



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

February 4, 2026

To,

National Stock Exchange of India Ltd. Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email: cmlist@nse.co.in Symbol: DEVYANI	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Email: corp.relations@bseindia.com Security Code: 543330
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Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

The Board of Directors of the Company at its meeting held today i.e. February 4, 2026 (started at 11:00 A.M. and concluded at 11:55 A.M.) *inter-alia* considered and approved the following:

- (i) Acquisition of ~ 11.4% additional equity stake in Sky Gate Hospitality Private Limited ('Sky Gate') from the Promoters/ Founders of Sky Gate for a total consideration of ~ INR 57.5 crore through a mix of cash and issuance of Non-Convertible Redeemable Preference Shares. Upon completion of acquisition, Sky Gate will become a wholly-owned subsidiary of the Company.
- (ii) Re-classification of authorised share capital of the Company and consequential amendment in Clause V of the Memorandum of Association ('MOA') of the Company i.e., 'Capital Clause', subject to requisite approvals from the Shareholders of the Company and other relevant authorities, if any, as may be required in the matter.

At present, the Authorised Share Capital of the Company 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. Upon re-classification, the Authorised Share Capital of the Company of Rs. 5,67,50,00,000/- (Rupees Five Hundred Sixty Seven Crore and Fifty Lakh only) shall be 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.

- (iii) Issuance and allotment of up to 3,00,000 (Three Lakh) fully paid-up Non-convertible Redeemable Preference Shares of the Company having face value of INR 1,000/- each, aggregating to ~ INR 30 crore, to the promoter/ Founder of Sky Gate, to discharge the purchase consideration for additional equity stake in Sky Gate, on a private placement basis, in accordance with the provisions of the Companies Act, 2013, other applicable laws and subject to approval of the shareholders of the Company and such other regulatory/ statutory approvals as may be required.
- (iv) Notice of Postal Ballot for seeking approval of the Equity Shareholders. Notice of aforesaid Postal Ballot shall be submitted to the Stock Exchanges in due course in compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Circulars issued by Ministry of Corporate Affairs.





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The detailed disclosures for aforesaid point nos. (i) and (iii) as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/ 3762/2026 dated January 30, 2026, are attached as **Annexure I** and **Annexure II**, respectively.

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



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Annexure I

Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

S. No.	Particulars	Description
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Sky Gate Hospitality Private Limited ('Sky Gate')</p> <p>Paid-up Share Capital as at December 31, 2025: ~ INR 23.36 lakh</p> <p>Consolidated Turnover (excluding turnover from Krazy Kebab Co. and Peanutbutter) of Sky Gate for the financial year ended March 31, 2025 (Audited) is ~ INR 277 crore.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	<p>Acquisition of additional shares from promoter/ founders of Sky Gate would fall within related party transaction(s), being a subsidiary of the Company.</p> <p>No. the promoter/ promoter group/ group companies of the Company do not have any interest in Sky Gate whose shares are being acquired.</p> <p>The proposed investment is at arm's length.</p>
3.	Industry to which the entity being acquired belongs	Food and Beverages
4.	Objects and impact of acquisition. (Including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	To acquire ~11.4% additional equity stake in Sky Gate thereby making Sky Gate a wholly-owned subsidiary of the Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable





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6.	Indicative time period for completion of the acquisition	Acquisition of ~11.4% additional equity stake in Sky Gate from the Promoters/ Founders of Sky Gate will be completed by March 31, 2026.						
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	<p>The consideration of ~ INR 57.5 crore payable to the promoters/ founders of Sky Gate for acquisition of ~ 11.4% additional equity stake in Sky Gate, shall be paid as follows:</p> <p>(i) The consideration of ~ INR 27.5 crore would be paid in cash to promoters/ founders of Sky Gate.</p> <p>(ii) The consideration of ~ INR 30 crore would be paid by way of issue and allotment of 3,00,000 fully paid-up 0.001% Non-convertible Redeemable Preference Shares of INR 1,000/- each ('RPS') at par, on a private placement basis to the promoter/ founder of Sky Gate.</p>						
8.	Cost of acquisition and/ or the price at which the shares are acquired	~ INR 57.5 crore for acquisition of ~ 11.4% additional equity stake in Sky Gate.						
9.	Percentage of shareholding/ control acquired and/ or number of shares acquired	27,844 equity shares of INR 10 each of Sky Gate, being ~ 11.4% equity stake in Sky Gate. Upon completion of acquisition, Sky Gate will become a wholly-owned subsidiary of the Company.						
10.	Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Line of business: Food and Beverages Date of Incorporation: 28th July, 2015 Country of Incorporation: India Consolidated Turnover (INR in crore):</p> <table><tr><td>2024-25 (Audited)*</td><td>277</td></tr><tr><td>2023-24 (Audited)</td><td>268</td></tr><tr><td>2022-23 (Audited)</td><td>218</td></tr></table>	2024-25 (Audited)*	277	2023-24 (Audited)	268	2022-23 (Audited)	218
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* Excludes turnover from Krazy Kebab Co. and Peanutbutter and Jelly Private Limited for the financial year 2024-25.





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Annexure II

Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

S. No.	Particulars	Description
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Non-convertible Redeemable Preference Shares of face value of INR 1,000/- each.
2.	Type of Issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Private Placement in accordance with the Companies Act, 2013 and Rules made thereunder and other applicable laws.
3.	Total number of securities proposed to be issued and the total amount for which the securities will be issued (approximately)	Upto 3,00,000 (Three Lakh) fully paid-up Non-convertible Redeemable Preference Shares ('RPS') of the Company having face value of INR 1,000/- each, aggregating INR 30 crore.
4.	In case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s):	
i)	Size of the issue;	Upto 3,00,000 (Three Lakh) RPS of the Company having face value of INR 1,000/- each, aggregating INR 30 crore, being consideration other than cash payable to the promoter/ founder ['Proposed Allottee'] of Sky Gate Hospitality Private Limited ('Sky Gate') to discharge the purchase consideration for acquisition of additional equity shares in Sky Gate.
ii)	Whether proposed to be listed? If yes, name of the stock exchange(s);	No
iii)	Tenure of the instrument - date of allotment and date of maturity;	Date of Allotment: To be decided by the Board upon receipt of the shareholders' approval. Date of Maturity: up to 10 years from the date of allotment.
iv)	Coupon/ interest offered, schedule of payment of coupon/ interest and principal;	Dividend of 0.001% on face value of RPS of the Company.
v)	Charge/ security, if any, created over the assets;	Not Applicable
vi)	Special right/ interest/ privileges attached to the instrument and changes thereof;	Not Applicable
vii)	Delay in payment of interest/ principal amount for a period of more than three	Not Applicable





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	months from the due date or default in payment of interest/ principal;	
viii)	Details of any letter or comments regarding payment/ non-payment of interest, principal on due dates, or any other matter concerning the security and/ or the assets along with its comments thereon, if any;	Not Applicable
ix)	Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;	RPS shall be redeemable on such date as may be determined by the Board and the Proposed Allottee but not later than a period exceeding ten years from the date of allotment in accordance with Section 55 of the Companies Act, 2013 read with Rules made thereunder. The RPS will be redeemed at premium, as may be agreed between the Board and the Proposed Allottee based upon defined and quantified parameters.
5.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable



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