

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L15135HR1991PLC143853

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	DEVYANI INTERNATIONAL LIMITED	DEVYANI INTERNATIONAL LIMITED
Registered office address	Plot No. 18, Sector 35, Gurugram, Narsinghpur, Narsinghpur, Gurgaon, Haryana, India, 122004	F-2/7OKHLA INDL AREAPHASE-I, NA, NEW DELHI, Delhi, India, 110020
Latitude details	28.420943	28.532
Longitude details	77.006226	77.274

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

RO Photo DIL .pdf

(b) *Permanent Account Number (PAN) of the company

AA*****4A

(c) *e-mail ID of the company

*****nySecretary@dil-rjcorp.com

(d) *Telephone number with STD code

01*****00

(e) Website	www.dil-rjcorp.com											
iv *Date of Incorporation (DD/MM/YYYY)	13/12/1991											
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company											
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares											
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian Non-Government company											
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No											
vii (a) Whether shares listed on recognized Stock Exchange(s)	☒ Yes ☐ No											
(b) Details of stock exchanges where shares are listed												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>				S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)	2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
S. No.	Stock Exchange Name	Code										
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)										
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)										
viii Number of Registrar and Transfer Agent	1											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 20%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">L72400MH2017PLC444072</td> <td style="text-align: center;">KFIN TECHNOLOGIES LIMITED</td> <td>301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070</td> <td style="text-align: center;">INR000000221</td> </tr> </tbody> </table>				CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221	
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent									
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221									
ix * (a) Whether Annual General Meeting (AGM) held	☒ Yes ☐ No											
(b) If yes, date of AGM (DD/MM/YYYY)	14/08/2026											
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026											
(d) Whether any extension for AGM granted	☐ Yes ☒ No											
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension												

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	I	Accommodation and Food Services activities	56	Food and beverage service activities	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

14

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U35106DL1980PLC010262		RJ CORP LIMITED	Holding	57.98
2	U56101DL2024PTC425890		DEVYANI RK PRIVATE LIMITED	Subsidiary	51.00
3		200905191M	RV ENTERPRIZES PTE. LTD.	Subsidiary	87.31
4		54313	Devyani International (Nepal) Private Limited	Subsidiary	100.00
5		RC-797835	Devyani International (Nigeria) Limited	Subsidiary	68.75
6		DMCC196306	Devyani International DMCC	Subsidiary	51.00
7		0105566112284	White Snow Company Limited	Subsidiary	24.99

8		0105559141487	Blackbriar Co., Ltd.	Subsidiary	37.73
9		0105558094825	Restaurants Development Co., Ltd.	Subsidiary	47.55
10		0105559162999	Yellow Palm Co., Ltd.	Subsidiary	44.23
11	U56102DL2024PTC434675		DEVYANI PVR INOX PRIVATE LIMITED	Subsidiary	51.00
12	U15122HR2015PTC056192		SKY GATE HOSPITALITY PRIVATE LIMITED	Subsidiary	100.00
13	U74999HR2016PTC144027		SAY CHEFS EATERY PRIVATE LIMITED	Subsidiary	100.00
14	U55101HR2018PTC144516		BLACKVELVET HOSPITALITY PRIVATE LIMITED	Subsidiary	100.00

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	4675000000.00	1232939791.00	1232939791.00	1232939791.00
Total amount of equity shares (in rupees)	4675000000.00	1232939791.00	1232939791.00	1232939791.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	4675000000	1232939791	1232939791	1232939791
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	4675000000	1232939791	1232939791	1232939791

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	1000000.00	300000.00	300000.00	300000.00
Total amount of preference shares (in rupees)	1000000000.00	300000000.00	300000000.00	300000000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference				
Number of preference shares	1000000	300000	300000	300000
Nominal value per share (in rupees)	1000	1000	1000	1000
Total amount of preference shares (in rupees)	1000000000.00	300000000.00	300000000	300000000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	5	1206266373	1206266378.00	1206266378	1206266378	
Increase during the year	0.00	26673413.00	26673413.00	26673413.00	26673413.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	23718413	23718413.00	23718413	23718413	
v ESOPs	0	2955000	2955000.00	2955000	2955000	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify 						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 						
At the end of the year	5.00	1232939786.00	1232939791.00	1232939791.00	1232939791.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	300000.00	300000.00	300000000.00	300000000.00	
i Issues of shares	0	300000	300000.00	300000000	300000000	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 						
At the end of the year	0.00	300000.00	300000.00	300000000.00	300000000.00	

ISIN of the equity shares of the company

INE872J01023

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

35726421130

ii * Net worth of the Company

14392435011

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	41766220	3.39	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	714825470	57.98	0	0.00
10	Others				
	Partnership Firm	500	0.00	0	0.00
	Total	756592190.00	61.37	0.00	0

Total number of shareholders (promoters)

7

B Public/Other than promoters

S. No	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	83468262	6.77	300000	100.00
	(ii) Non-resident Indian (NRI)	2992811	0.24	0	0.00
	(iii) Foreign national (other than NRI)	932143	0.08	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	41752648	3.39	0	0.00
4	Banks	840007	0.07	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	75609506	6.13	0	0.00
7	Mutual funds	189439564	15.36	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	74886303	6.07	0	0.00
10	Others				
	AIF SWF NBFC Trust	6426357	0.52	0	0.00
	Total	476347601.00	38.63	300000.00	100

