experience (including the proficiency), skills, valuable contribution to the deliberations at the meetings of the Board/ Committees, the NRC and Board are of the opinion that it would be in the interest of the Company to re-appoint Dr. Ravi Gupta and Ms. Rashmi Dhariwal as Independent Directors of the Company.

In view of the above, it is proposed to seek approval of the Members by way of special resolutions for the re-appointment of Dr. Ravi Gupta and Ms. Rashmi Dhariwal as Independent Directors of the Company for a second term of up to 5 (Five) consecutive years in terms of Section 149 and other applicable provisions of the Act and Regulations 16 and 25 of the SEBI Listing Regulations.

Copies of the draft letter of re-appointment of Dr. Ravi Gupta and Ms. Rashmi Dhariwal as Independent Directors, setting out the terms and conditions are available for inspection by the Members.

The profile, area of expertise and other details of Dr. Ravi Gupta and Ms. Rashmi Dhariwal pursuant to the provisions of the SEBI Listing Regulations and the Act (including Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India) are annexed and form part of this Notice.

Dr. Ravi Gupta and Ms. Rashmi Dhariwal, being appointees, are interested in the resolutions set-out at Item Nos. 5 & 6 of this Notice, respectively. The relatives of Dr. Ravi Gupta and Ms. Rashmi Dhariwal may be deemed to be interested in

the respective resolutions to the extent of their shareholding, if any, in the Company. Dr. Ravi Gupta and Ms. Rashmi Dhariwal are not related to any Director of the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in resolutions except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolutions set-out at Item Nos. 5 & 6 for approval of the Members as Special Resolutions.

By Order of the Board
For Devyani International Limited

Varun Kumar Prabhakar

Company Secretary and Compliance Officer
Membership No. ACS-30496

Place: Gurugram

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

Date: May 17, 2023

Phase-I, New Delhi-110020

Details of Directors seeking re-appointment at the AGM

[Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India]

S. No.	Name of Director	Mr. Ravi Jaipuria (DIN: 00003668)	Mr. Virag Joshi (DIN: 01821240)
i)	Date of Birth/ Age	November 28, 1954/ 68 years	December 7, 1963/ 59 Years
ii)	Qualifications	Higher secondary education from Delhi Public School, Mathura Road, New Delhi.	Diploma in hotel management and catering from the State Institute of Hotel Management and Catering, Lucknow, Uttar Pradesh.
iii)	Experience	Mr. Ravi Jaipuria has over four 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 Company's promoter to receive PepsiCo's award for International Bottler of the Year, awarded in 1997. He was also awarded the 'Distinguished Entrepreneurship Award' at the PHD Chamber Annual Awards for Excellence 2018.	Mr. Virag Joshi is the President & Chief Executive Officer of the Company and a name to reckon with in the QSR industry. He has been the key strategist in expansion of Yum Brands in India for over two decades at Devyani International. Under his able leadership, brands have grown multi-fold to become household names in India. He is a passionate and people's leader with proven credentials of building motivated teams, driving processes & leading customer focused organizations. He brings with him unparalleled experience of over three decades in the hospitality industry. He has been instrumental in spearheading various hospitality brands to profitability and creating new benchmarks in the QSR industry.
iv)	Terms and conditions of appointment/ re-appointment	Mr. Ravi Jaipuria is a Non-executive Chairman of the Company, liable to retire by rotation.	Mr. Virag Joshi is a Whole-time Director and CEO of the Company, liable to retire by rotation.
v)	Details of remuneration sought to be paid	Nil	As per Shareholders' resolution dated December 16, 2022.
vi)	Last remuneration drawn (Per Annum)	Given in Corporate Governance Report for the Financial Year 2022-23	
vii)	Date of first appointment on the Board	July 15, 1996	November 10, 2004
viii)	No. of shares held in the Company (including as a beneficial owner)	716,936,073	8,491,438
ix)	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Ravi Jaipuria is the father of Mr. Varun Jaipuria, Non-executive Director	None
x)	No. of Board Meetings attended/ held during Financial Year 2022-23	4/4	4/4

