



Devyani International Limited



Corporate Office: Plot No.18, Sector-35, Gurugram - 122004, Haryana (India) • Tel.: +91-124-4566300, 4786000
E-mail: devyani@dil-rjcorp.com • Website: www.dil-rjcorp.com
CIN: L15135DL1991PLC046758

March 8, 2026

To,

National Stock Exchange of India Ltd. Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email: cm1ist@nse.co.in Symbol: DEYANI	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Email: corp.relations@bseindia.com Security Code: 543330
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Subject: Submission of Voting Result of Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration), Rules, 2014

Dear Sir/ Madam,

In continuation to our letter dated February 6, 2026, please find enclosed the following:

- (a) Voting Results of Postal Ballot confirming that the proposed resolutions [i.e. (i) Re-classification of the Authorised Share Capital of the Company, with consequential amendments in the Memorandum of Association; and (ii) Issue of Non-convertible Redeemable Preference Shares on a private placement basis] **have been approved with requisite majority**; and
- (b) Report dated March 8, 2026 issued by the Scrutinizer.

The above are also being uploaded on the Company's website at www.dil-rjcorp.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to take the above on record.

Yours faithfully,
For Devyani International Limited

Pankaj Virmani
Chief Sustainability Officer & Company Secretary

Encl.: As above





NEERAJ ARORA
FCS, B.Com., LL.B
(Practising Company Secretary)

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Scrutinizer's Report

[Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('**the Act**'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('**the Rules**') read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**')]

To,
Chief Sustainability Officer & Company Secretary

Devyani International Limited

(CIN: L15135DL1991PLC046758)

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

Dear Sir,

I, Neeraj Arora (FCS No.: 10781, CP No.: 16186), Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi - 110024, was appointed as Scrutinizer by the Board of Directors of Devyani International Limited ('**the Company**') at its meeting held on February 4, 2026 for the purpose of scrutinizing Postal Ballot process through remote e-voting in a fair and transparent manner under the provisions of Sections 108 and 110 the Act read with the Rules made thereunder and read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs from time to time ('**MCA Circulars**') and Regulation 44 of the SEBI Listing Regulations, Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated February 6, 2026 ('**Postal Ballot Notice**')

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Re-classification of the Authorised Share Capital of the Company, with consequential amendments in the Memorandum of Association
2.	Special Resolution	Issue of Non-convertible Redeemable Preference Shares on a private placement basis

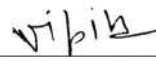
I submit my report as under:

1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-voting instructions were sent to all those Members, whose e-mail address were registered with the Company/ Registrar and Share Transfer Agent ('RTA') i.e. KFin Technologies Limited, or Depository/ Depository Participants ('DP') and whose names appeared in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on January 30, 2026 ('Cut-off Date').
2. The management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules thereof including MCA Circulars/ SEBI Listing Regulations in respect of the resolutions contained in the Postal Ballot Notice including dispatch of notice to the Members. My responsibilities as Scrutinizer are restricted to make & submit a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL').
3. The Company has published an advertisement on February 7, 2026 regarding service of Postal Ballot Notice to eligible Members in English language newspaper 'Financial Express' and in Hindi language newspaper 'Jansatta'.
4. The Members of the Company holding equity shares as on the Cut-off Date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility in compliance of the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL viz. <https://www.evoting.nsdl.com/> ('website').
5. The remote e-voting period commenced on Saturday, February 7, 2026 at 09:00 A.M. (IST) and ended on Sunday, March 8, 2026 at 5:00 P.M. (IST). Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by NSDL through its website.



6. The remote e-voting was unblocked on March 8, 2026 after 05:00 P.M. (IST) in the presence of two witnesses i.e. Mr. Ayush Arya and Mr. Vipin Dhameja, who were not in the employment of the Company and have signed below:


Witness – 1


Witness - 2

7. The particulars of remote e-voting report generated from electronic registry of NSDL have been entered in a separate register maintained for this purpose. E-votes cast up to 05:00 P.M. (IST) on March 8, 2026 are considered for the purpose of this report.
8. The remote e-voting was scrutinized and reconciled with the Register of Members of the Company/ Register of Beneficial Owners maintained by the Depositories as on the Cut- off Date, as maintained by the RTA of the Company.
9. As on the Cut-off Date, the total paid-up equity share capital of the Company was INR 1,23,28,72,291 (Indian Rupees One Hundred and Twenty Three Crore Twenty Eight Lakh Seventy Two Thousand Two Hundred and Ninety One Only) divided into 1,23,28,72,291 (One Hundred and Twenty Three Crore Twenty Eight Lakh Seventy Two Thousand Two Hundred and Ninety One) Equity Shares of INR 1/- (Indian Rupee One Only) each.
10. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

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

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	Remote e-Voting	Postal Ballot	Total	
Assent	1,03,22,06,601	NA	1,03,22,06,601	95.32
Dissent	5,07,07,358		5,07,07,358	4.68
Total	1,08,29,13,959		1,08,29,13,959	100

The detailed break up of voting through remote e-voting in respect of the above resolution is attached to this report and marked as ‘Annexure A’

Note: Percentage of votes cast are rounded-off to two decimals.