Total number of shareholders (other than promoters)

257251

Total number of shareholders (Promoters + Public/Other than promoters)

257258.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	57215
2	Individual - Male	136664
3	Individual - Transgender	0
4	Other than individuals	63379
	Total	257258.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

25

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ISHANA CAPITAL MASTER FUND	MAPLES CORPORATE SERVICES LIMITED UGLAND HOUSE PO BOX 309 SOUTH CHURCH STREET GEORGE TOWN GRAND CAYMAN	01/01/1900	Cayman Islands	6828686	3.58
FIDELITY FUNDS - INDIA FOCUS FUND	2a Rue Albert Borschette Luxembourg	01/01/1900	Luxembourg	6656653	0.54
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	100 VANGUARD BOULEVARD MALVERN PA	01/01/1900	United States	6153083	0.5
VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	100 VANGUARD BOULEVARD MALVERN PA	01/01/1900	United States	5860690	0.48
ABU DHABI INVESTMENT AUTHORITY - MONSOON	211 CORNICHE STREET PO BOX 3600 ABU DHABI	01/01/1900	United Arab Emirates	1918442	0.16
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	400 HOWARD STREET SAN FRANCISCO CA 94105	01/01/1900	United States	1803021	0.15

VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEX FUND	100 VANGUARD BOULEVARD MALVERN PA	01/01/1900	United States	1587329	0.13
ISHARES CORE MSCI EM IMI UCITS ETF	JP MORGAN 200 CAPITAL DOCK 79 SIR JOHN ROGERSONS QUAY DUBLIN	01/01/1900	Ireland	1518825	0.12
STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	ONE IRON STREET BOSTON MA	01/01/1900	United States	1482204	0.12
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	400 HOWARD STREET SAN FRANCISCO CA 94105	01/01/1900	United States	635566	0.05
FIDELITY INDIA FUND	LEVEL 17 60 Martin Place SYDNEY	01/01/1900	Australia	585360	0.05
VANGUARD TOTAL WORLD STOCK INDEX FUND	100 VANGUARD BOULEVARD MALVERN PA	01/01/1900	United States	335108	0.03
CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	400 Q STREET LPE ROOM 4800 SACRAMENTO CA	01/01/1900	United States	328466	0.03
EMERGING MARKETS CORE EQUITY 2 PORTFOLIO OF DFA IN VESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	01/01/1900	United States	314356	0.03
COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	730 THIRD AVENUE NEW YORK NEW YORK	01/01/1900	United States	292520	0.02
SUNDARAM INDIA MIDCAP FUND	10 MARINA BOULEVARD 48-01 MARINA BAY FINANCIAL CENTRE TOWER 2 SINGAPORE	01/01/1900	Singapore	280588	0.02
NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL C AP INDEX FUND- NON LENDING	50 S LaSalle Street Chicago Illinois	01/01/1900	United States	275261	0.02

FIDELITY SALEM STREET TRUST FIDELITY TOTAL INTERNATIONAL INDEX FUND	245 Summer Street Boston Massachusetts	01/01/1900	United States	263597	0.02
GOVERNMENT PENSION FUND GLOBAL	Bankplassen 2 P O Box 1179 Sentrum Oslo 0107	01/01/1900	Norway	207777	0.02
UNITED NATIONS FOR AND ON BEHALF OF THE UNITED NATIONS JOINT STAFF PENSION FUND	885 Second Avenue 30th Floor New York NY	01/01/1900	United States	184279	0.01
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL F UNDS ICVC	20 Triton Street Regents Place London NW1 3BF U K	01/01/1900	United Kingdom	182811	0.01
MERCER QIF FUND PLC- MERCER INVESTMENT FUND 1	70 SIR JOHN ROGERSON'S QUAY DUBLIN 2	01/01/1900	Ireland	169225	0.01
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE OF NISSAY INDIA EQUITY SELECTION MOTHER FUND	2-11-3 HAMAMATSUCHO MINATO-KU TOKYO JAPAN	01/01/1900	Japan	159390	0.01
INDIA OPPORTUNITIES GROWTH FUND LTD - PINEWOOD STRATEGY	4TH FLOOR 19 BANK STREET CYBERCITY EBENE	01/01/1900	Mauritius	154000	0.01
RED BAY LTD	C/O VENTURE CORPORATE SERVICES (MAURITIUS) LIMITED LEVEL 3 TOWER I NEXTERACOM TOWERS CYBERCITY EBENE	01/01/1900	Mauritius	145804	0.01

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	6	7
Members (other than promoters)	260217	257251

Debenture holders	0	0
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VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	2	0	2	0	3.39
B Non-Promoter	2	6	2	6	0.98	0.24
i Non-Independent	2	1	2	1	0.98	0.24
ii Independent	0	5	0	5	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	2	8	2	8	0.98	3.63

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
PANKAJ VIRMANI	ADEPV4939N	Company Secretary	0	
RAVI KANT JAIPURIA	00003668	Director	2114103	

