



## 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](mailto:companysecretary@dil-rjcorp.com); **Website:** [www.dil-rjcorp.com](http://www.dil-rjcorp.com)

**Corporate Identity Number:** L15135DL1991PLC046758

# NOTICE

Notice is hereby given that 33<sup>rd</sup> (Thirty Third) Annual General Meeting ("AGM") of Devyani International Limited ("the Company") will be held on **Friday, 5 July, 2024 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, 2024 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, 2024.
2. To appoint Mr. Varun Jaipuria (DIN: 02465412), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.
3. To appoint Mr. Raj Gandhi (DIN: 00003649), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.

### SPECIAL BUSINESS

4. **To approve re-appointment of Dr. Girish Kumar Ahuja (DIN: 00446339) 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 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17(1A), 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 amendment(s), modification(s) or re-enactment thereof for the time being in force] and the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents and permissions as may be necessary, Dr. Girish Kumar Ahuja (DIN: 00446339) who was appointed as an Independent Director up to April 20, 2024 and has attained the age of 75 years, 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 21, 2024.

**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 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 Mr. Pradeep Khushalchand Sardana (DIN: 00682961) 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 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17(1A), 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 amendment(s), modification(s) or re-enactment thereof for the time being in force] and the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents and permissions as may be necessary, Mr. Pradeep Khushalchand Sardana (DIN: 00682961) who was appointed as an Independent Director up to April 20, 2024 and attained the age of 75 years on June 30, 2024, 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 21, 2024.

**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 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**

**Pankaj Virmani**

Company Secretary and Compliance Officer  
Membership No. ACS-18823

Place: Gurugram      Address: F-2/7, Okhla Industrial Area,  
Date: May 14, 2024      Phase – I, New Delhi - 110 020

## NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, June 28, 2024 to Friday, July 5, 2024** (both days inclusive) for the purpose of 33<sup>rd</sup> Annual General Meeting ("AGM") of the Company.
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. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 09/ 2023 dated September 25, 2023 ("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 MCA Circulars read with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 33<sup>rd</sup> AGM of the Company is being held through VC/ OAVM facility.  
  
The Deemed Venue for the 33<sup>rd</sup> AGM shall be the Registered Office of the Company.
4. In terms of the MCA Circulars, the AGM is being held 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. 23.
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. Varun Jaipuria and Mr. Raj Gandhi, 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 this 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 Sections 101 and 136 of the Act read with relevant rules made thereunder and circulars issued by the MCA, from time to time and Regulation 36 of the SEBI Listing Regulations, 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 e-mail to Compliance Officer of the Company at [companysecretary@dil-rjcorp.com](mailto:companysecretary@dil-rjcorp.com) and/ or by sending a request to KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA") through e-mail at [einward.ris@kfintech.com](mailto: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 dated May 12, 2020, read with other related SEBI circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, 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 Exchanges' websites ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and National Securities Depository Limited ("NSDL") website ([www.evoting.nsdl.com](http://www.evoting.nsdl.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, May 31, 2024**.
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](mailto:companysecretary@dil-rjcorp.com) at least seven days before AGM from their registered e-mail 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 - 500 032, is the RTA of the Company 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 accounts. 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:
  - a. Self-attested copy of PAN card including that of joint Members; and
  - b. An original cancelled cheque of 1<sup>st</sup> Member (Name of 1<sup>st</sup> Member should be printed on cheque leaf). If name of 1<sup>st</sup> 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 notifications 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, e-mail ID, mobile number, bank account details) by holders of securities in physical form and nomination details by all security holders. Any service request or complaint received from a Member holding shares in physical form will not be processed until the aforesaid details/ documents are provided to the RTA. Relevant details and prescribed forms in this regard are available on website of the Company at <https://dil-rjcorp.com/shareholder-information/>.
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/shareholder-information/>.

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 the 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. 23.

