



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

January 7, 2026

To,

National Stock Exchange of India Ltd. Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email: cmist@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 – Postal Ballot Notice

Dear Sir/ Madam,

In continuation to our intimation dated January 1, 2026 and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Postal Ballot Notice dated January 5, 2026 along with explanatory statement seeking approval of Members for the following resolution by means of Postal Ballot through remote e-voting is enclosed:

Item No.	Type of resolution	Brief description of the resolution
1.	Special Resolution	To shift registered office of the Company from the “National Capital Territory of Delhi” to the “State of Haryana” and consequential amendment in Clause II of the Memorandum of Association of the Company

Remote e-voting shall commence on **Thursday, January 8, 2026 at 9:00 A.M. (IST)** and end on **Friday, February 6, 2026 at 5:00 P.M. (IST)**. Results of remote e-voting along with Scrutinizer's report shall be communicated to the Stock Exchanges within the prescribed timeline.

You are requested to take the above on record.

Yours faithfully,
For Devyani International Limited

Pankaj Virmani
Chief Sustainability Officer & Company Secretary

Encl: a/a





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 resolution set-out below is 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. To shift registered office of the Company from the "National Capital Territory of Delhi" to the "State of Haryana" and consequential amendment in Clause II of the Memorandum of Association of the Company.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act, setting out all material facts relating to the resolution 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 as on Friday, January 2,

2026 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 January 1, 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 Practising 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 remote e-voting facility only for the postal ballot process. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) to provide remote e-voting facility to the Members of the Company. Please refer instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on **Thursday, January 8, 2026 at 09:00 A.M. (IST)** and end on **Friday, February 6, 2026 at 05:00 P.M. (IST)**. Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote through remote e-voting not later than the close of working hours at **05:00 P.M. (IST) on Friday, February 6, 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 postal ballot shall be announced on or before **Monday, February 9, 2026 at 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. To shift registered office of the Company from the "National Capital Territory of Delhi" to the "State of Haryana" and consequential amendment in Clause II of the Memorandum of Association of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**), read with the Companies (Incorporation) Rules 2014 (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, subject to the approval of the Central Government (power delegated to Regional Director) and/ or any authority(ies) as may be required/ prescribed from time to time, and subject to such other approvals, consents, permissions and sanctions of the appropriate authorities, institutions or bodies, persons, as may be required and on 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 **'the 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 of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the "National Capital Territory of Delhi" to the "State of Haryana".

RESOLVED FURTHER THAT subject to confirmation/ approval and pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Act, the existing clause II of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

"II. The registered office of the Company will be situated in the State of Haryana."

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to appoint counsels, advisors, file applications/ petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

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: January 5, 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 2, 2026**.

Members may note that this Notice shall also be available on Company's website (www.dil-rjcorp.com), Stock Exchange's website (www.nseindia.com & www.bseindia.com) and National Securities Depository Limited ('NSDL') website (www.evoting.nsdl.com).
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 2, 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 **Thursday, January 8, 2026 at 09:00 A.M. (IST)** and end on **Friday, February 6, 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 2, 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 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. Once the vote on resolution 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 **Monday, February 9, 2026 at 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, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. **Friday, February 6, 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. SEBI/HO/ CFD/ PoD2/CIR/P/0155 dated November 11, 2024, 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 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	<ol style="list-style-type: none"> OTP based login: <ol style="list-style-type: none"> Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered e-mail ID/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 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. Users already registered for IDeAS facility: <ol style="list-style-type: none"> Visit e-services website of NSDL viz. https://eservices.nsdl.com Click on the 'Beneficial Owner' icon under 'Login' available under 'IDeAS' section. 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. 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. User not registered for IDeAS facility: <ol style="list-style-type: none"> Click on link: https://eservices.nsdl.com and select 'Register Online for IDeAS Portal' OR Click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps mentioned in point no. 1 above. Alternatively, by directly accessing the e-voting website of NSDL: <ol style="list-style-type: none"> Visit e-voting website of NSDL viz. https://www.evoting.nsdl.com Click on the icon 'Login' available under 'Shareholder/Member' section. 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. 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. Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



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

- 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.
- Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
- 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 138087 then user ID is 138087001***

6. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.

- 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:

- 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**.
- Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
- 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.
- 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.

- 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, you will not be allowed to modify your vote.
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 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@kfintech.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.

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.
 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. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024 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 NO. 1

Presently, the registered office of the Company is situated in the National Capital Territory ('NCT') of Delhi at F-2/7, Okhla Industrial Area, Phase-I, New Delhi – 110020, while the day-to-day operations of the Company are carried out from the corporate office situated at Plot No. 18, Sector-35, Industrial Estate, Gurugram- 122004 in the State of Haryana. Further, RJ Corp Limited, holding company and other group companies majorly operates from Gurugram, Haryana. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company at its meeting held on January 1, 2026, has approved the shifting of Registered Office of the Company from the NCT of Delhi to the State of Haryana, subject to the approvals of the members and requisite statutory/ regulatory authorities.

The shifting of Registered Office from the NCT of Delhi to the State of Haryana is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of public, shareholders, creditors or employees in any manner, whatsoever.

Pursuant to the provisions of Sections 12, 13, 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), shifting of the Registered Office from one State to another and consequential alteration of Clause II of the Memorandum of Association ('MOA') of the Company requires approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director).

Therefore, approval of the members is sought through Postal Ballot (through remote e-voting only) for shifting of the registered office of the Company from the NCT of Delhi to the State of Haryana and consequently, for altering Clause II of the MOA.

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 upto the last date of remote e-voting. Members seeking to inspect such document(s) may send an e-mail to companysecretary@dil-rjcorp.com.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set-out at Item No. 1 for approval of the Members as a **Special Resolution**.

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: January 5, 2026 Phase – I, New Delhi - 110 020