VARUN JAIPURIA	02465412	Director	39625617	
RAJ PAL GANDHI	00003649	Director	3000000	
VIRAG JOSHI	01821240	Whole-time director	8491438	
MANISH DAWAR	00319476	Whole-time director	3605003	
RASHMI DHARIWAL	00337814	Director	0	
RAVI GUPTA	00023487	Director	0	
GIRISH KUMAR AHUJA	00446339	Director	0	
PRADEEP KHUSHALCHAND SARDANA	00682961	Director	4635	
PRASHANT PURKER .	00082481	Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	17/05/2025	253555	241	63.65
Annual General Meeting	28/07/2025	250626	342	62.42

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/04/2025	10	9	90
2	23/05/2025	10	9	90
3	13/08/2025	10	9	90
4	06/11/2025	10	9	90
5	01/01/2026	10	10	100
6	04/02/2026	10	9	90
7	10/03/2026	10	9	90

C COMMITTEE MEETINGS

Number of meetings held

18

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit, Risk Management and Ethics Committee	24/04/2025	3	3	100
2	Audit, Risk Management and Ethics Committee	23/05/2025	3	3	100
3	Audit, Risk Management and Ethics Committee	13/08/2025	3	3	100
4	Audit, Risk Management and Ethics Committee	06/11/2025	3	3	100
5	Audit, Risk Management and Ethics Committee	01/01/2026	3	3	100
6	Audit, Risk Management and Ethics Committee	04/02/2026	3	3	100
7	Audit, Risk Management and Ethics Committee	10/03/2026	3	3	100

8	Nomination and Remuneration Committee	23/05/2025	3	2	66.67
9	Nomination and Remuneration Committee	13/08/2025	3	3	100
10	Nomination and Remuneration Committee	06/11/2025	3	2	66.67
11	Nomination and Remuneration Committee	04/02/2026	3	3	100
12	Stakeholders' Relationship Committee	23/05/2025	4	4	100
13	Stakeholders' Relationship Committee	06/11/2025	4	4	100
14	CSR and ESG Committee	23/05/2025	3	2	66.67
15	CSR and ESG Committee	13/08/2025	3	2	66.67
16	Investment and Borrowing Committee	10/03/2026	4	3	75
17	Share Allotment Committee	10/06/2025	4	4	100
18	Share Allotment Committee	09/03/2026	4	3	75

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								14/08/2026 (Y/N/NA)
1	RAVI KANT JAIPURIA	7	5	71	4	2	50	Yes
2	VARUN JAIPURIA	7	5	71	2	0	0	Yes
3	RAJ PAL GANDHI	7	7	100	5	5	100	Yes
4	VIRAG JOSHI	7	7	100	5	3	60	Yes
5	MANISH DAWAR	7	7	100	7	7	100	Yes
6	RASHMI DHARIWAL	7	7	100	5	5	100	Yes

7	RAVI GUPTA	7	7	100	16	16	100	Yes
8	GIRISH KUMAR AHUJA	7	7	100	15	15	100	Yes
9	PRADEEP KHUSHALCHAND SARDANA	7	7	100	0	0	0	Yes
10	PRASHANT PURKER .	7	5	71	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Virag Joshi	Whole-time director	56153440	0	0	1995908	58149348.00
2	Manish Dawar	Whole-time director	56153440	0	269303400	1995910	327452750.00
	Total		112306880.00	0.00	269303400.00	3991818.00	385602098.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Pankaj Virmani	Company Secretary	9310051	0	0	684058	9994109.00
	Total		9310051.00	0.00	0.00	684058.00	9994109.00

C *Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Rashmi Dhariwal	Director	0	0	0	1600000	1600000.00
2	Ravi Gupta	Director	0	0	0	2200000	2200000.00
3	Girish Kumar Ahuja	Director	0	0	0	1400000	1400000.00
4	Pradeep Khushalchand Sardana	Director	0	0	0	700000	700000.00

5	Prashant Purker	Director	0	0	0	500000	500000.00
	Total		0.00	0.00	0.00	6400000.00	6400000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

257258

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder _Dyil_01..xlsm
Details of Shareholder or
Debenture holder _Dyil_02.xlsm
Details of Shareholder or
Debenture holder _pref.xlsm

(b) Optional Attachment(s), if any

Clarification_merged_DSC.pdf
Signed MGT-8_DIL_FY 2025-
26.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

DEVYANI INTERNATIONAL
LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

NEERAJ
ARORA
Digitally signed by
NEERAJ ARORA
Date: 2026.10.11
11:51:32 +05'30'

Name

Neeraj Arora

Date (DD/MM/YYYY)

09/10/2026

Place

New Delhi

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

1*1*6

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

18823

*(b) Name of the Designated Person

PANKAJ VIRMANI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 11(d) dated*
(DD/MM/YYYY) 17/05/2023 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

Manish
Dawar

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*3*9*7*

***To be digitally signed by**

Pankaj
Virmani

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

1*8*3

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC6419399

eForm filing date (DD/MM/YYYY)

10/10/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Devyani International Limited



October 10, 2026



To,
The Registrar of Companies,
State of Haryana,
Corporate Bhawan,
Plot No.4-B, Sector 27-B,
Chandigarh - 160019



Sub.: Clarifications w.r.t. MGT-7 of Devyani International Limited for the F.Y. 2025-26

Dear Sir/ Madam,



With respect to the captioned subject, please find below some clarifications:



- 1. Field II – Principal Business Activities of the Company** - Kindly note that the Company has one business activity i.e. 'Food and beverage service activities' constituting '98.42%' of total turnover of the Company. Other than the income generated through the afore-stated business activity, the Company generates income through interest/ dividend income, gain on sale of current investments/ foreign currency transactions/ termination/ modification of lease liabilities, commission income which are incidental in nature and cannot be termed as principal business activities of the Company.