22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 and SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/191 dated December 20, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution (“ODR”) through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the options to resolve their grievance with the listed company/ its Registrar and Share Transfer Agent and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website at <https://dil-rjcorp.com/>. Members can access the SEBI Circulars on the website of SEBI at

<https://www.sebi.gov.in/> and the same are also available on the website of the Company at <https://dil-rjcorp.com/>.

23. **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 **Tuesday, July 2, 2024 at 09:00 A.M. (IST)** and ends on **Thursday, July 4, 2024 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 **Friday, June 28, 2024 (i.e. cut-off date)**, may cast their vote electronically.
- iii. The voting right of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- 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’ read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 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	<ol style="list-style-type: none"> <li>1. Users already registered for <b>IDeAS facility</b>:               <ol style="list-style-type: none"> <li>(i) Visit e-services website of NSDL viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>(ii) Click on the 'Beneficial Owner' icon under 'Log in' available under 'IDeAS' section.</li> <li>(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.</li> <li>(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 &amp; vote during the AGM.</li> </ol> </li> <li>2. User not registered for <b>IDeAS facility</b>:               <ol style="list-style-type: none"> <li>(i) Click on link: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> and select 'Register Online for IDeAS Portal' OR Click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>(ii) Proceed with completing the required fields.</li> <li>(iii) Follow steps mentioned in point no. 1 above.</li> </ol> </li> <li>3. Alternatively, by directly accessing the e-voting website of NSDL:               <ol style="list-style-type: none"> <li>(i) Visit e-voting website of NSDL viz. <a href="https://www.evoting.nSDL.com">https://www.evoting.nSDL.com</a></li> <li>(ii) Click on the icon 'Login' available under 'Shareholder/ Member/ Creditor' section.</li> <li>(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.</li> <li>(iv) After successful authentication, you will be re-directed 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 &amp; e-voting during the AGM.</li> </ol> </li> <li>4. Shareholders/ Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. User already registered for <b>Easi/ Easiest</b>:               <ol style="list-style-type: none"> <li>(i) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> OR <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on 'Login' and select 'My Easi New (Token)'</li> <li>(ii) Enter your User ID and Password.</li> <li>(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.</li> </ol> </li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2. User not registered for Easi/Easiest:               <ol style="list-style-type: none"> <li>(i) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> and register for Easi or Easiest.</li> <li>(ii) Proceed with completing the required fields.</li> <li>(iii) Follow steps mentioned in point no. 1 above</li> </ol> </li> </ol>
	<ol style="list-style-type: none"> <li>3. Alternatively, by directly accessing the e-voting website of CDSL:               <ol style="list-style-type: none"> <li>(i) Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and select 'E Voting'.</li> <li>(ii) Provide your demat account number and PAN.</li> <li>(iii) System will authenticate user by sending OTP on registered Mobile No. &amp; E-mail Id as recorded in the demat account.</li> <li>(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.</li> </ol> </li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participant (DP)	<ol style="list-style-type: none"> <li>1. You can login using the credentials of your demat account through the website of your DP registered with NSDL/ CDSL, for remote e-voting.</li> <li>2. 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.</li> <li>3. 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 &amp; vote during the AGM.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use 'Forgot User ID' and 'Forgot 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:
(i) 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>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
(ii) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
(iii) 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:

- (i) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- (ii) 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.
- (iii) How to retrieve your 'initial password'?
  - a. If your e-mail 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 e-mail and open the attachment i.e. .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'.
  - b. If your e-mail ID is not registered, please follow steps mentioned below in 'Process for those Shareholders whose e-mail address are not registered'.

7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- (i) 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**.
- (ii) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on **https://www.evoting.nsdl.com**.
- (iii) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.com** mentioning your demat account number/ folio number, PAN, name and registered address.
- (iv) 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 'I hereby agree to all 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 all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of 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 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.com**. 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 the Help/ FAQs available at **www.evoting.nsdl.com** or call on 022-48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at **evoting@nsdl.com** or at 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013.

