

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

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the resolutions set-out below are proposed to be passed by the Members of Devyani International Limited ("Company") by means of Postal Ballot through remote electronic voting ("remote e-voting") pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") [including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force] and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs inter-alia for conducting postal ballot through remote e-voting vide 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. 03/2025 dated September 22, 2025 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2") and other applicable laws and regulations, if any:

1. Re-classification of the Authorised Share Capital of the Company, with consequential amendments in the Memorandum of Association; and
2. Issue of Non-convertible Redeemable Preference Shares on a private placement basis.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice, is attached.

In compliance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company shall send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Company/

Registrar and Share Transfer Agent ("RTA") or Depository/ Depository Participants and physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope shall not be sent to the members for this Postal Ballot. Accordingly, members are required to communicate their assent or dissent through the remote e-voting process only.

The Board of Directors of the Company, at its meeting held on February 4, 2026, has appointed Mr. Neeraj Arora, Company Secretary in Whole-time Practice (CP No. 16186), or failing him Mr. Kapil Dev Taneja, Company Secretary in Whole-time Practice (CP No. 22944), partners of M/s Sanjay Grover & Associates, firm of Practicing Company Secretaries, New Delhi, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company has provided a remote e-voting facility only for the postal ballot process. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide a remote e-voting facility to the Members of the Company. Please refer to instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on **Saturday, February 7, 2026 at 09:00 A.M. (IST)** and end on **Sunday, March 8, 2026 at 05:00 P.M. (IST)**. Members are requested to carefully read the instructions while expressing their assent or dissent and cast a vote through remote e-voting not later than the close of working hours at **05:00 P.M. (IST) on Sunday, March 8, 2026**.

Upon completion of remote e-voting, the Scrutinizer shall submit his report to the Chairman of the Company or any other

person authorized by him in writing, who shall countersign the same. The results of the postal ballot shall be announced on or before **Tuesday, March 10, 2026 by 05:00 P.M. (IST)**, at the Corporate Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company and shall be submitted with National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website viz. <https://dil-rjcorp.com> and on the website of NSDL viz. <https://www.evoting.nsdl.com>.

SPECIAL BUSINESS:

1. Re-classification of the Authorised Share Capital of the Company, with consequential amendments in the Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, the consent and approval of the Members of the Company be and is hereby accorded for re-classification of the existing Authorised Share Capital of the Company from Rs. 5,67,50,00,000/- (Rupees Five Hundred Sixty Seven Crore and Fifty Lakh only) divided into 5,64,50,00,000 (Five Hundred Sixty Four Crore and Fifty Lakh) Equity Shares of Re. 1/- (Rupee One) each and 30,00,000 (Thirty Lakh) 0.10% Redeemable, Non-Cumulative, Non-Convertible Preference Shares of Rs. 10/- (Rupees Ten) each into 4,67,50,00,000 (Four Hundred Sixty Seven Crore and Fifty Lakh) Equity Shares of Re. 1/- (Rupee One) each and 10,00,000 (Ten Lakh) Preference Shares of Rs. 1,000/- (Rupees One Thousand) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted by the following:

"V. The Authorised Share Capital of the Company is Rs. 5,67,50,00,000/- (Rupees Five Hundred Sixty Seven Crore and Fifty Lakh only) divided into 4,67,50,00,000 (Four Hundred Sixty Seven Crore and Fifty Lakh) Equity Shares of Re. 1/- (Rupee One) each and 10,00,000 (Ten Lakh) Preference Shares of Rs. 1,000/- (Rupees One Thousand) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it through this resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more director(s), officer(s) or authorized signatory(ies) to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