However, the V3 version of form MGT-7 requires the turnover percentage to aggregate to 100% hence we have shown 100% turnover through 'Food and beverage service activities' to proceed the form.



- 2. Field VI(A) - Share Holding Pattern - Promoters** - Total number of shareholders (promoters) has been submitted as '7'. It includes '4' entities which are not the Promoter but are part of the Promoter Group of the Company.



- 3. Field VI(B)(6) - Shareholding Pattern Public/ Other than promoters** - Category of 'Foreign Institutional Investors' represents shares held by 'Foreign Portfolio Investors (FPI)'. Further, there are 112 FPIs in aggregate and details of 25 FPIs are given in Form MGT-7 in field VI(C). Further, details of all FPIs are attached as **Annexure A**.



Further, the Registrar and Transfer Agent (RTA) has confirmed that the Date of incorporation of Foreign institutional investors (FIIs) is not maintained by the Depositories. Accordingly, the Company has mentioned a fictitious date i.e. '01 /01/1900' under the column titled 'Date of incorporation'.





Devyani International Limited



4. **Field (VI)(B) – Breakup of total number of shareholders** – Kindly note that for gender-wise breakup for individual shareholders, the RTA has confirmed that the Depositories have not furnished a complete gender-wise classification of shareholders. Accordingly, the Company has classified those shareholders for whom gender-wise details were not provided under the category 'Other than Individuals'.



5. **Field (XII) - Penalty and punishment** – This information is with reference to the compliances as per Companies Act, 2013 and its rules thereof.



6. **Field (XVI) - Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014** – Kindly note that pursuant to Rule 9(6) of the Companies (Management and Administration) Rules, 2014, the Company Secretary shall be deemed to be the designated person for the purpose of furnishing and extending co-operation for providing information to the Registrar with respect to the beneficial interest in shares of the Company. Accordingly, the details of Mr. Pankaj Virmani, Company Secretary of the Company have been duly mentioned in the form, who shall deemed to be a designated person, in compliance with the applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder.



7. **Declaration and signing** – For date of authorization to sign this form, kindly note that Mr. Manish Dawar, Whole-time Director (President & Group CEO) is authorized vide Resolution no. 10 dated February 7, 2020 and Mr. Pankaj Virmani is authorized vide Resolution no. 11(d) dated May 17, 2023.

This is for your information and record.



Thanking you,
Yours faithfully,
For Devyani International Limited

Pankaj Virmani

Digitally signed by Pankaj Virmani
DN: cn=Pankaj Virmani, o=Devyani International Limited, ou=Devyani International Limited, email=pankaj.virmani@devyaniinternational.com, c=IN
Date: 2023.10.10 14:22:17 +05'30'



Pankaj Virmani
Chief Sustainability Officer & Company Secretary
Membership No. A-18823
Address: Plot No. 18, Sector 35,
Gurugram-122004, Haryana



DEVYANI INTERNATIONAL LIMITED**List of Shareholders as on 31/03/2026 (FPC)****Annexure-A**

SL No.	NAME/JOINT NAME(S)	ADDRESS	COUNTRY OF INCORPORATION	HOLDING	% TO EQT
1	ISHANA CAPITAL MASTER FUND	MAPLES CORPORATE SERVICES LIMITED UGLAND HOUSE PO BOX 309 SOUTH CHURCH STREET GEORGE TOWN GRAND CAYMAN	CAYMAN ISLANDS	6828686	0.55
2	FIDELITY FUNDS - INDIA FOCUS FUND	2a Rue Albert Borschette Luxembourg	LUXEMBOURG	6656653	0.54
3	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	6153083	0.50
4	ISHARES CORE MSCI EMERGING MARKETS ETF	400 HOWARD STREET SAN FRANCISCO CA 94105		5950288	0.48
5	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	5860690	0.48
6	SOCIETE GENERALE - ODI	29 BOULEVARD HAUSMANN PARIS		5754813	0.47
7	IC PARTNERS LONG ONLY FUND	MAPLES CORPORATE SERVICES LIMITED UGLAND HOUSE PO BOX 309 SOUTH CHURCH STREET GEORGE TOWN GRAND CAYMAN		3812809	0.31
8	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II	100 VANGUARD BOULEVARD MALVERN PENNSYLVANIA		3134878	0.25
9	FIDELITY UCITS ICAV - FIDELITY SUSTAINABLE RESEARCH ENHANCED EMERGING MARKETS EQUITY UCITS ETF	George's Quay House 43 Townsend Street 2 Dublin		2560854	0.21
10	CHIKARA FUNDS PLC - CHIKARA INDIAN SUBCONTINENT FUND	Riverside One Sir John Rogerson's Quay Dublin 2		2538768	0.21
11	ABU DHABI INVESTMENT AUTHORITY - MONSOON	211 CORNICHE STREET PO BOX 3600 ABU DHABI	UNITED ARAB EMIRATES	1918442	0.16
12	BOFA SECURITIES EUROPE SA - ODI	51 rue La Boetie Paris		1816396	0.15