### **Process for those shareholders whose e-mail address are not registered with the Depositories for procuring user ID and password and registration of e-mail address for e-voting on the 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.com** 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 e-mail 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 **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 this 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 this 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 contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
5. Any person who acquire shares and become Member of the Company after the date of dispatch of this Notice and holding 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.com](mailto:evoting@nsdl.com).

### Other Instructions

1. The Board of Directors appointed Mr. Kapil Dev Taneja (CP No. 22944), Partner or failing him, Mr. Neeraj Arora (CP No. 16186), Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, as the Scrutinizer to scrutinize the e-voting during the 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 or 3 days, whichever is earlier, 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 authorized by him in writing, who shall countersign the same.
3. The results of voting will be declared within 2 working days or 3 days, whichever is earlier, 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.nsd.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 5, 2024**.

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

### ITEM NOS. 4 & 5

The Members of the Company at their Extra-ordinary General Meeting held on May 04, 2021, approved the appointments of Dr. Girish Kumar Ahuja (DIN: 00446339) and Mr. Pradeep Khushalchand Sardana (DIN: 00682961) with effect from April 21, 2021, as Independent Directors of the Company to hold office for a term of 3 (Three) 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 recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") at its meeting held on February 2, 2024, after taking into consideration the performance evaluation, background, business knowledge, skills, experience and contribution made by Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana during their tenure as Independent Directors, decided that the continued association of Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana would be beneficial to the Company and it is desirable to avail their services as Independent Directors of the Company. Accordingly, the Board has approved the re-appointments of Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana 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 w.e.f. April 21, 2024, subject to the approval of Members of the Company.

Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana 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 received consent from Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana to act as Independent Directors and declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. As recommended and opined by the

NRC and Board, Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana 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.

The Company has also received notice in writing from a Member proposing the candidatures of Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana 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. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana 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. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana 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, 17(1A) and 25 of the SEBI Listing Regulations.

Copies of the draft letter of re-appointment of Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana as Independent Directors, setting out the terms and conditions are available for inspection by the Members.

The profile/ resume, area of expertise and other details of Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana 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. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana, being appointees, are interested in the resolutions set-out at Item Nos. 4 & 5 of this Notice, respectively.

The relatives of Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana may be deemed to be interested in the respective resolutions to the extent of their shareholding, if any, in the Company. Dr. Girish Kumar Ahuja and Mr. Pradeep Khushalchand Sardana 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 the 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. 4 & 5 for approval of the Members as Special Resolutions.

By Order of the Board  
**For Devyani International Limited**

**Pankaj Virmani**

Company Secretary and Compliance Officer  
Membership No. ACS-18823

Place: Gurugram      Address: F-2/7, Okhla Industrial Area,  
Date: May 14, 2024      Phase – I, New Delhi - 110 020

**Annexure**
**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. Varun Jaipuria (DIN: 02465412)	Mr. Raj Gandhi (DIN: 00003649)
i)	Date of Birth/ Age	November 10, 1987/ 36 Years	June 7, 1957/ 66 Years
ii)	Qualifications	He attended Bachelor's degree program in international business from the Regent's University, London. He is a Harvard Alumni and had attended Program for Leadership Development (PLD), 2018-2019 batch from Harvard Business School, Boston.	He is a qualified Chartered Accountant of 1980 batch and also did management program with Harvard Business School, Boston.
iii)	Experience	Mr. Varun Jaipuria is presently a Non-executive Director of the Company. He is also the Executive Vice Chairman of Varun Beverages Limited ("VBL"). He has about 15 years of experience in the soft drinks Industry. He has led the development of the Company's new business initiatives. Under his leadership, VBL was awarded PepsiCo's International Bottler of the Year in 2023 and Best Bottler in AMESA (Africa, Middle East and South Asia) sector in 2021 in recognition of VBL's operational excellence, governance practices and sustainability initiatives.	Mr. Raj Gandhi has total 43 years of experience, out of which 31 years of experience is with the RJ Corp Group. He is instrumental in formulating strategy, diversification, expansion, mergers and acquisitions, capex planning and capital/ fund raising. He enjoys longstanding relationship with institutional investors and lenders.
iv)	Terms and conditions of appointment/ re-appointment	Mr. Varun Jaipuria is Non-executive Director of the Company, liable to retire by rotation.	Mr. Raj Gandhi is Non-executive Director of the Company, liable to retire by rotation.
v)	Details of remuneration sought to be paid	Nil	Nil
vi)	Last remuneration drawn (Per Annum)	Nil	Nil
vii)	Date of first appointment on the Board	November 13, 2009	August 13, 2007
viii)	No. of shares held in the Company (including as a beneficial owner)	3,96,25,617	30,00,000
ix)	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Varun Jaipuria is the son of Mr. Ravi Jaipuria, Non-executive Chairman	None
x)	No. of Board Meetings attended/ held during Financial Year 2023-24	3/5	4/5
xi)	Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> <li>Dreamweaver Investment and Business Solutions Private Limited</li> <li>Empire Stocks Private Limited</li> <li>KV Retail Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>Alisha Torrent Closures (India) Private Limited</li> <li>Cryoviva Biotech Private Limited</li> <li>CV Biotech Private Limited</li> </ol>