2. Issue of Non-convertible Redeemable Preference Shares on a private placement basis

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and subject to any other provisions of applicable law [including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued thereunder from time to time by the Government of India, Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges, Registrar of Companies, and such other statutory/regulatory authorities (hereinafter collectively referred to as "**Regulatory Authorities**")], in each case to the extent applicable and including any amendment(s), modification(s) or re-enactment thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions of the Regulatory Authorities as may be necessary or required and such conditions as may be imposed or prescribed by them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of

the Company (hereinafter referred to as "**Board**" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the Members of the Company ("**Members**") be and is hereby accorded to the Board to create, issue, offer and allot, on a private placement basis, up to 3,00,000 (Three Lakh) fully paid-up Non-convertible Redeemable Preference Shares ("**RPS**") of the Company having face value of Rs. 1,000/- each, at par, to Mr. Kaushik Kumar Roy ("**Proposed Allottee**"), who is not a promoter and does not belong to the promoter group of the Company, for consideration other than cash towards payment of the purchase consideration of ~Rs. 30 crore (Rupees Thirty Crore only), payable by the Company to the Proposed Allottee, for the acquisition of 12,254 equity shares of Rs. 10/- each ("**Sale Shares**"), of Sky Gate Hospitality Private Limited, a subsidiary company, held by the Proposed Allottee, on such terms and conditions as may be determined by the Board in accordance with the Act and applicable law.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act read with Rules made thereunder, the particulars in respect of issuance of RPS are as under:

- (i) RPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) RPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iii) Holder(s) of RPS shall be paid dividend on a non-cumulative basis;
- (iv) RPS shall not be convertible into equity shares;
- (v) RPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- (vi) RPS shall be redeemable; and
- (vii) RPS shall not be listed on stock exchange(s).

Without prejudice to the generality of the above, the issue of RPS shall be subject to the terms and conditions as

contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to RPS to be allotted to the Proposed Allottee; filing requisite documents with the MCA and other Regulatory Authorities; filing of requisite documents with the depositories; to resolve and settle any questions and difficulties that may arise in the offer; issue and allotment of RPS; to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the issue of RPS, as required under the applicable laws; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it through this resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more director(s), officer(s) or authorized signatory(ies) including the execution of any documents on behalf of the Company and to represent the Company before any Regulatory Authorities, and to appoint any advisors, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

By Order of the Board
for Devyani International Limited

Pankaj Virmani

Chief Sustainability Officer & Company Secretary
Membership No. ACS-18823

Place: Gurugram Address: F-2/7, Okhla Industrial Area,
Date: February 6, 2026 Phase – I, New Delhi - 110 020

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out all material facts relating to the Special Business is annexed hereto.
2. In compliance with the circulars issued by the Ministry of Corporate Affairs inter-alia for conducting postal ballot through e-voting vide 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. 03/2025 dated September 22, 2025 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2"), this Postal Ballot Notice along with explanatory statement ("Notice") and remote e-voting instructions are being sent only by e-mail to all those members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent ("RTA") or Depository/ Depository Participants ("DP") and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, January 30, 2026**.
3. In compliance with the requirements of the MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for this postal ballot and accordingly, the members are required to communicate their assent or dissent through remote e-voting process only.
4. Voting right of members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on **Friday, January 30, 2026** ("cut-off date"). A person, whose name is recorded in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, members are provided with the facility to cast their vote electronically through remote e-voting services provided by NSDL. Instructions for remote e-voting are provided in the Notice.
6. Remote e-voting period shall commence on **Saturday, February 7, 2026 at 09:00 A.M. (IST)** and end on **Sunday, March 8, 2026 at 05:00 P.M. (IST)**. During this period, members of the Company holding shares either in physical or dematerialized form as on the cut-off date, i.e. **Friday, January 30, 2026** (including those members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/ Depository Participants), may cast their vote electronically in respect of the resolution(s) as set-out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. During the remote e-voting period, members can login at NSDL e-voting platform any number of times till they have voted on the resolution(s). Once the vote on resolution(s) is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
8. Results of postal ballot will be announced not later than by **Tuesday, March 10, 2026 by 05:00 P.M. (IST)** at the Corporate Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company and shall be submitted with National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Additionally, the results along with the Scrutinizer's Report will also be uploaded on the Company's website viz. <https://dil-rjcorp.com> and on the website of NSDL viz. <https://www.evoting.nsdl.com>.
9. The resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. **Sunday, March 8, 2026 at 05:00 P.M.**
10. Members are requested to note that KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal,

Hyderabad – 500032, Telangana is the Registrar and Share Transfer Agent ("RTA") of the Company to manage the work related to shares held in physical and dematerialized form.