13	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	400 HOWARD STREET SAN FRANCISCO CA 94105	UNITED STATES OF AMERICA	1803021	0.15
14	VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEX FUND	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	1587329	0.13
15	ISHARES CORE MSCI EM IMI UCITS ETF	JP MORGAN 200 CAPITAL DOCK 79 SIR JOHN ROGERSONS QUAY DUBLIN	IRELAND	1518825	0.12
16	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	ONE IRON STREET BOSTON MA	UNITED STATES OF AMERICA	1482204	0.12
17	VENUS INVESTMENTS VCC - VENUS STELLAR FUND	8 EU TONG SEN STREET #19-96 THE CENTRAL SINGAPORE		1460000	0.12
18	THRIFT SAVINGS PLAN	77 K Street N.E. Suite 1000 Washington D.C		1113616	0.09
19	COEUS GLOBAL OPPORTUNITIES FUND	SUITE 305 3RD FLOOR NG TOWER EBENE CYBERCITY		880000	0.07
20	ISHARES MSCI INDIA SMALL-CAP ETF	400 HOWARD STREET SAN FRANCISCO CA 94105		805319	0.07
21	BNP PARIBAS FINANCIAL MARKETS - ODI	1 RUE LAFFITTE PARIS		763505	0.06
22	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	400 HOWARD STREET SAN FRANCISCO CA 94105	UNITED STATES OF AMERICA	635566	0.05
23	FIDELITY INDIA FUND	LEVEL 17 60 Martin Place SYDNEY	AUSTRALIA	585360	0.05
24	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET S EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI		500752	0.04
25	LONGTHRIVE CAPITAL VCC - TRENDVIEW CAPITAL FUND	#08-00 1 PICKERING STREET GREAT EASTERN CENTER SINGAPORE		500000	0.04
26	MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	2 Central Boulevard #22- 01 West Tower IOI Central Boulevard Towers		483665	0.04
27	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOT AL INTERNATIONAL STOCK MARKET INDEX TRUST	100 VANGUARD BOULEVARD MALVERN PENNSYLVANIA		461966	0.04
28	DOVETAIL INDIA FUND CLASS 11 SHARES	4th Floor 19 Bank Street Cybercity Ebene		412036	0.03

29	VANGUARD TOTAL WORLD STOCK INDEX FUND	100 VANGUARD BOULEVARD MALVERN PA	UNITED STATES OF AMERICA	335108	0.03
30	CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	400 Q STREET LPE ROOM 4800 SACRAMENTO CA	UNITED STATES OF AMERICA	328466	0.03
31	EMERGING MARKETS CORE EQUITY 2 PORTFOLIO OF DFA IN VESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	314356	0.03
32	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIM ENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware		302135	0.02
33	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	730 THIRD AVENUE NEW YORK NEW YORK	UNITED STATES OF AMERICA	292520	0.02
34	SUNDARAM INDIA MIDCAP FUND	10 MARINA BOULEVARD 48-01 MARINA BAY FINANCIAL CENTRE TOWER 2 SINGAPORE	SINGAPORE	280588	0.02
35	CITIGROUP GLOBAL MARKETS SINGAPORE PTE. LTD.-ODI	Level 5 5 Changi Business Park Crescent Singapore Singapore		280000	0.02
36	NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL C AP INDEX FUND- NON LENDING	50 S LaSalle Street Chicago Illinois	UNITED STATES OF AMERICA	275261	0.02
37	TSP CUSTOM EMERGING MARKETS SECURITIES LENDING FUN D	ONE IRON STREET BOSTON BOSTON MASSACHUSETTS		266944	0.02
38	FIDELITY SALEM STREET TRUST FIDELITY TOTAL INTERNA TIONAL INDEX FUND	245 Summer Street Boston Massachusetts	UNITED STATES OF AMERICA	263597	0.02
39	DENDANA INVESTMENTS (MAURITIUS) LIMITED MANAGED BY FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	3rd Floor Standard Chartered Tower 19 Cybercity Ebene		226965	0.02
40	GOVERNMENT PENSION FUND GLOBAL	Bankplassen 2 P O Box 1179 Sentrum Oslo 0107	NORWAY	207777	0.02
41	ISHARES IV PUBLIC LIMITED COMPANY - ISHARES MSCI E M IMI SCREENED UCITS ETF	JP MORGAN 200 CAPITAL DOCK 79 SIR JOHN ROGERSONS QUAY DUBLIN		202500	0.02
42	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM - NORTHERN TRUST INVESTMENTS, INC.	100 WATERFRONT PLACE WEST SACRAMENTO CALIFORNIA CALIFORNIA		191806	0.02