S. No.	Name of Director	Mr. Varun Jaipuria (DIN: 02465412)	Mr. Raj Gandhi (DIN: 00003649)
		4. RJ Corp Limited 5. Varun Beverages Limited	4. Devyani Food Industries Limited 5. KV Retail Private Limited 6. RJ Corp Limited 7. Varun Beverages Limited
xii)	Chairman/ Member of the Committee of the Board of Directors of the Company	1. Corporate Social Responsibility Committee-Member	1. Investment and Borrowing Committee-Chairman 2. Share Allotment Committee-Chairman 3. Stakeholders' Relationship Committee-Member
xiii)	Committee positions held in other companies	<b>1. RJ Corp Limited</b> a) Corporate Social Responsibility Committee-Member b) Investment and Borrowing Committee-Member <b>2. Varun Beverages Limited</b> a) Corporate Social Responsibility Committee-Member b) Environment, Social and Governance Committee-Chairman c) Share Allotment Committee-Member	<b>1. Cryoviva Biotech Private Limited</b> a) Corporate Social Responsibility Committee-Member <b>2. Devyani Food Industries Limited</b> a) Audit Committee-Member b) Corporate Social Responsibility Committee-Member c) Investment and Borrowing Committee-Member d) Nomination and Remuneration Committee-Member <b>3. RJ Corp Limited</b> a) Audit Committee-Member b) Corporate Social Responsibility Committee-Member c) Investment and Borrowing Committee-Chairman d) Nomination and Remuneration Committee-Member <b>4. Varun Beverages Limited</b> a) Corporate Social Responsibility Committee-Member b) Environment, Social and Governance Committee-Member c) Investment and Borrowing Committee-Chairman d) Share Allotment Committee-Chairman e) Stakeholders' Relationship Committee-Member
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	NA	NA