11. 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.
12. Members holding shares in physical form and who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to Compliance Officer of the Company at **companysecretary@dil-rjcorp.com** or by sending a request to KFin Technologies Limited, RTA through e-mail 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 Depository Participants only. The registered e-mail address will be used for sending future communications.
13. 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 request/ lodgment for 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.
14. 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. The relevant details and prescribed forms in

this regard are available on website of the Company at <https://dil-rjcorp.com/shareholder-information/>.

15. 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 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 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 option to resolve their grievance with the Company/ RTA directly 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/>.

16. Instructions for remote e-voting are as 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 remote e-voting for individual shareholders holding securities in demat mode

Pursuant to 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 SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. OTP based login:</p> <ul style="list-style-type: none"> (i) Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. (ii) Enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code and generate OTP. (iii) Enter the OTP received on registered e-mail ID/ mobile number and click on login. (iv) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. (v) Click on Company name or e-voting service provider i.e. NSDL. You will be redirected to e-voting website of NSDL to caste your vote during the remote e-voting period.
	<p>2. Users already registered for IDeAS facility:</p> <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.
	<p>3. User not registered for IDeAS facility:</p> <ul style="list-style-type: none"> (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 (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above.
	<p>4. Alternatively, by directly accessing the e-voting website of NSDL:</p> <ul style="list-style-type: none"> (i) Visit e-voting website of NSDL viz. https://www.evoting.nsdl.com (ii) Click on the icon 'Login' available under 'Shareholder/Member' section. (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. (iv) After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on the 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.
	<p>5. Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. User already registered for Easi/Easiest: <ol style="list-style-type: none"> (i) Visit URL: https://web.cDSLindia.com/myeasitoken/Home/Login OR www.cDSLindia.com and click on 'Login' and select 'New System Myeasi' (ii) Enter your User ID and Password. (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. 2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> (i) Click on link: https://web.cDSLindia.com/myeasitoken/Home/EasiRegistration (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above. 3. Alternatively, by directly accessing the e-voting website of CDSL: <ol style="list-style-type: none"> (i) Visit www.cDSLindia.com and select 'E Voting' (ii) Provide your demat account number and PAN (iii) System will authenticate user by sending OTP on registered Mobile No. & E-mail ID as recorded in the demat account. (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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participant (DP)	<ol style="list-style-type: none"> 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. 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. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at respective 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.com or contact at toll free no.: 022-4886-7000
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 1800-21-09911

II. Login Method for remote e-voting 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' 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 Beneficiary ID 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 138414 then user ID is 138414001***

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 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. 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 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:
 - 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.com 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:

Step 2: Cast your vote electronically 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 is in active status.

2. Select 'EVEN' of the Company to cast your vote during the remote e-voting period.
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(s), 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 www.evoting.nsdl.com to reset the password.
3. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user

manual for Shareholders available at the download section of www.evoting.nsdl.com or contact at 022-4886-7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com or at 301, 3rd Floor, Naman Chambers, G Block, Plot No. C-32, Bandra Kurla Complex, Bandra East, Mumbai-400051.

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 resolution(s) set out in this Postal Ballot Notice:

1. **Physical Holding:** Send a request to KFin Technologies Limited, Registrar and Share Transfer Agent at einward.ris@kfinotech.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 remote e-voting 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' read with SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 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.

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

ITEM NOS. 1 & 2

Devyani International Limited ("Company") is the largest franchisee of Yum Brands and Costa Coffee in India. The Company is amongst the largest operators of a chain of quick service restaurants ("QSR") in India and operates more than 2,000 restaurants across more than 280 cities in India, Thailand, Nigeria and Nepal, as of December 31, 2025.