43	UNITED NATIONS FOR AND ON BEHALF OF THE UNITED NATIONS JOINT STAFF PENSION FUND	885 Second Avenue 30th Floor New York NY	UNITED STATES OF AMERICA	184279	0.01
44	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	20 Triton Street Regents Place London NW1 3BF U K	UNITED KINGDOM	182811	0.01
45	MERCER QIF FUND PLC- MERCER INVESTMENT FUND 1	70 SIR JOHN ROGERSON'S QUAY DUBLIN 2	IRELAND	169225	0.01
46	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE OF NISSAY INDIA EQUITY SELECTION MOTHER FUND	2-11-3 HAMAMATSUCHO MINATO-KU TOKYO JAPAN	JAPAN	159390	0.01
47	CITADEL SECURITIES SINGAPORE PTE. LIMITED	#22-01 and #22-02 Asia Square Tower 2 12 Marina View Singapore Singapore		158076	0.01
48	INDIA OPPORTUNITIES GROWTH FUND LTD - PINWOOD STRATEGY	4TH FLOOR 19 BANK STREET CYBERCITY EBENE	MAURITIUS	154000	0.01
49	RED BAY LTD	C/O VENTURE CORPORATE SERVICES (MAURITIUS) LIMITED LEVEL 3 TOWER I NEXTERACOM TOWERS CYBERCITY EBENE	MAURITIUS	145804	0.01
50	PUB EQUITIES EMERGING MARKETS 1	UETLIBERGSTRASSE 231 ZURICH	SWITZERLAND	144465	0.01
51	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - STATE STREET GLOBAL ADVISORS	1111 BROADWAY SUITE 2100 OAKLAND CA		144414	0.01
52	NEPTUNE ALPHA FUND	SUITE 305 3RD FLOOR NG TOWER EBENE CYBERCITY		130000	0.01
53	ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF	400 HOWARD STREET SAN FRANCISCO CA 94105		118668	0.01
54	LEGAL & GENERAL EMERGING MARKETS EX CHINA SMALL CAP COLLECTIVE INVESTMENT TRUST FUND	201 ? 17th Street NW Suite 1000 Atlanta Georgia		111827	0.01
55	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	ONE IRON STREET BOSTON MA	UNITED STATES OF AMERICA	110991	0.01
56	SSGA SPDR ETFS EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING	78 SIR JOHN ROGERSON'S QUAY DUBLIN 2	IRELAND	107599	0.01

	MARKETS SMALL CAP UCITS ETF				
57	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	277 EAST TOWN STREET COLUMBUS OH 43215 USA	UNITED STATES OF AMERICA	101450	0.01
58	DOVETAIL INDIA FUND CLASS 5 SHARES	4th Floor 19 Bank Street Cybercity Ebene		100000	0.01
59	ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF	161 BAY STREET SUITE 2500 P.O. BOX 614 TORONTO ONTARIO		95089	0.01
60	ISHARES MSCI EM SMALL CAP UCITS ETF	JP MORGAN 200 CAPITAL DOCK 79 SIR JOHN ROGERSONS QUAY DUBLIN 2	IRELAND	93695	0.01
61	QUADRATURE TRADING VCC - SUB-FUND NO. 1	JPMorgan Chase Bank, N.A. India Sub Custody 3rd Flr,JP Morgan Tower,Off CST Road Kalina, Santacruz East, Mumbai	INDIA	86689	0.01
62	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	ONE IRON STREET BOSTON MA	UNITED STATES OF AMERICA	82407	0.01
63	VANGUARD ESG INTERNATIONAL STOCK ETF	100 VANGUARD BOULEVARD MALVERN PENNSYLVANIA		80824	0.01
64	STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO	ONE IRON STREET BOSTON MA	UNITED STATES OF AMERICA	73359	0.01
65	TEACHER RETIREMENT SYSTEM OF TEXAS - SELF MANAGED 33	4655 MUELLER BLVD AUSTIN AUSTIN TEXAS		67466	0.01
66	DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware		59982	0.00
67	VANGUARD INVESTMENT SERIES PLC - VANGUARD ESG EMER GING MARKETS ALL CAP EQUITY INDEX FUND	70 Sir John Rogerson's Qu Dublin 2 Dublin		58453	0.00
68	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	3 Dublin Landings North Wall Quay Dublin 1	IRELAND	58348	0.00
69	DFA INTERNATIONAL CORE EQUITY FUND	C/O DIMENSIONAL FUND ADVISORS CANADA ULC 745 THURLOW STREET SUITE 2100 VANCOUVER BC V6E 0C5 CANADA	CANADA	57897	0.00