S. No.	Name of Director	Dr. Girish Kumar Ahuja (DIN: 00446339)	Mr. Pradeep Khushalchand Sardana (DIN: 00682961)
i)	Date of Birth/ Age	May 29, 1946/ 77 years	June 30, 1949/ 74 years
ii)	Qualifications	He holds Ph.D. from the University of Delhi for his thesis on Financial Sector Reforms: Capital Market Efficiency and Portfolio Investment completed in 2006. He is a qualified and practicing chartered accountant for the past 52 years and a member of the Institute of Chartered Accountants of India. He was a professor at the Shri Ram College of Commerce, University of Delhi.	He holds a Bachelor's degree in mechanical engineering from the Indian Institute of Technology, Delhi.
iii)	Experience	He is a qualified and practicing chartered accountant for the past 52 years and a member of the Institute of Chartered Accountants of India. He was a professor at the Shri Ram College of Commerce, University of Delhi. He was a member of the task force constituted by the Government of India for redrafting the Income Tax Act. He is appointed on the Board of Unitech Limited by the Hon'ble Supreme Court of India on recommendation of the Ministry of Corporate Affairs, Government of India. He was Independent Director on the Board of State Bank of India for two terms.	He has enriched experience of 53 years (including 41 years in service and 12 years in consultancy). He is presently the CEO of PM Consulting, a consultancy firm in the field of food, beverages, FMCG and other industries. He also works with some of the tier-1 consulting firm as an advisor. He has previously worked at senior management level with renowned companies including Polyplex Hydro Group, PepsiCo, Hindustan Lever Limited and Union Carbide and has successfully handled diverse assignments.
iv)	Terms and conditions of appointment/re-appointment	Dr. Girish Kumar Ahuja is an Independent Director of the Company, not liable to retire by rotation.	Mr. Pradeep Khushalchand Sardana is an Independent Director of the Company, not liable to retire by rotation.
v)	Details of remuneration sought to be paid	Remuneration by way of sitting fees for attending the meetings of Board and Committees, as may be approved by the Board from time to time. They will also be entitled to Profit related Commission, if any, as may be approved by the Board of Directors.	
vi)	Last remuneration drawn (Per Annum)	Given in Corporate Governance Report for the Financial Year 2023-24	
vii)	Date of first appointment on the Board	April 21, 2021	April 21, 2021
viii)	No. of shares held in the Company (including as a beneficial owner)	Nil	4,635
ix)	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Dr. Girish Kumar Ahuja is not related to any other Director or Key Managerial Personnel of the Company.	Mr. Pradeep Khushalchand Sardana is not related to any other Director or Key Managerial Personnel of the Company.
x)	No. of Board Meetings attended/held during Financial Year 2023-24	5/5	4/5
xi)	Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> <li>Amber Enterprises India Limited</li> <li>Belrise Industries Limited</li> <li>Devyani Food Industries Limited</li> <li>Dharampal Satyapal Limited</li> <li>Ever Electronics Private Limited</li> <li>Flair Publications Private Limited</li> <li>Patanjali Foods Limited</li> <li>RJ Corp Limited</li> </ol>	<ol style="list-style-type: none"> <li>Lunarmech Technologies Private Limited</li> </ol>

S. No.	Name of Director	Dr. Girish Kumar Ahuja (DIN: 00446339)	Mr. Pradeep Khushalchand Sardana (DIN: 00682961)
		9. Sidwal Refrigeration Industries Private Limited 10. Unitech Limited	
xii)	Chairman/ Member of the Committee of the Board of Directors of the Company	1. Audit, Risk Management and Ethics Committee-Member	None
xiii)	Committee positions held in other companies	<b>1. Amber Enterprises India Limited</b> a) Audit Committee-Chairman b) Nomination and Remuneration Committee-Member c) Stakeholder Relationship Committee-Member <hr/> <b>2. Devyani Food Industries Limited</b> a) Audit Committee-Member b) Nomination and Remuneration Committee-Member <hr/> <b>3. Dharampal Satyapal Limited</b> a) Audit Committee-Member b) Corporate Social Responsibility Committee-Member <hr/> <b>4. Ever Electronics Private Limited</b> a) Audit Committee-Member b) Nomination and Remuneration Committee-Chairman <hr/> <b>5. Patanjali Foods Limited</b> a) Audit Committee-Chairman b) ESG & Corporate Social Responsibility Committee-Member c) Issue Committee-Member d) Risk Management Committee-Member <hr/> <b>6. RJ Corp Limited</b> a) Audit Committee-Member b) Nomination and Remuneration Committee-Member <hr/> <b>7. Sidwal Refrigeration Industries Private Limited</b> a) Audit Committee-Chairman b) Nomination and Remuneration Committee-Member <hr/> <b>8. Unitech Limited</b> a) Audit and Risk Management Committee-Chairman b) Nomination and Remuneration Committee-Chairman	<b>1. Lunarmech Technologies Private Limited</b> a) Audit Committee-Member b) Nomination and Remuneration Committee-Member
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 2023-24	