The Company had acquired 183,171 equity shares of Rs. 10 each, being ~80.72% equity stake, on a fully diluted basis, in Sky Gate Hospitality Private Limited, a subsidiary company ("Sky Gate") in June, 2025 and paid the purchase consideration of ~Rs. 419.6 crore by way of issuance of equity shares of the Company. Subsequently, the Company has acquired additional 34,059 equity shares of Sky Gate from primary and secondary purchase from Promoters/Founders of Sky Gate. Currently, the Company holds 217,230 equity shares of Rs. 10 each, being ~88.6% equity stake in Sky Gate and the remaining ~11.4% equity stake is held by the Promoters/Founders in Sky Gate.

The Board of Directors of the Company, at its meeting held on February 4, 2026, had approved the acquisition of additional ~11.4% equity stake in Sky Gate from the Promoters/Founders for total consideration of ~ Rs. 57.5 crore through a mix of cash of ~ Rs. 27.5 crore and issuance of preference shares of ~ Rs. 30 crore. For the acquisition of equity shares in Sky Gate, the Company has entered into Share Purchase and Subscription Agreement with Mr. Kaushik Kumar Roy and Share Purchase Agreement with Mr. Vishal Jindal, Promoters/Founders of Sky Gate on February 5, 2026.

Pursuant to the aforesaid approval of the Board of Directors and subject to shareholders' approval, as well as the satisfaction of the terms and conditions of the Share Purchase and Subscription Agreement with Mr. Kaushik Kumar Roy, the Company proposes to issue up to 3,00,000 (Three Lakh) fully paid-up Non-convertible Redeemable Preference Shares of Rs. 1,000/- (Rupees One Thousand only) each ("RPS") at par, on a private placement basis, to discharge the purchase consideration of ~ Rs. 30 crore (Rupees Thirty Crore only), payable to Mr. Kaushik Kumar Roy for the acquisition of 12,254 equity shares of Rs. 10 each ("Sale Shares") of Sky Gate.

At present, the Authorised Share Capital of the Company comprises equity share capital of Rs. 564.5 crore and preference share capital of Rs. 3 crore. In order to enable the Company to issue RPS, it is necessary to re-classify the

existing authorised share capital of the Company and to carry out consequential amendments to the Capital Clause of the Memorandum of Association ("MOA") of the Company. Hence, it is proposed that the present authorised share capital of Rs. 5,67,50,00,000/- (Rupees Five Hundred Sixty Seven Crore and Fifty Lakh only) divided into 5,64,50,00,000 (Five Hundred Sixty Four Crore and Fifty Lakh) Equity Shares of Re. 1/- (Rupee One) each and 30,00,000 (Thirty Lakh) 0.10% Redeemable, Non-Cumulative, Non-Convertible Preference Shares of Rs. 10/- (Rupees Ten) each be re-classified into Rs. 5,67,50,00,000/- (Rupees Five Hundred Sixty Seven Crore and Fifty Lakh only) divided into 4,67,50,00,000 (Four Hundred Sixty Seven Crore and Fifty Lakh) Equity Shares of Re. 1/- (Rupee One) each and 10,00,000 (Ten Lakh) Preference Shares of Rs. 1,000/- (Rupees One Thousand) each.

Consequent upon the said re-classification, Capital Clause V of the MOA of the Company is required to be altered. A draft copy of the revised MOA of the Company (with proposed change), resolution passed by the Board of Directors in this regard and other allied documents, if any, being referred to in the Notice will also be available for inspection by the Members at the Registered Office of the Company on all working days from the date of dispatch of this Notice up to the last date of remote e-voting. Members seeking to inspect such document(s) may send an e-mail to companysecretary@dil-rjcorp.com.