S. No.	Name of Director	Mr. Ravi Jaipuria (DIN: 00003668)	Mr. Virag Joshi (DIN: 01821240)
xi)	Directorships held in other companies	1. Alisha Torrent Closures (India) Private Limited 2. Devyani Food Industries Limited 3. Global Health Limited 4. Medanta Holdings Private Limited 5. RJ Corp Limited 6. Varun Beverages Limited	1. Devyani Airport Services (Mumbai) Private Limited 2. Devyani Food Street Private Limited
xii)	Chairman/ Member of the Committee of the Board of Directors of the Company	1. Nomination and Remuneration Committee – Member	1. Corporate Social Responsibility Committee – Member 2. Investment and Borrowing Committee – Member 3. Share Allotment Committee – Member
xiii)	Committees position held in other companies	1. Varun Beverages Limited a) Corporate Social Responsibility Committee – Chairman b) Nomination and Remuneration Committee – Member 2. Global Health Limited a) Stakeholders' Relationship Committee – Member	None
xiv)	Resignation from listed entities in the past three years	Lemon Tree Hotels Limited	None
xv)	In case of independent directors, the skills and capabilities required for the role and manner in which the proposed independent director meets such requirement	NA	NA

S. No.	Name of Director	Mr. Manish Dawar (DIN: 00319476)
i)	Date of Birth/ Age	December 19, 1965/ 57 Years
ii)	Qualifications	Bachelor's degree in Commerce with Honours from the Panjab University, Chandigarh. He is also a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.
iii)	Experience	He has wide experience in various industry domains and across various geographies in the world. He has worked in various corporates including Hindustan Unilever Limited, Reebok India, Reckitt Benckiser, Vedanta, DEN and Vodafone India.
iv)	Terms and conditions of appointment/ re-appointment	Terms and conditions of the re-appointment of Mr. Manish Dawar are duly elaborated in the explanatory statement as annexed to the Notice.
v)	Details of remuneration sought to be paid	As set-out in the explanatory statement.
vi)	Last remuneration drawn (Per Annum)	Given in Corporate Governance Report for the Financial Year 2022-23
vii)	Date of first appointment on the Board	February 17, 2021
viii)	No. of shares held in the Company (including as a beneficial owner)	905,003
ix)	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
x)	No. of Board Meetings attended/ held during Financial Year 2022-23	4/4
xi)	Directorships held in other companies	Devyani Airport Services (Mumbai) Private Limited
xii)	Chairman/ Member of the Committee of the Board of Directors of the Company	1. Stakeholders' Relationship Committee – Member 2. Investment and Borrowing Committee – Member 3. Share Allotment Committee – Member
xiii)	Committees position held in other companies	None
xiv)	Resignation from listed entities in the past three years	None
xv)	In case of independent directors, the skills and capabilities required for the role and manner in which the proposed independent director meets such requirement	NA

S. No.	Name of Director	Dr. Ravi Gupta (DIN: 00023487)	Ms. Rashmi Dhariwal (DIN: 00337814)
i)	Date of Birth/ Age	October 21, 1954/ 68 years	June 2, 1956/ 66 years
ii)	Qualifications	Bachelor's degree and a Master's degree in commerce from the University of Delhi. He also holds a Bachelor's degree in law from the University of Delhi, a diploma in labor law from the Indian Law Institute, a Master's degree in business administration from the Faculty of Management Studies, University of Delhi and a doctorate in philosophy for his thesis on 'Country Risk Analysis in Investment Financing Decision Making' from the University of Delhi.	Bachelor's degree in Arts from the University of Delhi and practicing advocate at the Calcutta High Court since 1978.
iii)	Experience	Dr. Ravi Gupta has worked as an Associate Professor in the commerce department of Shri Ram College of Commerce, University of Delhi. He was appointed by the Government of India as a member of the committee constituted for simplification of Income Tax Act. He was also nominated by the government to the Central Council of the Institute of Chartered Accountants of India.	Ms. Rashmi Dhariwal has worked in several leading firms in India including Khaitan & Co., Calcutta and Delhi, Mulla & Mulla, Mumbai and also in the Philippines. She is also the trustee of a non-profit organization called Prayatn which provides education to underprivileged children.
iv)	Terms and conditions of appointment/ re-appointment	Dr. Ravi Gupta is an Independent Director of the Company, not liable to retire by rotation.	Ms. Rashmi Dhariwal is an Independent Director of the Company, not liable to retire by rotation.
v)	Details of remuneration sought to be paid	As decided by NRC and Board of Directors	
vi)	Last remuneration drawn (Per Annum)	Given in Corporate Governance Report for the Financial Year 2022-23	
vii)	Date of first appointment on the Board	April 6, 2018	April 6, 2018
viii)	No. of shares held in the Company (including as a beneficial owner)	Nil	Nil
ix)	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Dr. Ravi Gupta is not related to any other Director or Key Managerial Personnel of the Company.	Ms. Rashmi Dhariwal is not related to any other Director or Key Managerial Personnel of the Company.
x)	No. of Board Meetings attended/ held during Financial Year 2022-23	4/4	3/4