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

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	Remote e-Voting	Postal Ballot	Total	
Assent	1,03,08,03,907	NA	1,03,08,03,907	95.25
Dissent	5,14,06,422		5,14,06,422	4.75
Total	1,08,22,10,329		1,08,22,10,329	100

The detailed break up of voting through remote e-voting in respect of the above resolution is attached to this report and marked as ‘Annexure B’

Note: Percentage of votes cast are rounded-off to two decimals.

11. Based on the aforesaid results, the resolutions as mentioned above have been passed with requisite majority on March 8, 2026, being the last date of remote e-voting for the Members of the Company.
12. The register containing the details of remote e-voting relating to Postal Ballot will be handed over to the Chief Sustainability Officer & Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of Postal Ballot.

Thanking You,



Neeraj Arora

Scrutinizer

CP No.: 16186 / Mem. No.: F10781

UDIN: F010781G004045482

March 08, 2026

New Delhi

Countersigned by



Pankaj Virmani

Chief Sustainability Officer

& Company Secretary

Devyani International Limited

March 08, 2026

A detailed summary of the voting through e-voting is given herein below:

1. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (in Rs.)
a) Total votes received	941*	1,08,29,13,959	1,08,29,13,959
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	941*	1,08,29,13,959	1,08,29,13,959
d) Votes with assent for the resolution	820	1,03,22,06,601	1,03,22,06,601
e) Votes with dissent for the resolution	125	5,07,07,358	5,07,07,358

**Four (4) members voted partially in favour of the resolution and partially against the resolution and accordingly, these Four members are counted under assent as well as dissent*



A detailed summary of the voting through e-voting is given herein below:

1. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (in Rs.)
a) Total votes received	941*	1,08,22,10,329	1,08,22,10,329
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	941*	1,08,22,10,329	1,08,22,10,329
d) Votes with assent for the resolution	780	1,03,08,03,907	1,03,08,03,907
e) Votes with dissent for the resolution	165	5,14,06,422	5,14,06,422

**Four (4) members voted partially in favour of the resolution and partially against the resolution and accordingly, these Four members are counted under assent as well as dissent*



General information about company	
Scrip code	543330
NSE Symbol	DEVYANI
MSEI Symbol	NOTLISTED
ISIN	INE872J01023
Name of the company	Devyani International Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-03-2026
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Neeraj Arora
Firms Name	M/s Sanjay Grover & Associates
Qualification	CS
Membership Number	10781
Date of Board Meeting in which appointed	04-02-2026
Date of Issuance of Report to the company	08-03-2026

Voting results	
Record date	30-01-2026
Total number of shareholders on record date	256942
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-classification of the Authorised Share Capital of the Company, with consequential amendments in the Memorandum of Association				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	756602190	756561690	99.9946	756561690	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	756602190	756561690	99.9946	756561690	0	100	0
Public- Institutions	E-Voting	310455428	273710665	88.1642	223031049	50679616	81.4842	18.5158
	Poll							
	Postal Ballot (if applicable)							
	Total	310455428	273710665	88.1642	223031049	50679616	81.4842	18.5158
Public- Non Institutions	E-Voting	165814673	52641604	31.7473	52613862	27742	99.9473	0.0527
	Poll							
	Postal Ballot (if applicable)							
	Total	165814673	52641604	31.7473	52613862	27742	99.9473	0.0527
Total		1232872291	1082913959	87.8367	1032206601	50707358	95.3175	4.6825
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Non-convertible Redeemable Preference Shares on a private placement basis				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	756602190	756561690	99.9946	756561690	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	756602190	756561690	99.9946	756561690	0	100	0
Public- Institutions	E-Voting	310455428	273710665	88.1642	222338853	51371812	81.2313	18.7687
	Poll							
	Postal Ballot (if applicable)							
	Total	310455428	273710665	88.1642	222338853	51371812	81.2313	18.7687
Public- Non Institutions	E-Voting	165814673	51937974	31.3229	51903364	34610	99.9334	0.0666
	Poll							
	Postal Ballot (if applicable)							
	Total	165814673	51937974	31.3229	51903364	34610	99.9334	0.0666
Total		1232872291	1082210329	87.7796	1030803907	51406422	95.2499	4.7501
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	