70	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF D FA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	57654	0.00
71	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARK ETS EQUITY FUND	4500 MAIN STREET KANSAS CITY MISSOURI		51787	0.00
72	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	LEVEL 3 ALEXANDER HOUSE 35 CYBERCITY EBENE	MAURITIUS	51713	0.00
73	SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS SPA RTAN TOTAL INTERNATIONAL INDEX POOL	100 SUMMER STREET 12th FLOOR BOSTON MA		50999	0.00
74	ALL COUNTRY EX US EQUITY MARKET SUBTRUST OF DFA GR OUP TRUST	One Congress Street Boston Massachusetts		48264	0.00
75	BVK PERSONALVORSORGE DES KANTONS ZURICH	OBSTGARTENSTRASSE 21 ZURICH	SWITZERLAND	46574	0.00
76	CHIKARA INDIA EQUITY MASTER FUND LIMITED	The Harbour Trust Co.Ltd 2nd Floor Windward 1 Regatta Office Park West Bay Road PO Box 897 Grand Cayman		45920	0.00
77	DFA INTERNATIONAL VECTOR EQUITY FUND	C/O DIMENSIONAL FUND ADVISORS CANADA ULC 745 THURLOW STREET SUITE 2100 VANCOUVER BC V6E 0C5 CANADA	CANADA	42899	0.00
78	FUNDPARTNER SOLUTIONS (SUISSE) SA- TURICUM - AKTIE N - UND IMMOBILIENWERTSCHRIFTEN	ROUTE DES ACACIAS 60 CAROUGE	SWITZERLAND	42157	0.00
79	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	400 HOWARD STREET SAN FRANCISCO CA 94105	UNITED STATES OF AMERICA	41619	0.00
80	PEOPLE'S BANK OF CHINA	NO 32 CHENGFANG STREET XICHENG DISTRICT BEIJING	CHINA	34361	0.00
81	LEGAL & GENERAL UCITS ETF PLC -L&G GERD KOMMER MUL TIFACTOR EQUITY UCITS ETF	70 SIR JOHN ROGERSON'S QUAY NA DUBLIN NA		29766	0.00
82	WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS P LC	3 Dublin Landings North Wall QUAY DUBLIN 1 IRELAND		29093	0.00
83	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING	4500 MAIN STREET KANSAS CITY MISSOURI		22351	0.00

	MARKET S SMALL CAP EQUITY ETF				
84	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE OF HSBC INDIA SMALL CAP EQUITY FUND (QII)	8/1/2001 Akasaka Intercity AIR Akasaka Minato-ku Tokyo Tokyo		22000	0.00
85	EMERGING MARKETS CORE EQUITY LOWER CARBON ESG SCREENED FUND OF DIMENSIONAL FUNDS PLC	3 Dublin Landings NORTH WALL QUAY DUBLIN 1 IRELAND		16919	0.00
86	TEXAS MUNICIPAL RETIREMENT SYSTEM	2717 PERSEVERANCE DRIVE SUITE 300 AUSTIN TX		16747	0.00
87	UTAH STATE RETIREMENT SYSTEMS	540 East 200 South Salt Lake City Utah	UNITED STATES OF AMERICA	14733	0.00
88	AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI		13765	0.00
89	WORLD EQUITY LOWER CARBON ESG SCREENED FUND OF DIMENSIONAL FUNDS PLC	3 Dublin Landings North Wall Quay Dublin		12908	0.00
90	ALASKA PERMANENT FUND - DIMENSIONAL FUND ADVISORS LP - EMERGING MARKETS SMALL CAP EQUITY	801 WEST 10TH STREET SUITE 302 JUNEAU ALASKA		11708	0.00
91	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EX-CHINA EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI		10993	0.00
92	ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND	LEVEL37 CHIFLEY TOWER 2 CHIFLEY SQUARE SYDNEY NSW 2000	AUSTRALIA	10462	0.00
93	HSBC ETFS PLC - HSBC MSCI EMERGING MARKETS SMALL CAP ESG UCITS ETF	25/28 North Wall Quay IFSC Dublin1 Dublin 1 Leinster		9418	0.00
94	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS MANAGED BY DIMENSIONAL FUND ADVISORS LP	Department of Revenue Treasury Division PO Box 110405 Juneau AK		8142	0.00
95	INTERNATIONAL MONETARY FUND- MANAGER A	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	7856	0.00
96	NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US	50 South LaSalle Street Chicago Illinois	UNITED STATES OF AMERICA	7772	0.00

	INVE STABLE MARKET INDEX FUND-NON LENDING				
97	VANGUARD FUNDS PLC / VANGUARD ESG GLOBAL ALL CAP U CITS ETF	70 Sir John Rogerson's Quay Dublin 2 Dublin		7731	0.00
98	BNYM MELLON DB SL ACWI EX-U.S. SMALL CAP FUND	240 GREENWICH STREET NEW YORK USA	UNITED STATES OF AMERICA	7369	0.00
99	ULLICO DIVERSIFIED INTERNATIONAL EQUITY FUND, L.P.	8403 COLESVILLE ROAD 13TH FLR SILVER SPRING MD		5945	0.00
100	WISDOMTREE TRUE EMERGING MARKETS FUND	3rd Floor 250 West 34th Street New York NY		5415	0.00
101	VANGUARD INVESTMENTS FUNDS ICVC-VANGUARD FTSE GLOB AL ALL CAP INDEX FUND	4TH FLOOR THE WALBROOK BUILDING 25 WALBROOK LONDON		5306	0.00
102	DIMENSIONAL EMERGING MARKETS EX CHINA CORE EQUITY ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware		5265	0.00
103	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TIL T INDEX FUND	50 S LASALLE STREET CHICAGO IL	UNITED STATES OF AMERICA	5106	0.00
104	VANGUARD FUNDS PLC - VANGUARD ESG EMERGING MARKETS ALL CAP UCITS ETF	70 Sir John Rogerson's Quay Dublin 2 Dublin		4444	0.00
105	AMERICAN CENTURY ICAV - AVANTIS EMERGING MARKETS E QUITY UCITS ETF	7TH FLOOR BLOCK A ONE PARK PLACE UPPER HATCH STREET DUBLIN 2		4303	0.00
106	GSA INTERNATIONAL MASTER FUND LIMITED	P.O. BOX 309 Ugland House South Church Street George Town Grand Cayman		4153	0.00
107	TRANS EXT GLOBAL EMRG MKTS	1000 RED RIVER STREET AUSTIN TEXAS	UNITED STATES OF AMERICA	3674	0.00
108	DOVETAIL GLOBAL FUND PCC- EAGLEWOOD CAPITAL- INDIA FUND I	4TH FLOOR 19 BANK STREET CYBERCITY EBENE		3171	0.00
109	AMUNDI ETF ICAV - AMUNDI MSCI INDIA IMI UCITS ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	INDIA	1550	0.00
110	TEACHER RETIREMENT SYSTEM OF TEXAS- SELF MANAGED 4 0	4655 MUELLER BLVD AUSTIN AUSTIN TEXAS		1513	0.00
111	XTRACKERS NIFTY 500 INDIA ETF	875 THIRD AVENUE NEW YORK NEW YORK		889	0.00