S. No.	Name of Director	Dr. Ravi Gupta (DIN: 00023487)	Ms. Rashmi Dhariwal (DIN: 00337814)
xi)	Directorships held in other companies	<ol style="list-style-type: none"> 1. Bluewater Breweries & Distilleries Private Limited 2. Bluewater Healthcare Private Limited 3. Bluewater Infrastructure Private Limited 4. Dharampal Satyapal Limited 5. Dharampal Satyapal Foods Limited 6. Global Health Limited 7. Marg Strategic Consultants Private Limited 8. Pratidaan Foundation 9. Preet Township Private Limited 10. RRG Corporate Services Private Limited 11. Sheevam Comfort Hotels Private Limited 12. Triple Crown Asset Services Private Limited 13. Varun Beverages Limited 	<ol style="list-style-type: none"> 1. Ascenti Tourista Private Limited 2. Devyani Food Industries Limited 3. Inspired Emporio Salon Private Limited 4. Inspired Hospitality Private Limited 5. Parkview City Limited 6. Pass Code Hospitality Private Limited 7. RJ Corp Limited 8. Varun Beverages Limited 9. Vindhya Telelinks Limited
xii)	Chairman/ Member of the Committee of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Audit, Risk Management and Ethics Committee - Chairman 2. Nomination and Remuneration Committee – Member 3. Stakeholders’ Relationship Committee - Chairman 	<ol style="list-style-type: none"> 1. Nomination and Remuneration Committee - Chairperson 2. Audit, Risk Management and Ethics Committee - Member 3. Investment and Borrowing Committee - Member 4. Share Allotment Committee - Member 5. Stakeholders’ Relationship Committee - Member

S. No.	Name of Director	Dr. Ravi Gupta (DIN: 00023487)	Ms. Rashmi Dhariwal (DIN: 00337814)
xiii)	Committees position held in other companies	<p>1. Dharampal Satyapal Limited</p> <p>a) Audit Committee - Chairman</p> <p>b) Nomination and Remuneration Committee - Member</p> <p>2. Dharampal Satyapal Foods Limited</p> <p>a) Audit Committee - Chairman</p> <p>b) CSR Committee – Member</p> <p>c) Nomination and Remuneration Committee - Chairman</p> <p>3. Global Health Limited</p> <p>a) Audit Committee - Chairman</p> <p>b) Risk Management Committee - Chairman</p> <p>c) Stakeholders' Relationship Committee - Chairman</p> <p>4. Varun Beverages Limited</p> <p>a) Audit, Risk Management and Ethics Committee - Chairman</p> <p>b) Nomination and Remuneration Committee - Member</p>	<p>1. Devyani Food Industries Limited</p> <p>a) Audit Committee - Chairperson</p> <p>b) Corporate Social Responsibility Committee - Member</p> <p>c) Nomination and Remuneration Committee - Member</p> <p>d) Investment and Borrowing Committee – Member</p> <p>2. Parkview City Limited</p> <p>a) Audit Committee - Member</p> <p>b) Nomination and Remuneration Committee - Member</p> <p>3. RJ Corp Limited</p> <p>a) Audit Committee - Chairperson</p> <p>b) Corporate Social Responsibility Committee – Chairperson</p> <p>c) Nomination and Remuneration Committee – Chairperson</p> <p>d) Investment and Borrowing Committee – Member</p> <p>4. Varun Beverages Limited</p> <p>a) Audit, Risk Management and Ethics Committee - Member</p> <p>b) Corporate Social Responsibility Committee - Member</p> <p>c) Nomination and Remuneration Committee - Chairperson</p> <p>d) Investment and Borrowing Committee – Member</p> <p>e) Stakeholders’ Relationship Committee – Member</p> <p>f) Share Allotment Committee - Member</p>
xiv)	Resignation from listed entities in the past three years	None	None
xv)	In case of independent directors, the skills and capabilities required for the role and manner in which the proposed independent director meets such requirement	Given in Corporate Governance Report for the Financial Year 2022-23	