The proposed issue of RPS up to Rs. 30 crore (Rupees Thirty Crore only), will be made to Mr. Kaushik Kumar Roy ("Proposed Allottee") on a private placement basis, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder ("Act") and other applicable laws.

As per the provisions of Sections 42, 55 and other applicable provisions, if any, of the Act read with Rules made thereunder, a company offering or making an invitation to subscribe to securities, including preference shares, on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution, for each such offer and invitation.

Therefore, the consent of the Members is being sought by way of special resolution under Sections 42, 55 and other applicable provisions of the Act read with Rules made thereunder, for the issue, offer and allot RPS, on a private placement basis, as set-out in the Resolution at Item No. 2.

The issue of RPS is in accordance with the provisions of the Articles of Association of the Company and the Act read with Rules made thereunder. There are no outstanding preference

shares issued by the Company as such, there is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue are as follows:

(A) Salient terms of RPS:

- (i) RPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) RPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iii) Holder(s) of RPS shall be paid dividend on a non-cumulative basis;
- (iv) RPS shall not be convertible into equity shares;
- (v) RPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- (vi) RPS shall be redeemable; and
- (vii) RPS shall not be listed on stock exchanges.

(B) Particulars of the offer, including date of passing of Board resolution:

The Board of Directors of the Company, at its meeting held on February 4, 2026, approved the offer, issuance and allotment of up to 3,00,000 (Three Lakh) RPS of Rs. 1,000/- (Rupees One Thousand only) each of the Company for an amount not exceeding in aggregate to Rs. 30 Crore (Rupees Thirty Crore only) by way of a private placement basis to the Proposed Allottee at par and on such terms and conditions as may be determined by the Board (including any Committee constituted and/or to be constituted by the Board in this regard) [“Board”].

(C) Kind of security offered and price at which it is offered:

RPS will be issued at par.

(D) Basis or justification of the price (including premium, if any) at which the offer or invitation is being made:

Not Applicable.

(E) Name and address of the valuer who performed the valuation:

Not Applicable.

(F) Amount intends to raise by way of the securities:

NIL, as RPS are proposed to be issued to the Proposed Allottee as consideration other than cash, against the acquisition of the Sale Shares in Sky Gate, from the Proposed Allottee.

(G) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

All material terms have been set-out above and other terms will be determined by the Board, in accordance with the applicable provisions of the Act and the Rules made thereunder and other applicable laws for the time being in force. The Board shall consider allotment of RPS within the time period prescribed under the Act. None of the Promoters/ Promoters Group, Directors or Key Managerial Personnel of the Company or their relatives intend to subscribe to any RPS pursuant to the proposed issuance.

(H) The size of the issue and number of preference shares to be issued and nominal value of each share:

Issue and allotment of up to 3,00,000 (Three Lakh) RPS of Rs. 1,000/- (Rupees One Thousand only) each of the Company for an amount not exceeding in aggregate to Rs. 30 crore (Rupees Thirty Crore only) by way of a private placement basis to the Proposed Allottee at par and on such terms and conditions as may be determined by the Board.

(I) The nature of such shares i.e. cumulative or non-cumulative, participating or non- participating, convertible or non-convertible:

The details are given at Point no. (A).

(J) The objectives of the issue:

RPS are proposed to be issued to the Proposed Allottee as consideration other than cash, against the acquisition of the Sale Shares in Sky Gate, from the Proposed Allottee.

(K) The manner of issue of shares:

RPS are proposed to be issued on private placement basis to the Proposed Allottee and he doesn't belong to promoter/ promoter group of the Company.

(L) The price at which such shares are proposed to be issued:

RPS are proposed to be issued at par.

(M) The basis on which the price has been arrived at:

RPS will be issued at par.

(N) The terms of issue, including terms and rate of dividend on each share, etc.:

RPS are proposed to be issued at par and other terms & conditions as may be determined by the Board, in accordance with the applicable provisions of the Act read with Rules made thereunder and other applicable laws for the time being in force. Dividend on RPS is 0.001% p.a.