112	NUVAMA INDIA OPPORTUNITIES FUND - CLASS C	33 EDITH CAVELL STREET PORT LOUIS		337	0.00
TOTAL				7,56,09,506	6.13

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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

FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of **Devyani International Limited** (CIN: L15135HR1991PLC143853) ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on 31st March, 2026. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. ^the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
1. its status under the Act;
 2. maintenance of registers/ records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns with the Registrar of Companies (Delhi), Regional Director (Northern Region), Hon'ble National Company Law Tribunal (Chandigarh Bench) within the prescribed time under the provisions of the Act and Rules made thereunder. Further, no forms or returns were required to be filed with the Central Government, Court or other authorities under the provisions of the Act and Rules made thereunder;
 4. calling/ convening/ holding meetings of Board of Directors and its Committees and the meeting of the members of the Company on dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including circular resolutions and resolution(s) passed by way of postal ballot have been properly recorded in the Minutes Books/ registers maintained for the purpose and the same have been signed.
 5. closure of Register of Members **[Not applicable during the aforesaid financial year];**
 6. advances/ loans to its directors and/ or persons or firms or companies referred in Section 185 of the Act **[Not applicable during the aforesaid financial year];**



7. contracts/ arrangements with related parties as specified in Section 188 of the Act. All transactions entered into by the Company with its related parties in terms of Section 188 of the Act were in the ordinary course of business and on arm's length basis during the year ended on 31st March, 2026.
8. re-classification of the authorised share capital, issue/ allotment of equity shares and non-convertible redeemable preference shares of the Company on private placement basis, allotment of equity shares arising from the exercise of stock options and transfer/ transmission of shares in demat mode. Further, there were no instances of buy back of securities, redemption of preference shares/ debentures or reduction of share capital or conversion of shares/securities during the aforesaid financial year;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares, in compliance with the provisions of the Act **[Not applicable during the aforesaid financial year]**;
10. declaration/ payment of dividend, transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act **[Not applicable during the aforesaid financial year]**;
11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ re-appointments/ retirement/ disclosures of the Directors and Key Managerial Personnel and the remuneration paid to them, wherever applicable. Further, there were no instances of appointment or filling up casual vacancies of the Directors & Key Managerial Personnel during the aforesaid financial year;
13. M/s. Walker Chandok & Co LLP, Chartered Accountants, (Firm Registration No. No. 001076N/ N500013) were appointed as Joint Statutory Auditors of the Company for a Second period of up to 5 (five) consecutive years at 34th AGM held on July 28, 2025 to hold office till the conclusion of the 39th AGM of the Company in compliance with Section 139 of the Act. Further, there were no instances of filling up of casual vacancy of Auditors of the Company;
14. approval required to be taken from Regional Director (Northern Region) and Hon'ble National Company Law Tribunal (Chandigarh Bench). Further, no approval was required to be taken from the Central Government, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance/ renewal/ repayment of deposits, as the case may be **[Not applicable during the aforesaid financial year]**;
16. borrowings from public financial institutions, banks and others and creation/ satisfaction of charges in that respect. Further, the Company do not have any borrowings from its directors and members and there were no instances of modification of charges during the aforesaid financial year;



17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act, wherever applicable; and
18. alteration of the Capital Clause and Registered Office Clause of Memorandum of Association of the Company pursuant to re-classification of the authorised share capital and Shifting of Registered Office of the Company, respectively. Further, there were no instances of alteration of Articles of Association of the Company during the aforesaid financial year.

^On the basis of documents/ information provided to us and confirmation by the Management, no penalty/ punishment was imposed on the Company/ its Directors & officers under the provision of Companies Act, 2013 including the rules made thereunder during the financial year ended on 31st March, 2026.

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No. P2001DE052900
Peer Review Certificate No.: 7853/2026



New Delhi
October 09, 2026


Neeraj Arora
Partner

CP No: 16186, Mem. No: F10781
UDIN: F010781H001799766

Devyani International Limited
(Commissary)

Gate no. 2

DEVYANI INTERNATIONAL LIMITED
देवयानी इंटरनेशनल लिमिटेड
REGISTERED OFFICE: PLOT NO. 1A,
SECTOR-35, GHAZIPOUR - 122004, NARAYAN
संविदाई ऑफिस प्लॉट नं. 1A,
सेक्टर-35, गुरुग्राम - 122004, हरियाणा



