



Devyani International Limited



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 E-mail: devyani@dil-rjcorp.com • Website: www.dil-rjcorp.com
 CIN: L15135DL1991PLC046758

COMPLIANCE REPORT

It is hereby certified that the draft scheme of arrangement involving Devyani International Limited and Sapphire Foods India Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended ("SEBI Circular"), including the following:

Sl. No.	Reference	Particulars	Whether complied or not
1	Regulations 17 to 27 of the SEBI Listing Regulations	Corporate governance requirements	Complied
2	Regulation 11 of the SEBI Listing Regulations	Compliance with securities laws	Complied
Requirements of the SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not Applicable
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Devyani International Limited will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI Listing Regulations, as amended from time to time. The provisions of Para (I)(A)(10)(b) of the SEBI Circular are not applicable.

For Devyani International Limited

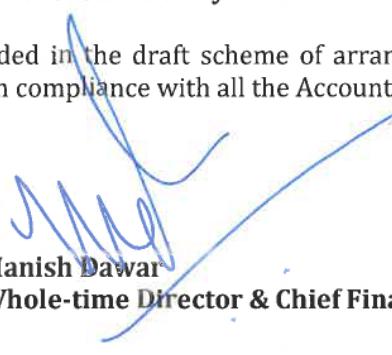

Virag Joshi
 Whole-time Director (President & CEO)


Pankaj Virmani
 Chief Sustainability Officer & Company Secretary

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving Devyani International Limited and Sapphire Foods India Limited are in compliance with all the Accounting Standards applicable to a listed entity.

For Devyani International Limited


Virag Joshi
 Whole-time Director (President & CEO)


Manish Dawar
 Whole-time Director & Chief Financial Officer

Date: January 1, 2026



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