(O) The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:

RPS shall be redeemable on such date as determined by the Board but not later than a period exceeding ten years from the date of allotment which is in accordance with Section 55 of the Act read with Rules made thereunder. RPS are non-convertible and will be redeemed at such premium, as may be agreed between the Board and the Proposed Allottee, based on the business performance of Sky Gate's brands i.e. 'Biryani by Kilo', 'Goila Butter Chicken', 'The Bhojan', 'Biryani Talkiez' and/or 'BBK Xpress' etc.

(P) The manner and modes of Redemption:

RPS shall be redeemed in accordance with the provisions of the Act read with the Rules made thereunder.

(Q) The Current Shareholding Pattern of the Company:

The shareholding pattern of the Company as on December 31, 2025, is annexed to this Notice. (Annexure A)

(R) The expected dilution in equity share capital upon conversion of preference shares:

Not Applicable as the shares proposed to be issued would be Non-Convertible Redeemable Preference Shares.

(S) Intention of promoters, directors or key managerial personnel to subscribe to the offer:

None of the Promoters/ Promoters Group, Directors or Key Managerial Personnel or their relatives intend to subscribe to any of RPS pursuant to the private placement.

None of the Directors/ 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 the Company believes that the proposed reclassification of the Authorised Share Capital of the Company and Private Placement of RPS are in the best interest of the Company and its shareholders and, therefore, recommend the resolutions at Item Nos. 1 and 2 of the accompanying Notice for approval by the Members as **Special Resolutions**.

By Order of the Board
for Devyani International Limited

Pankaj Virmani

Chief Sustainability Officer & Company Secretary
Membership No. ACS-18823

Place: Gurugram Address: F-2/7, Okhla Industrial Area,
Date: February 6, 2026 Phase – I, New Delhi - 110 020

Annexure – A
Shareholding Pattern – Equity Shares (before and after the Private Placement)
As on December 31, 2025

Sr. No.	Description	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of shares	%	No. of shares	%
(A) Shareholding of Promoter and Promoter Group					
1. Indian					
(a) Individuals/ Hindu Undivided Family		4,17,76,220	3.39	4,17,76,220	3.39
(b) Central Government/ State Government(s)		-	-	-	-
(c) Bodies Corporate		71,48,25,470	57.98	71,48,25,470	57.98
(d) Financial Institutions/ Banks		-	-	-	-
(e) Partnership Firms		500	0.00	500	0.00
Sub Total (A)(1)		75,66,02,190	61.37	75,66,02,190	61.37
2. Foreign					
(a) Individuals (Non-Residents Individuals)		-	-	-	-
(b) Bodies Corporate		-	-	-	-
(c) Institutions		-	-	-	-
Sub Total (A)(2)		-	-	-	-
Total Shareholding of Promoter and Promoter Group		75,66,02,190	61.37	75,66,02,190	61.37
(A)=(A)(1)+(A)(2)					
(B) Public shareholding					
1. Institutions					
(a) Mutual Funds/ UTI		19,59,72,370	15.90	19,59,72,370	15.90
(b) Financial Institutions/ Banks		8,40,007	0.07	8,40,007	0.07
(c) Central Government/ State Government(s)		-	-	-	-
(d) Venture Capital Funds		-	-	-	-
(e) Insurance Companies		3,65,44,765	2.96	3,65,44,765	2.96
(f) Foreign Institutional Investors/ Foreign Portfolio Investors		7,11,33,069	5.77	7,11,33,069	5.77
(g) Foreign Venture Capital Investors		-	-	-	-
(h) Any Other					
Alternate Investment Funds		63,21,509	0.51	63,21,509	0.51
Sovereign Wealth Funds		21,000	0.00	21,000	0.00
NBFCs registered with RBI		5,603	0.00	5,603	0.00
Sub-Total (B)(1)		31,08,38,323	25.21	31,08,38,323	25.21
2. Non-institutions					
(a) Bodies Corporate		3,20,99,377	2.60	3,20,99,377	2.60
(b) Individuals					
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh		5,11,60,983	4.15	5,11,60,983	4.15
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh		1,17,88,076	0.96	1,17,88,076	0.96

Sr. No.	Description	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of shares	%	No. of shares	%
(c) Any Other					
Directors and their relatives (excluding independent directors and nominee directors)	1,62,97,965	1.32	1,62,97,965	1.32	
Non Resident Indians (NRIs)	28,51,263	0.23	28,51,263	0.23	
Foreign Nationals	9,32,143	0.08	9,32,143	0.08	
Foreign Companies	4,86,35,035	3.94	4,86,35,035	3.94	
Clearing Members	901	0.00	901	0.00	
Independent Director or his relatives	4,635	0.00	4,635	0.00	
HUF	16,55,054	0.13	16,55,054	0.13	
Trusts	6,346	0.00	6,346	0.00	
Sub Total (B)(2)	16,54,31,778	13.42	16,54,31,778	13.42	
Total Public Shareholding (B)= (B)(1) + (B)(2)	47,62,70,101	38.63	47,62,70,101	38.63	
Total (A) + (B)	1,23,28,72,291	100	1,23,28,72,291	100	
(C) Shares held by Custodians and against which DRs have been issued		-	-	-	-
Grand Total (A) + (B) + (C)	1,23,28,72,291	100	1,23,28,72,291	100	

Shareholding Pattern – Preference Shares (before and after the Private Placement)
As on December 31, 2025

Sr. No.	Description	Pre-Issue	Private	Post-Issue	
		Shareholding	Placement	Shareholding	
		No. of shares	%	No. of shares	%
(A) Shareholding of Promoter and Promoter Group					
1. Indian					
(a) Individuals/ Hindu Undivided Family					
(b) Central Government/ State Government(s)					
(c) Bodies Corporate					
(d) Financial Institutions/ Banks					
(e) Partnership Firms					
Sub Total (A)(1)					
2. Foreign					
(a) Individuals (Non-Residents Individuals/ Foreign Individuals)					
(b) Bodies Corporate					
(c) Institutions					
Sub Total (A)(2)					
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)					
(B) Public shareholding					
1. Institutions					
(a) Mutual Funds/ UTI					
(b) Financial Institutions/ Banks					
(c) Central Government/ State Government(s)					
(d) Venture Capital Funds					
(e) Insurance Companies					
(f) Foreign Institutional Investors/ Foreign Portfolio Investors					
(g) Foreign Venture Capital Investors					
(h) Any Other					
Alternate Investment Funds					
Sovereign Wealth Funds					
NBFCs registered with RBI					
Sub-Total (B)(1)					
2. Non-institutions					
(a) Bodies Corporate					
(b) Individuals					
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh					

Sr. No.	Description	Pre-Issue Shareholding		Private Placement		Post-Issue Shareholding	
		No. of shares	%	No. of shares	No. of shares	%	
ii.	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	-	-	3,00,000	3,00,000	100	
(c)	Any Other						
	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-	-
	Non Resident Indians (NRIs)	-	-	-	-	-	-
	Foreign Nationals	-	-	-	-	-	-
	Foreign Companies	-	-	-	-	-	-
	Clearing Members	-	-	-	-	-	-
	Independent Director or his relatives	-	-	-	-	-	-
	HUF	-	-	-	-	-	-
	Trusts	-	-	-	-	-	-
	Sub Total (B)(2)	-	-	3,00,000	3,00,000	100	
	Total Public Shareholding (B)= (B)(1) + (B)(2)	-	-	3,00,000	3,00,000	100	
	Total (A) + (B)	-	-	3,00,000	3,00,000	100	
(C)	Shares held by Custodians and against which DRs have been issued	-	-	-	-	-	-
	Grand Total (A) + (B) + (C)	-	-	3,00,000	3,00,000	100	